

# BYLAWS

*Except where stipulations of this document shall take precedence, the Mid-Atlantic Amateur Softball Association shall rely upon Robert's Rules of Order for guidance in the operation of all meetings, and the rules of the Amateur Softball Association and those of the North American Gay Amateur Athletic Alliance regarding games.*

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## **1 - LEAGUE MEMEBERSHIP**

**1.1** - Membership in MAASA is open to all men and women having attained the age of 18. Individuals under the age of 18 may become members with the written consent of a parent or legal guardian and upon approval of the Board.

**1.2** - There will be three levels of membership:

- (a) General Member — Any person who is a team member.
- (b) Associate Member — Any person who wishes to affiliate with the league, but is not a member of a team.
- (c) Charter Member — Any person granted lifetime membership by the Board of Directors. Such persons shall be exempt from payment of dues, but may hold office. The Ex-Officio member of the Board is a de factor Charter Member.

**1.3** - Members agree to abide by the MAASA Code of Conduct as outlined in these Bylaws and will be provided with an abridged copy of said Bylaws focusing on rules pertaining to player conduct at the time they join the league.

**1.4** - The secretary and treasurer shall provide each member with a registration card to be filled out prior to each season. Such card shall allow members to specify whether their name and/or image may appear in league publication or in outside publications. The cards shall be turned in with membership dues, if set by the Board, attached.

**1.5** - The Secretary shall issue a League Membership card to all Members in Good Standing, defined as anyone who shall have:

- a) Agreed to and meets all requirements of the League Bylaws.
- b) Filed required registration documents.
- c) Paid League dues.

**1.6** - A player's membership may be revoked absolutely and without recourse, or suspended for a period of time at the discretion of the Board of Directors, where the Board, by two-thirds vote on secret ballot, shall determine that any of the following apply:

- (a) There has been a gross violation of League rules.
- (b) A member's conduct is deemed detrimental to the welfare and goals of the organization.
- (c) The member's deliberate actions place another member at risk of injury or harm and/or where criminal activities are involved. A member so removed or suspended, upon surrendering their membership card and any property belonging to the League or an affiliated team, shall be refunded any dues paid for that season. In less egregious situations where a player's conduct is in question, the Board may order a Hearing under the terms of Section 16.

**1.7** - No information gathered on members by MAASA may be used for non-league purposes or distributed to any other person or organization except as pertains to direct league functions.

The mailing list of MAASA is privileged and shall not be shared with any other group or organization or used for personal purposes, excepting that the League may share the names and contact information of Board members with the ASA, NAGAAA and sister tournaments.

## **2 - PLAYER DUES & TEAM AFFILIATION FEES**

**2.1** - The Board of Directors may annually set and the Treasurer shall collect annual dues from each League member.

**2.2** - The Board of Directors shall annually set and the Treasurer shall collect an Affiliation Fee from each member team. Affiliation fees shall include, and may be limited to, the cost of team insurance.

**2.3** - If a team shall pay the dues of its players, it shall identify specifically for whom payments are applied. Dues payments may not be credited or transferred to another player.

**2.4** - Player Dues must be paid when a player turns in their Player Registration Card and must be paid before a player takes the field. Similarly, Team Affiliation Fees, or at least that portion applicable to payment of league insurance, must be made prior to taking the field.

**2.5** - A player who changes teams within a season for which his/her dues were paid shall not be assessed dues a second time.

**2.6** - Any team fielding a player whose dues are not paid and who has not signed the roster (and thus is not insured) risks forfeiting any game in which that person played. The Commissioner shall have reasonable discretion in enforcement of this provision. The Board may take action against a player or team that has not paid dues.

## **3 - MEETINGS OF THE GENERAL MEMBERSHIP**

**3.1** - In accord with Article III of the Constitution, the General Membership shall meet annually. At the designated annual meeting, all League officers shall present annual reports. Elections shall also be held. The Board shall place before the members other matters as it deems necessary.

**3.2** - The Board of Directors shall schedule the Annual Meeting at a time and place of reasonable convenience and the Secretary shall provide no less than 14 day's prior, notice by electronic mail, postal service, telephone or on the field of play of such meeting. Such meeting may be combined with other league events at the Board's discretion.

**3.3** - The Commissioner or, in the Commissioner's absence, the next highest Board member shall serve as Moderator unless the membership shall, by majority vote, elect to install some other League Member as Moderator. A motion for a substitute Moderator must be made at the moment the meeting shall be called to order.

**3.4** - The Secretary shall keep minutes of the Annual Meeting, providing them within 7 days to all Board members and making them available to any member on request

**3.5** - During the Annual Meeting, any member in good standing may offer a motion from the floor. Upon seconding, a motion becomes the Main Question and shall be subject to normal debate, vote and amendment. Only one Question may be considered at a time.

**3.6** - The Moderator, with approval of the Board, may set reasonable limits on the amount of time any one member may hold the floor. Speakers shall maintain good decorum and refrain from personal attack.

**3.7** - Except as otherwise set forth in the Constitution or these Bylaws, all votes by the General Membership shall be by simple majority so long as a quorum, consisting of one-third of the Members in Good Standing, all members having been duly notified of such meeting, shall be present. Votes shall be by voice with the Moderator in judgment of the result. Any member may call for a hand count.

**3.8** - During the Annual Meeting, a period of time shall be set aside for questions. Each Team shall be allowed an opportunity to ask at least two questions of the Board.

**3.9** – A motion offered in writing by a Team and submitted to the Secretary 24 hours in advance shall be accepted as seconded and placed on the agenda under new business.

