



AGSL CONSTITUTION

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Constitution of the Ashburn Girl’s Softball League (AGSL)

Article I - Name and Location of Organization

The name of this organization is the Ashburn Girl's Softball League (hereinafter referred to as “AGSL”). Its principal office, for record purposes, is considered to be the home of the President of the League. The organization may also have offices, conduct business, and hold meetings as such places within Loudoun County, Virginia, as the Board of Directors may determine.

Article II - Purpose

Section 1: The purpose of AGSL is to teach the fundamentals of softball, sportsmanship, and participation in team sports to the young women residing in Ashburn, Virginia, and surrounding localities and to provide opportunities for AGSL members to continue to play softball in more competitive formats, including summer and full-time travel programs. The League shall be a non-profit organization. No part of the property or net earnings of the organization shall accrue to the benefit of any private individual, nor will any part of the organization’s activities be devoted to participating in elections for public office.

Section 2: AGSL is organized exclusively for charitable, recreational, and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 3: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 4: Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious, or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Article III - Membership

Section 1: Requests for membership is open to all residents of Ashburn, Virginia, and surrounding localities. Automatic membership is accorded the following:

- a) Parents of players who have participated in the league in the current season or at least one season of the previous spring or fall season.
- b) Officers of the organization
- c) Head Coaches of participating teams in the current season or at least one season of the previous spring or fall season
- d) League approved assistance coaches of participating teams in the current season or at least one of the previous spring or fall season.

Membership may be granted to other interested parties after AGSL Board review and approval of a request.

Section 2: Membership and player participation in the league may be terminated by action of the Board of Directors. In some cases, certain investigative duties may be assigned to a select disciplinary subcommittee of the Board, which shall be considered an ad hoc committee under this constitution.

- a) The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend, or (i) terminate the membership of any member or (ii) the participation of any coach or player in league

activities when the conduct of such person is considered detrimental to the best interests of AGSL. The member involved shall be notified in writing of such a meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges.

b) In the case of an issue involving a Player, the Board shall require the Player, the Player's Parent, and the Player's Head Coach to attend any disciplinary action involving the Player. A duly appointed committee shall file a written report with the Board of Directors that shall include recommendations for disposition of the case.

Section 3: The President of AGSL shall work with the Director of Players and Coaches to recommend the Head Coach of the participating softball teams each Fall and Spring season to the Board of Directors, with the exception of Tournament Team and Pride Head coaches, who follow the process described in the "AGSL Bylaws."

Section 4: The Head Coach of the respective teams may appoint up to one official assistant coach who must be subsequently approved by the Board. All coaches and proposed assistant coaches are subject to a background check prior to the start of each season.

Section 5: Coaches and Assistant Coaches shall serve until resignation or the season's conclusion, unless removed from such position by the Board of Directors. Resignation may be made orally to any member of the Board of Directors.

Article IV - Meetings

Section 1: The AGSL shall have three types of meetings: Membership Meetings, Board Meetings, and Special Meetings. Meetings shall be held in Loudoun County, Virginia, at the location selected by the Board of Directors. There shall be at least one Membership Meeting held in June of each year, held for the purpose of election of officers. Notice of all meetings shall be conveyed at least 72 hours prior to the meeting. Notice shall be deemed made when sent by first class mail, postage pre-paid to the address on record in the registration system for the member or Board member respectively or when made electronically to the email address listed in the registration system for the member or Board Member respectively.

Section 2: The AGSL Board of Directors shall hold Board Meetings no less than once each calendar month to conduct the business of the League. An agenda shall be established for each meeting and shall govern the scope of such meetings unless suspended by the Board. Issues shall be decided by a majority of Board members voting, unless the Board suspends this rule to permit general members in attendance to participate in the vote. Minutes from the meetings will be made available upon request. All meetings held, regardless of nature or type, shall follow the procedures set forth in this Constitution. Where the league's Bylaws speak to a point of order not found in the Constitution, the procedure detailed in the Bylaws shall be followed. In the absence of a point of reference in either the Constitution or the Bylaws, the league shall follow the procedures and decorum defined in Robert's Rules of Order, Eleventh Edition.

Section 3: Special meetings of the membership or the Board may be called by the Board of Directors or by at least five (5) voting members. Once properly called, the special meeting shall occur within 7 days of notice of the call.

Section 4: Business at any Special Meeting of members shall be confined to the purposes stated in the notice thereof.

Section 5: The voting members actually present at any Special or Membership Meeting shall be deemed to constitute a quorum and the vote of the majority so present shall decide any questions brought before such meetings, except when such questions are governed by express provisions of the United States or Virginia statutes. Should statutes require a specific resolution, and then such express provisions shall govern and control the resolution of such questions.

Article V - Board of Directors/Officers

Section 1: The Board of Directors shall consist of the officers of the organization. The officers of the organization shall consist of:

a) Executive Committee: President, Vice President, Secretary, Treasurer

b) Various Director positions, as deemed necessary, and as defined by the Board, including: Director of Equipment, Director of Scheduling, Director of Players and Registration, Director of Player and Coach Development, Director of Coaches, Director of Tournament Teams, Director of Sponsorships, Director of Website and Communications, Director of Madison Small Memorial Tournament and Scholarship Fund.

Section 2: Its Board of Directors, which may exercise all such powers of the organization and do all lawful acts, shall manage the business and affairs of the organization and things as are not, by this Constitution, directed or required to be exercised and done by individual officers or members.

Section 3: Regular meetings of the Board of Directors shall be held every month at such times and such place as determined by resolution of the Board. Additional Special Meetings of the Board may also be called from time-to time as determined by the members of the Board and as specified in Article IV, section 3.