**3.10** - Members may petition the Board for a Special League Meeting. The Board, upon receipt of a petition signed by 10 percent of the Members in Good Standing, shall schedule a meeting in accord with Section 3.2. Such petition shall specify the purpose for such meeting and shall provide summary of any motions to be offered. Such meetings shall be restricted to the topics as specified in the petition. In the event that multiple petitions are presented, the Board, at its discretion, may merge them for purposes of holding a single meeting.

**3.11** - The Board of Directors may resolve to meet in Executive Session when discussing personnel matters, contracts or legal matters. Otherwise, all meetings will be open.

## **4 - THE BOARD OF DIRECTORS**

**4.1** - The Board of Directors shall meet at a time and place of the members' choosing, providing that all members and teams shall have been given 5 days notice by electronic mail, postal service or telephone of such meeting or such meeting shall have been scheduled at a prior meeting.

**4.2** - The Commissioner may call an Emergency Meeting, extraordinary to Section 3.1, subject to approval of the Board once it is convened.

**4.3** - The Commissioner shall preside over all meetings of the Board of Directors; in the Commissioner's absence, the Assistant Commissioner shall preside.

**4.4** - No Board meeting shall take place where neither the Commissioner nor an Assistant Commissioner is present.

**4.5** - In the absence of the Secretary, the moderator shall appoint an acting secretary.

**4.6** - The tally of all votes by the Board of Directors shall be recorded by the Secretary, listed in the minutes and shall be available to any league member upon request or within 72 hours.

**4.7** - Any Board member may request a roll-call vote or a secret ballot on any Primary Question but not amendments or common procedural questions. Absent objections, the

moderator shall order a roll call. If there is objection, such a motion for a roll call shall be accepted as a seconded motion, is not subject to debate and shall be approved upon a majority vote, ballots on such motion also to be cast by roll-call.

**4.8** - The Secretary shall call the roll and record voice votes; on a secret ballot, the Secretary shall open ballots, read the intent of each ballot aloud and display it, tabulate the results and present the results to the moderator.

**4.9** - Only a member of the Board may offer motions. Upon seconding, a motion becomes the Main Question and shall be subject to normal debate, vote and amendment. Only one Question may be considered at a time.

**4.10** - As specified in Article V, Section 2 of the Constitution, if teams are represented on the Board, they shall be entitled to a single vote. Teams shall designate, at their discretion, that representative and shall provide the Secretary with that person's name and address as well as the name and address of one other team member for purposes of communicating notices of meetings and other League correspondence.

**4.11** - If teams are represented on the Board, no meeting of the Board shall be held where fewer than half of the teams in the league are represented. In any other circumstance, a quorum of one half of all Board members must be present for a meeting.

## **5 - COMMITTEES**

**5.1** - The Executive Committee may establish Standing Committees to assist in performing any of the Board's duties and responsibilities, including but not limited to the following areas: Development, Logistics, Budget, Sponsorship, Rules, Publicity, Banquet and Seaside Showdown or other tournaments.

**5.2** - Unless otherwise specified herein, A Standing Committee may be chaired by a member of the Board or other designee, recommended by the Commissioner and approved by majority vote of the Board. The Chair shall serve a one-year term, subject to reappointment. Chairs serve at the pleasure of the Commissioner and may be removed by the Commissioner at any time or by majority vote of the Board.

**5.3** - If a Standing Committee Chair shall be assumed by someone other than an existing Board member, that person shall be treated as a Board member, notified of meetings in accord with the Bylaws and allowed to speak at meetings of the Board, excepting that the chair shall not have a vote and shall not be allowed to make motions. A member of the Board serving as a Chair shall have only one vote on matters before the Board.

**5.4** - A Standing Committee shall exist until such time as the Board may dissolve it.

**5.5** - The Commissioner may establish Ad Hoc Committees and appoint Chairs. Such committees and Chairs shall serve only within the year they are established. Chairs of Ad Hoc Committees will be treated as Board members, notified of and allowed to attend Board meetings and may be invited to speak but shall not have a Board vote.

**5.6** - The Chair of every committee shall present a written report to the secretary on an annual basis, at least two weeks prior to the Annual Meeting, which the Secretary shall cause to be distributed with the agenda.

**5.7** – The Standing Committee on Ratings shall be established and responsible for setting player ratings in accord with NAGAAA guidelines.

**5.7 (a)** The Committee shall be chaired by the Assistant Commissioner and shall be composed of one representative for each team active in the league. Teams may nominate their representative by whatever criteria they wish, however, the designee should be someone with established understanding of softball and a keen awareness of the abilities of most members of the League.

**5.7 (b)** The Assistant Commissioner shall appoint team representatives to the Committee as nominated by each team, excepting that where the Assistant Commissioner may deem a nominee as unqualified, the Assistant Commissioner may request reconsideration; however, ultimately a team shall have final say in who shall represent it.

**5.7 (c)** The Committee shall convene at a date of the Assistant Commissioner's choosing, but no later than 15 days prior to the deadline for submission of ratings to NAGAAA. A quorum requirement for this Committee shall be two-thirds of the appointed members.

**5.7 (d)** Any member of the Committee may challenge a player's rating as submitted by that person's team. A majority vote of the Committee is needed to alter a player's rating. Only in the event of a tie vote shall the Assistant Commissioner vote to break a tie, in which case the adjusted rating made by the Committee shall stand or fail based on the vote of the Assistant Commissioner.

**5.7 (e)** The committee shall forward to the Commissioner its Recommendations of Ratings of all players. This report must be complete no later than 12 days prior to the deadline for submission of ratings to NAGAAA.

**5.7 (f)** The Commissioner may accept the Recommendations and forward them to NAGAAA, or the Commissioner may return the report to the Committee noting objections. If the Commissioner objects to any findings of the Committee, he must inform the Committee within 10 days of the deadline for submission of ratings to NAGAAA.

**5.7 (g)** Upon receipt of any objections from the Commissioner, the Committee shall reconvene no later than 5 days prior to the deadline for submission of ratings to NAGAAA. For purposes of considering such objections, the Committee, at its discretion, may function by conference call or electronic mail for consideration of objections

**5.7 (h)** The Committee may accept or reject the Commissioner's objections by majority vote and shall no later than 48 hours prior to the deadline submit a Final Report that must then be relayed to NAGAAA by the Commissioner. This report shall suffice for purposes of satisfying Section 5.6 of the Bylaws.

## **6 - FINANCES**

**6.1** - MAASA shall operate on a Fiscal Year, November 1 to October 31.

**6.2** - All disbursements shall be by league check, bearing the signature of the Treasurer, or by league debit card.

**6.3** - Disbursements may be made only upon approval of the Board or with the consent of the Commissioner. All expenditures shall be supported by documentation detailing the purchase with such supporting materials such as billings or receipts attached.

**6.4** - If a payment request relates to an itemized expense included in MAASA's annual budget, payment may be made without further action by the Board of Directors so long as there are sufficient funds and the amount does not exceed the budget authorization by more than 5 percent.

**6.5** - Unbudgeted or over budget payments greater than \$100 must be approved by the Board of Directors. Payments of less than \$100 may be approved by the Commissioner, subject to approval of the Board. Billings greater than \$100 may not be split into smaller amounts and paid separately as a means of circumventing the intent of these provisions.

**6.6** - Funds given the Treasurer shall be deposited within five business days and shall be maintained in a federally-insured financial institution approved by the Board of Directors.

**6.7** - MAASA funds shall not be used for personal loans to any person or for expenditures not appropriate to League missions.

**6.8** - The Treasurer shall, on a monthly basis, reconcile all bank statements and the general ledger and submit a summary to the Commissioner except that such communication to the Commissioner shall not be required in any month where there have been no expenditures (other than bank maintenance fees), receipts or deposits.

**6.9**- The Treasurer shall retain all bank statements including deposit slips, canceled checks, and any other relevant documents as well as payment request forms and supporting documentation for at least seven years. The Treasurer, upon completion of his/her term, shall pass such materials on to succeeding officers.

**6.10** - The Treasurer and the Commissioner shall prepare an annual Operating Budget for MAASA and present it for approval at the Annual Meeting.

**6.11** - The Seaside Showdown Committee or any other Tournament Committee established by MAASA shall have its own program budget apart from MAASA.

**6.12** - Members of the Board of Directors, chairs of standing or ad hoc committees, or other individual members of MAASA may receive reimbursement for expenses properly incurred on behalf of the League upon approval of the Board of Directors and upon presentation of acceptable proof of such payments.

## **7 - CONTRACTS**

**7.1** - All contracts and/or financial obligations entered into in the name of MAASA shall be approved in advance by the Board of Directors.

**7.2** - Contracts and/or financial obligations must be signed by two Executive Officers, among them the Commissioner.

**7.3** - No officer or member of MAASA shall have any power or authority to bind the League to any contract or agreement, pledge its credit, or render it liable for any purpose or any amount without prior approval of the Board. No member of the board shall bind the organization to any contract where he or she would profit financially. Should the league entertain entering a contract with an entity with which a board member is associated, that member must notify the board of the relationship, and abstain for voting on such a contract. (See Addendum A – League Conflict of Interest Policy).

**7.4** - The Seaside Showdown or other tournament shall operate independent of provisions 7.1 and 7.2.

## 8 - ELECTIONS

8.1 - The Board shall set elections in accord with the Constitution.

8.2 - The Secretary shall serve as Elections Manager, but shall have no direct roll in the actual receipt and counting of ballots.

### 8.3 - Eligibility & Nomination

- (a) **Commissioner:** Candidates for commissioner must have been a member in good standing of the league for a period of one year and have served at least six months as a member of the Board of Directors at some time. In the absence of any nominee meeting such requirements, the Board of Directors may waive this provision.
- (b) **Assistant Commissioner, Treasurer and Secretary:** Candidates must be a member in good standing of the league.
- (c) Any person meeting eligibility standards may declare their intent to seek office by notifying the Secretary in writing by July 1. Upon receipt of notice, the Secretary shall provide candidates with copies of minutes of meetings of the board for the past 12 months and will notify candidates of all upcoming meetings.
- (d) At the time of the Annual Meeting, other qualified persons may be verbally nominated to any office then open to election and, upon being seconded, shall be recognized as a candidate, though their names shall not appear on the printed ballot and persons wishing to vote for them shall have to write in their names.

### 8.4 - Election Management

- (a) The Elections Manager shall organize an Elections Committee including one designated member of each Team in Good Standing, chosen by a means selected by that team.
- (b) Members of the Elections Committee shall not be team managers, coaches or captains and may not be officers of the league.
- (c) Members of the Committee are ineligible to seek office or accept nomination for any post in an election for which they are serving on the Committee. Any ballot cast for a member of the Elections Committee shall be ruled void.
- (d) Upon being called together for their first meeting, the Committee shall select from among its members a Chairman.
- (e) The Chairman shall receive notices of candidacy from the Secretary and the Committee shall verify that person is eligible.
- (f) The Chairman shall, with the assistance of the Manager, supervise the counting of ballots. The Manager shall retain ballots for a period of 60 days after any election and longer if an election's results are contested or challenged.

### 8.5 - Election Schedule

- (a) On or before June 1, the Manager shall notify League Members of all offices that will be open for election that year and call for the naming of members to the Elections Committee.
- (b) The Elections Committee will meet and select its Chairman in June.
- (c) The deadline for submission of notices of candidacy shall be July 15.
- (d) The Manager shall, at least 15 days prior to an election, make available to every member of the League a document or newsletter within which each candidate will have reasonably equal opportunity to express his or her platform and credentials.

- (e) The Manager shall prepare ballots listing all candidates who have met eligibility requirements. Such ballots will include space for write-in votes for all offices subject to election.
- (f) With the exception of those who request and receive absentee ballots, all ballots shall be cast at the time of the Election as set by the Board.

#### **8.6 - Absentee ballots**

- (a) Persons who shall be unable to attend Elections may request an absentee ballot in writing up to 15 days prior to the election. Such notice must include their signature.
- (b) Absentee ballots will be mailed to the home address of the requesting member.
- (c) Recipients of absentee ballots shall make their choices on the ballot and shall then seal the ballot in a provided envelope. They must sign that envelope (not the ballot) and enclose it in another envelope to be posted to the league. Only ballots posted by U.S. Mail or a commercial delivery service will be accepted and must be received one day prior to Election Day. Or, the person casting an absentee ballot may personally deliver it to the Elections Manager or the Elections Committee Chairman.
- (d) Voting by proxy is prohibited.

#### **8.7 - Election Procedures**

- (a) On Election Day, the Manager shall afford all nominees an opportunity to address league members for three minutes with a 15-minute break prior to the opening of the polls.
- (b) The Commissioner and the Treasurer shall provide the Elections Committee with the official roster of verified Members in Good Standing as well as a list of any other persons qualified to vote under League rules who are not players; these shall serve as the check off list for distribution of ballots. This list also will be provided to each team manager by mail one week prior to the elections. No names shall be added on the day of the elections.
- (c) The Manager shall declare polls open and call on league members, team-by-team, to come into the polling place and cast ballots.
- (d) Two members of the Committee shall oversee distribution of ballots and the verify that only those who are listed on the rosters receive ballots. They will mark the names of those who receive ballots.
- (e) After each team has been called to vote, the Elections Manager shall call on any eligible persons who have not yet voted to cast their ballots. After they have voted, a third and final call for votes shall be made. The polls will then be declared closed.

#### **8.8 - Counting of Ballots**

- (a) After polls close, absentee ballots will be presented by the Manager to the Elections Committee Chairman.
- (b) The Chairman and the Committee will first verify that the signature on each ballot envelope is valid and that that person has not been given a ballot that day. If the person's name does not appear on the roster, that ballot shall be declared void and set aside. Upon being verified, the committee will open the envelope and deposit the ballot, unexamined, in the ballot box.
- (c) Two separate tally sheets will be given to two pairs of Committee tellers; the Chairman and another member will open and read the ballots, by office; the tellers shall record the results. If, at the conclusion of tallying for an office, the two tally sheets are in disagreement, the ballots shall automatically be recounted.
- (d) Write-in votes will be recorded, by name, on the tally sheet. To be valid, a write-in should be clearly legible and include a first and last name; errors in spelling will not cause a ballot to be voided so long as it is reasonably apparent whom the person was voting for.

- (e) Votes for ineligible persons or fraudulent votes should be reported under the heading of "Disallowed Ballot;" such ballots shall be set aside with a notation on the ballot as to why it was rejected.
- (f) If a ballot shall be blank for any office, it shall be recorded as an "abstention."

### **8.9 - Reporting Results/Declaration of Winners**

- (a) After all ballots are tallied, the Committee shall prepare a report stating, for each office, the number of ballots cast, the tally for each candidate, how many votes were blank, disallowed or cast as abstentions.
- (b) If it appears the results are valid and a candidate has won, the Committee shall declare the results as official.
- (c) The Manager shall present the results to the league.
- (d) The Chairman shall then verify the results as reported and declare a winner.

### **8.10 - Runoff Elections**

- (a) If no candidate satisfied the requirements to be declared a winner, that being the receipt of a majority vote (50 percent plus one vote), the Manager shall announce that a run-off election is called for.
- (b) Only the two candidates who received the highest number of votes in the preliminary election shall be eligible.
- (c) Each candidate will be afforded three minutes to address the members.
- (d) A new set of ballots will be distributed in accord with the rules and procedures above with members instructed that they should limit their votes only to the two persons having the highest vote tally in the initial election and that any other names on the ballot should be ignored. Write ins will not be considered at this time.
- (e) If, after a run off ballot, the vote shall still be a tie and neither candidate wishes to withdraw, a coin flip by the Chairman shall determine the election with the candidate whose name appeared lowest on the ballot calling the toss.

### **8.11 - Recounts and Appeals**

- (a) Where a candidate is declared a winner with 52.5 percent or less of the votes, a recount shall be done prior to announcement of the results.
- (b) Any candidate may challenge the election results by presenting to the Commissioner, within 10 days, a letter specifying what rules are alleged to have been violated or what circumstances suggest the results should be declared void.
- (c) Upon receipt, the Commissioner shall call the current Board of Directors and the Elections Committee together as a single body to consider the appeal. They may, by majority vote, accept or reject the appeal.
- (d) If the appeal is accepted, the results of that election will be voided and a new election ordered to be held within 30 days of the start of the next season, adhering to the spirit and principles of the rules above on a schedule to be accepted by the Board.
- (e) The officer most recently serving in the post that is in contention shall continue to serve unless elected to a different post in which case the Board shall appoint an acting officer until the issue is resolved.

### **8.12 - Oath of Office**

Upon being declared winner, the Elections Chairman shall call the winner forward and administer the Oath of Office:

*"I \_\_\_\_\_, affirm that I will faithfully conduct the office of \_\_\_\_\_ and will abide by the Constitution and Bylaws of the Mid-Atlantic Amateur Softball*

*Association and will at all times strive to advance the ideals and purposes for which this Association was founded.”*

## **9 - INSURANCE**

**9.1** - No team shall be allowed to take the field that does not have insurance.

**9.2** - Players, by submitting a Registration Card and accepting a Membership Card, acknowledge that they have personal health insurance or accept the responsibility of any expense they may incur for any injury or loss suffered during League-affiliated activity.

**9.3** - Players absolve the League, its officers, their team, other teams and other members, TASA umpires and other League members from any and all responsibility, financial or otherwise, for any injury that may occur while playing in or attending League events and they further indemnify the Mid-Atlantic Amateur Softball Association, its affiliate teams and all officers from any cause of action regarding normal operation of the League. The preceding text of this section shall be published on player Registration Cards.

**9.4** - Players, by submitting a Registration Card and accepting a Membership Card, acknowledge that softball is a physical activity with inherent risks of bodily injury and even death and that they enter into the activity in full personal acceptance of that risk. The preceding text of this section shall be published on player Registration Cards.

**9.5** - The Treasurer shall submit payment for all insurance policies obtained by the League prior to any scheduled game.

## **10 - PLAYER REGISTRATION, TEAM AFFILIATION, ROSTERS, RATINGS AND PLAYOFF ELIGIBILITY**

**10.1** - No player may be affiliated with more than one MAASA team at a time or may play within another NAGAAA league for its regular season while affiliated with MAASA.

**10.2** - Each player, directly or through a team official, shall submit annually a Registration Card including the player's name, a mailing address, phone number, e-mail address if available and uniform number as well as other reasonable information the league may seek, excluding Social Security numbers. Such cards with dues payments must be received by the Treasurer or the Secretary or, in their absence, another member of the Executive Committee, before a player may take the field. Electronic submission if available to the players is acceptable.

**10.3** - The Secretary shall, within 30 days of the opening of the season, provide all members of the Board a copy of the league roster showing who has affiliated with each team and giving their uniform number. Additionally, he Secretary shall maintain an up-to-date league roster through the season and provide revised copies to the League Scorekeeper as needed. Revised rosters shall be provided all Board members on July 1.

**10.4** - A player who has played for a team may switch teams one time during a season upon obtaining a release form from their team manager or coach.

**10.5** - To be eligible to play for a team in league playoffs, a player must have played in or been on the bench for at least one-third of that team's regular season games. A player not meeting that requirement may request an exception from the Commissioner, based on illness, injury, military duty or extraordinary circumstances. There is no absolute right to such an exception and requests must be made a week prior to playoffs.

**10.6** - The Secretary shall prepare and submit to the teams for player signature the NAGAAA and ASA rosters, based on information provided on player registration cards.

**10.7** - Players joining a team after the submission deadline for ASA or NAGAAA rosters must sign a roster amendment.

**10.8** - Managers must submit player ratings based on the NAGAAA ranking system; such rankings are to be turned into the league's Ratings Committee on a date set by the Executive Committee each season.

## **11 - SCHEDULE**

**11.1** - The Assistant Commissioner shall prepare, subject to Board approval, a schedule based on the number of teams properly registered two weeks prior to the scheduled opening date of the season.

**11.2** - The Assistant Commissioner shall endeavor to accommodate the needs of teams in preparation of the schedule, so long as requests are reasonable and communicated in writing on or prior to the scheduling deadline.

**11.3** - A team has the right, upon agreement with the management of another team, to postpone a scheduled game so long as notice shall be given the Commissioner 10 days before such game. The league will then make a good-faith effort to reschedule that game. Should circumstances prevent rescheduling; the teams involved accept any effect the outcome of not having played that game.

## **12 - SCHEDULE CHANGES FOR FIELD CONDITIONS**

**12.1** - Safety will be the first and primary concern when considering delay, postponement, suspension or cancellation of games.

**12.2** - Umpires have full and final authority to delay, suspend or cancel a game due to field conditions.

**12.3** - The Commissioner or next ranking officer will assess field conditions when making the decision to change the schedule because of weather conditions or any other situation which presents a challenge to safe play. Considerations will include, but not be limited to, wetness of the outfield, mud on the infield, standing water on the baselines or at home plate.

**12.4** - The Commissioner may delay the start of games up to two hours if there is a reasonable belief that conditions will improve. In making such a determination, the Commissioner will consider: How much has it rained and over what period of time? Is more rain forecast? How wet were the fields prior to the rainfall? Are there indications from the National Weather Service of impending severe weather such as a severe

thunderstorm warning or a tornado watch or warning? Is there a reasonable expectation that sunshine and wind will dry the fields sufficiently?

**12.5** - If a suspension in play for rain lasts longer than 30 minutes, that game and subsequent scheduled games will be called for the day.

**12.6** - No game shall continue where lightning has been observed in the area.

**12.7** - If a decision to call or delay games is being made prior to the start of a day's games, the Commissioner or the ranking officer making the call shall endeavor to make a decision at least two hours prior to the time the first game is scheduled to start and such decision will be announced on the web site. It will be the responsibility of Managers, Coaches and League members to check for schedule changes. It is incumbent on League members to understand that making such decisions can be subjective and that the League will always err on the side of safety and caution.

**12.8** - In the event a day's games are called after a game has started, that game will be considered complete after 4 innings or, if playing under the 55-minute rule, after 35 minutes of play so long as the team behind in the score shall have had its chance to bat in the inning where play is suspended. If the game is called without having reached either level, the game will be rescheduled to be completed from the point at which play was halted.

## **13 - GENERAL RULES**

**13.1 - Time Limit** - All games, with the exception of ties or playoff trophy games, will be played with a 55-minute time limit. Ties will play out until there is a winning team.

**13.2 - Modified Count** - All games, including playoff trophy games, will be played with a 3-2 count (1 strike, 1 ball already recorded when a batter comes to the plate).

**13.3 - Slaughter rules** – The league shall abide by the ASA slaughter rules, with the exception of rule 13.4.

**13.4 - Starting with fewer than 10 players** - If a game starts with either team having fewer than 10 players, the game ends at any point where a team attains a 12-run lead, so long as the losing team shall have had its at-bats in that inning.

**13.5 - Balls** – All games will be played with balls that conform with current ASA and NAGAAA guidelines

**13.6 - Lineups** - Team managers or scorekeepers must turn in a full lineup 15 minutes prior to starting time, giving the full names and shirt numbers of all starting players and all possible substitutes, even if they have not yet arrived at the field.

**13.7 - Credit for games not played in** - A player will receive credit for a game, even if that person has not played, so long as that person is present (excluding active military personnel on duty) and listed on the lineup. If a player who is absent is listed on a lineup and does not attend a game, that person's name must be scratched from the lineup at the conclusion of the game. A team that retains names of players on a lineup who did not attend risks having the Commissioner declare such a player ineligible for playoffs.

**13.8 - Substitutions** - Managers may substitute players in any inning; managers can rearrange their field positions at any time and need not notify the scorekeeper; substitutes must bat in the place of the person they are subbing for, so if the person they replace was batting 7th, the sub must bat 7th, failing to do so may result in an automatic out.

**13.9 - Courtesy runners** - One courtesy runner shall be allowed per inning for an injured player. The courtesy runner must always be the last person who was out. In the event there have been no outs, the person in the line-up ahead of the person they shall run for, but who is not on base, will be used. In other words, if the lead-off batter were to have a courtesy runner, the last person on the batting order would run for them.

**13.10 - Bats** - ASA approved standards shall apply.

**13.11 - Scorekeeping** - In the absence of a league scorekeeper, the home team in any game is responsible for having a scorekeeper.

**13.12 - Uniforms** - Teams must play in uniforms of like color with numbered shirts on which numbers are at least 6-inches in height and of reasonable design/color as to be clearly visible from the stands.

**13.13 - Forfeit fees** - Any team which forfeits a game for any reason must pay a \$25 penalty to the league to reimburse umpire costs; this penalty must be paid before the team may play another game. Fees will accrue as additional forfeitures occur for lack of payment.

**13.14 - Starting times** - All players are required to be at the field, ready to play at least 30 minutes before the scheduled starting time. When the league is playing on schedule, there will be a 10-minute grace period allowed for arrival of late players. However, there will be no grace period if a previous game ended early. In other situations where an opportunity to start earlier presents itself, the coaches/managers of the opposing teams may agree to start sooner.

**13.15 - Bat removal** - During a game, the catcher is responsible for clearing bats from the plate and the base lines during play; the on-deck batters should remove bats from the field.

**13.16 - Field set up/clean up** - Teams scheduled for the first game of the day shall set up the field — placing bases and lining — while teams in the final game are responsible for base removal and policing of the dugouts and field. The Assistant Commissioner shall coordinate this schedule and assure that the teams follow through.

## **14 - SPECIAL RULES & EXCEPTIONS TO ASA RULES**

**14.1 - Automatic outs with 9 players** - Teams that start a game with 9 players will not be assessed an automatic out, but slaughter rules on starting without 10 players shall apply.

**14.2 - Automatic outs with 8 or fewer players** - Teams starting with 8 or fewer players will be assessed automatic outs for ALL missing batters, including the 10th. This shall remain in force until the team reaches 9 players.

**14.3 - Loss of players** - A team which starts with 10 players and loses one or more for any reason during a game will be allowed to continue play, but ALL lineup vacancies constitute automatic outs and Section 14.1 shall not apply in that circumstance.

**14.4 - Minimum player start** - Teams may start with as few as 6 players and avoid a forfeit .

**14.5 - Pick up players** - A team starting with 8 or fewer players from its regular roster may pick-up no more than 1 additional player from a team within its division or a lesser division (C division teams may not pick up A or B players). Pick up players are not allowed if a team has 9 of its own players. If a team is using pick up players and members listed in its roster arrive, the pickup players must leave the game immediately. Pickup players are not allowed to replace a player leaving a game for injury or any other reason.

**14.6 - Statistics when using pickup players** - All statistics for a game in which a pickup player is used will count for the team's regular players; the game score will count; statistics for the pick up players will NOT count toward their season stats and their participation in the game does not count toward number-of-game requirements for playoff eligibility.

## **15 - PROTESTS**

**15.1** - Protests regarding the application of rules of play must be filed according to ASA rules.

**15.2** - Protests regarding the eligibility of players within MAASA must be filed with the Secretary in writing; the Secretary shall communicate such protests to the entire Board within 24 hours.

**15.3** - The Board may vote on eligibility protests at the field or by telephone, excepting that any Board member may call for a formal meeting. In that event, the meeting must be held prior to the next official game involving the Team of the player in question.

**15.4** - If a player shall be deemed to have been ineligible, the Board shall have three options:

a) If it is determined that the player and team were acting in good faith and the ineligibility is deemed to be a technical issue, the Board may order that the game in question be accepted as played or order it replayed without further penalty.

b) If it is determined that the team acted in good faith, but the player did not, the player may be expelled or suspended and/or may have all statistical achievements for the determined period of ineligibility erased. The game must be replayed.

c) If it is determined that both the team and the player acted in bad faith, the offending team forfeits the game in question and all statistical gains of all players on that team from that game are erased. A 7-0 win is awarded to the other team. The winning team's players retain all statistical gains. The offending team and player also shall be subject to suspension or expulsion from the League under procedures set for in Section 15.

## **16 - CODE OF CONDUCT**

The following apply to conduct of teams and players, both on the playing field and within the park.

**16.1 - Jewelry** - Players may not wear jewelry or watches on the field as these pose a risk of injury. Some earrings/studs are allowed, if taped. Any question should be addressed to the manager/coach who may consult with the umpire. Players violating the rules will be called out when they go to bat.

**16.2 - Fighting** - Fighting will not be tolerated. Any player involved in a fight — whether or not he or she initiated the fight — will be ejected for the remainder of that day and will then be called before the Board of Directors within a week. After hearing from those involved and considering the nature of the events, the board will have broad authority to determine any sanction, including suspension of any duration, expulsion and/or fines. Simple defense motions against being struck do not constitute engagement in a fight.

**16.3 - Blood rule** - No player will be allowed on the field with a bleeding injury — umpires will allow reasonable time to tend injuries, otherwise a sub should be sent in.

**16.4 - Profanity** - General profanity will be cause for ejection from a game by the umpire or the Commissioner; use of aggressive profanity may result in expulsion from the field for the entire day and may be cause for additional disciplinary action.

**16.5 - Alcohol** - No alcohol is allowed on city or university/public school property. Anyone found in possession of alcohol will be ejected for the day; anyone selling alcohol will be barred permanently from MAASA activities. This prohibition shall extend to the stands and the parking area of any facility under contract to MAASA.

**16.6 - Pets** - All pets must be leashed.

**16.7 – Unsportsmanlike Conduct** – Any action by a member of the league or by a team that is considered to be unsportsmanlike are that causes harm to any player, member, spectator or the league itself will not be tolerated. Such action could be cause for expulsion of the person or persons or team from the field for the entire day and may be cause for additional disciplinary action.

**16.8 - Talking to officials** - Only the team coach or manager may speak with umpires regarding calls and other game events; any other player who approaches an official to protest a play or challenge a call is subject to ejection and, by their action, also subjects the coach/manager to ejection; officials also have broad authority to order a team forfeiture.

## **17 - DISCIPLINARY ACTIONS AND RIGHTS TO HEARING**

**17.1** - The Board, any player, coach or manager may file a complaint against any other player, coach, manager or team with the Commissioner, alleging willful violations of eligibility, malicious conduct and/or failure to abide by League rules. Such complaint may initially be made verbally, but must, within 24 hours, be documented in writing, specifying the alleged violation of League rules or standards of conduct and given to an Executive Committee member.

**17.2** - The Commissioner, when given good cause, may suspend any player, coach, manager or team for a period of 24 hours. Anyone so suspended must leave the field

and the vicinity of the game or activity, including parking areas, immediately. Failure to do so, irrespective of the circumstances, will constitute an act of gross violation of league rules and subject the player, coach, manager or team to loss of membership without further action as stipulated in Section 1.5. Should the Commissioner decline to suspend, any player, coach or manager may file a written grievance with the Board requesting a suspension. In the absence of the Commissioner, any elected Executive Committee member may act in the Commissioner's stead as described in this section.

**17.3** - Upon suspension, a player, manager, coach may notify the Secretary within 72 hours of a Request for Hearing. A Coach or manager, acting on behalf of a suspended player, also may make notice of a Request for Hearing.

**17.4** - The Executive Committee, when seated as a Hearing Board, shall conduct no other business, and shall meet at a place and time of its selection, so long as such meeting shall be held prior to the next scheduled League play date and all parties to the grievance have been notified. Procedural and evidentiary questions shall be decided by majority vote and all motions shall be taken, with no requirement for a second.

**17.5** - The Hearing Board shall take testimony from anyone directly involved in the incident and anyone else of its selection. The individual or team that is subject to discipline shall have similar right to have persons give testimony and may, for purposes of this Hearing, make motions to the Board.

**17.5** - Any other interested party may request to be heard and may submit testimony or evidence in writing.

**17.6** - All such hearings shall be open to all members. All evidence presented shall be open to review by members. Non-members may not attend hearings except upon invitation of the Hearing Board.

**17.7** - After all testimony is heard and evidence is received, the Hearing Board may, at its discretion, meet in Executive Session. All members agree that discussion in such sessions is and shall remain secret.

**17.8** - Various motions for judgment may be entertained and taken under advisement by the Hearing Board. Votes for final judgment and for disciplinary action will be taken by roll call vote in open session with the most serious recommended actions considered first.

**17.9** - A simple majority may order a suspension of a player or team for any length of time not greater than one year, excepting that the suspension shall not continue past Dec. 31 of that year. In lieu of suspension, the Hearing Board also may assess monetary fines.

**17.10** - A two-thirds majority is required to expel a member or a team for any length or time.

**17.11** - A team suspension or expulsion extends to any member of that team identified by the Hearing Board; absent such specification, members of such a team may immediately seek transfer to another team and the requirement that such players have the approval of their manager or coach to transfer shall be waived. Further, a player who may have previously transferred to that team during the season will be excused from the single transfer rule.

**17.12** - No person who shall be the subject of such a Hearing may sit on the Hearing Board for the purpose of such hearings or for deliberation and judgment.

**17.13** - The Hearing Board, at its discretion, may refund any portion of a team's or member's annual dues.

**17.14** - Only the results of a Hearing Board vote and the penalty it has ordered shall be announced and released. Discussion during executive session shall remain confidential.

**17.15** - If the Hearing Board should determine that an accusation was brought with malicious intent and was groundless, the Hearing Board may take action against the complainant in accord with the rules of this Section.

## **18 - AWARDS & HONORS**

**18.1** - The Board of Directors may establish such awards and honors as it deems appropriate to the league and cause the definition/criteria for annual awards and honors to be incorporated into this section of the Bylaws.

**18.2 - Hall of Fame:** Such persons may be players, coaches, league officials or others who have worked with the league or supported the league and who, by exemplary contribution on or off the field, have distinguished themselves in advancing the purposes and ideals of MAASA. Teams and Executive Committee members may nominate persons to the Hall of Fame. Induction is by a two-thirds majority of the Board of Directors, voting by secret ballot. There is no limit on how many people may be inducted in any given season.

**18.3 – League Most Valuable Player:** Awarded by majority vote of the Board of Directors to the outstanding player in the league, as demonstrated by athletic skill/talent, knowledge of the game, enthusiasm, dedication to teamwork and superior sportsmanship.

**18.4 – League Newcomer of the Year:** Awarded by majority vote the Board of Directors to the player recognized as most outstanding player who is new to the league in the season for which the honor is granted. Such player may be an experienced or novice ball player.

**18.5 – League Rookie of the Year:** Awarded by majority vote the Board of Directors to the player recognized as most outstanding novice player, defined as a person who has had little or no experience playing softball or baseball prior to the season for which the honor is granted.

**18.6 – League All Stars:** Players designated by teams as their star players. Selection may be made by whatever method the teams choose. The number of all-stars to be selected each season shall be set by the Board of Directors.

**18.7 – Commissioners' Award:** Presented by the Commissioner, at his or her discretion.

**18.8 – Team Awards:** The league shall sanction/sponsor four awards to be presented annually to players named by their teams, such designations to be made by whatever

fashion the teams shall prefer, with results reported to the Secretary by the team manager or coach. The awards are:

- a) **Team Most Valuable Player:** Presented to the outstanding player on each team, as demonstrated by athletic skill/talent, knowledge of the game, enthusiasm, dedication to teamwork and superior sportsmanship.
- b) **Team Most Improved Player:** Presented to the outstanding player on each team who shall have shown the greatest improvement in skill/talent and knowledge of the game during the season.
- c) **Team Golden Glove Award:** Presented to outstanding defensive player on each team, as demonstrated by athletic skill/talent and knowledge of the game during the season.
- d) **Team Sportsmanship/Spirit Award:** Presented to the person, not necessarily a player, whose contribution to the team in terms of enthusiasm, dedication and team spirit personify the attributes of good sportsmanship.

Additionally, individual teams may award such honors as they may deem appropriate and may request of the Secretary that they be given time to present such honors at the League Banquet.

## 19 – Qualifications for NAGAAA World Series

19.1 - Participation in the NAGAAA World Series (GSWS) shall be encouraged by the league. The composition of the teams participating shall be determined as follows:

- a) **Players must show intent:** All players interested in participating in the World Series must notify the treasurer of their intent and deposit with the Treasurer a non-refundable deposit in the amount and by a date determined prior to each season by the Board of Directors. In extreme circumstances to be determined by the Board of Directors, the deposit may be returned if the failure of the player to attend is through no fault of the player.
- b) **When enough players register with the Treasurer:** When enough (a number to be determined by the Board of Directors) eligible players (based on NAGAAA guidelines) register with the Treasurer, the Treasurer will forward those collected funds to NAGAAA for the purpose of securing a berth at the GSWS as an open roster team.
- c) **When the majority of the players registered to participate at the GSWS are from one league team:** The resulting “open roster” team will play under the name of the local team of which the majority of players were members.
- d) **If more than two teams show interest in participating in the GSWS:** In the event that there is more than one local team which has enough players registered with the Treasurer to fill a roster that would meet NAGAAA guidelines, and the two teams are in the same division, the league would hold a GSWS qualifier.
- e) **Rosters for the qualifier:** The roster for each team that participates in the qualifier must meet the same requirements that NAGAAA places on GSWS rosters. The winner of the qualifier would win the right to represent MAASA at the GSWS.
- f) **NAGAAA deposits:** All deposits required by NAGAAA for berths or hotels will be paid utilizing the funds collected from the interested players. Upon the return of those deposits, the funds will be redistributed to the individual that originally submitted funds to register their intent on a pro-rata basis.

## **20 - DISSOLVING THE ASSOCIATION**

**20.1** - The Board of Directors may adopt a resolution recommending that MAASA be dissolved and submit it to the annual General Membership meeting or a special meeting of the General Membership called in accordance with the Constitution and Bylaws.

**20.2** - A Resolution of Dissolution shall be adopted on a two-thirds vote of members present and in good standing.

**20.3** - Upon passage of such a resolution, the Board shall present a final financial statement. If there are outstanding liabilities or obligations, the Board shall detail a plan to satisfy and discharge such debts; if there are assets in excess of obligations, the Board shall recommend an organization to which such assets may be transferred, subject to a majority vote of the General Membership with a requirement that such recipient organization be a not for profit, charitable organization having as its primary purpose the support of the gay, lesbian, bisexual and trans-gendered community within the area served by MAASA or a not for profit organization, charitable organization whose primary mission is the same as MAASA. The Commissioner shall, in either situation, be allowed to withhold a sum of monies sufficient to meet the purpose of satisfying the requirement of Section 20.5.

**20.4** - The records of the Association shall be assembled and retained by the last secretary for a period of 7 years; in the event the secretary shall be unable to assume this responsibility, said records shall be placed in the care of a person or organization willing to accept responsibility for maintaining such records.

**20.5** - Within 30 days of acceptance of the Resolution of Dissolution and the liquidation of assets or satisfaction of debts, the Commissioner shall cause to be printed in a newspaper of general circulation this notice, dated and over the names and titles of all then-serving members of the Executive Committee:

*“By order of the General Membership, upon recommendation of the Executive Committee and the Board of Directors: The organization known as the Mid-Atlantic Amateur Softball Association is and has been dissolved; All financial obligations of said organization are paid and discharged; No one may now enter into legal agreements on behalf of said organization; All rights to any registered names, titles or trademarks of the association are herewith surrendered; All authority and responsibility vested in, and titles of office conferred upon, all officers and representatives of said Mid-Atlantic Amateur Softball Association are now and forever, absolutely revoked.”*

## ADDENDUM A – Conflict of Interest Policy

### **Article I Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (MAASA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article IV Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article V Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Article VII Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Article VIII Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.