Section 4: 50% of the officers shall constitute a quorum for the transaction of business and the act of majority of the officers present at a meeting at which a quorum is present, shall be the act of the Board of Directors. The directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present.

Section 5: Any action required or taken at a meeting of the Board of Directors may be taken without a meeting provided that consent in writing setting forth the action so taken shall be signed by all directors with respect to the subject matter thereof. Positive affirmation via electronic mail shall constitute binding action by the board.

Section 6: All officers shall be elected at the annual membership meeting. Officers elected shall serve a 1-year term. For the election of officers only, voting members shall be limited to AGSL members. The AGSL Board election procedure is as follows:

a) There shall be a Nominating Committee consisting of three members selected by the President at least 60 days prior to the election. The President shall designate one person to be chairperson who will conduct the nominative activities and preside over the election at the annual meeting. The President is eligible to serve on the nominating committee.

b) Nominating Committee members must be AGSL members.

- c) The Nominating Committee shall make a judicious attempt to select nominees for each office and report to the President at the regular meeting prior to the annual meeting.
- d) The President shall circulate the names of the nominees to the membership by posting the names on the website and/or in an email to the general membership at least two weeks prior to the general meeting. Further nominations may be made from the floor at the time of the annual meeting. Nominations from the floor must be placed prior to balloting.
- e) Each nominee will be afforded five minutes to address the membership at the annual meeting.
- f) The name of an individual may not be placed in nomination without his/her consent.
- g) A simple majority of the ballot cast will result in the election of a nominee.
- h) The President will vote only when needed to break a tie, with the exception of nominations and elections, where the President has full voting rights.

Section 7: With the exception of the President, any person may serve more than one office. Voting by any officer on business before the Board of Directors will be limited to one vote per person, not by office.

Section 8: Officers of the league shall hold office serving a 1-year term, until removal by a seventy-five percent majority vote of the entire Board, or until their successors are chosen. Any vacancy occurring in any office by reason of death, resignation, removal or otherwise shall be filled by appointment of the President, for the duration of the term of such vacant position.

Section 9: All Board members are expected to attend regular meetings of the Board of Directors. If a member is unable to attend a regular meeting, he/she must submit to the Secretary the reason for the absence and it will be voted on by the Board as to whether the absence is excused or not. If a member exceeds 3 unexcused absences during their term in office, the member will be removed from the Board of Directors.

Section 10: Duties of the Board of Directors / Officers

The President - The President shall be the chief executive officer of the league, shall have general and active management of the business of the league, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also attend Alliance meetings, and in consultation with the Board, manage complaints and disputes from coaches and members. The President shall perform other duties as are required by the Board.

The Vice President - The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall also assist the President in duties of league management and oversee the ordering of house league uniforms. The Vice President shall perform other duties as are required by the Board.

The Secretary - The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of meetings. The Secretary also maintains the league calendar of events, and shall perform such other duties as may be prescribed by the Board of Directors.

The Treasurer - The Treasurer shall act under the direction of the President. Subject to the direction of the President, the Treasurer shall have custody of the organization funds and securities

and shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization and other valuable effects, in the name and to the credit of the AGSL, in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the league as may be ordered by the President or the Board of Directors. The Treasurer shall also prepare financial statements and assist in purchasing, cost-cutting, and general budgeting. The Treasurer shall timely file all required returns with County authorities, submit reports to County authorities, and coordinate with a qualified tax accountant to prepare the AGSL's federal and state tax returns. The Treasurer shall perform other duties as are required by the Board.

Director of Equipment - The Director of Equipment shall maintain an inventory of all softball equipment, and shall coordinate with all Head Coaches to determine shortages and provide for the replacement of worn, broken, or lost equipment. The Director of Equipment will order equipment as needed, subject to the approved annual budget or Board approval. The Director of Equipment shall conduct a physical inventory annually and provide such inventory to the Treasurer. The Director of Equipment shall perform other duties as are required by the Board.

Director of Scheduling - The Director of Scheduling shall be responsible for the timely scheduling of all practices and games involving the AGSL house teams and the practice scheduling for the Tournament Teams. The Director of Scheduling shall maintain regular and timely communications with coaches and the County on scheduling changes. The Director of Scheduling shall enter all team games and practices into the online calendaring system for both house team and travel teams. The Director of Scheduling shall perform other duties as are required by the Board.

Director of Players and Registration - The Director of Players and Registration shall be responsible for player registration and team assignments. The Director of Players and Registration shall also maintain a list of players awaiting placement and assign such players as vacancies occur consistent with the instructions of the Draft and Player Placement Committee's recommendation. The Director of Players and Registration shall be responsible for maintaining house and travel player information in the AGSL registration system and coordinating the player draft with the Director of Player and Coach Development. The Director of Players and Registration shall perform other duties as are required by the Board. The Director of Players and Registration shall chair the All-Star Game Committee, which shall consist of 3-5 members and be formed at the March meeting each year.

Director of Player and Coach Development - The Director of Player and Coach Development shall be responsible for fostering the high level of quality expected by AGSL members in respect to coaches and players by developing and facilitating clinics to improve the coaches' skill and knowledge and to teach softball skills to players. The Director of Player and Coach Development will monitor training programs offered by the league and shall be responsible for coordinating pre-season coaches clinics with the Director of Coaches. The Director of Player and Coach Development shall oversee and maintain coaching tools, resources, and aids available to coaches on the AGSL website, coordinate player evaluations, player assignments, and the player draft with the Director of Players and Registration. The Director of Player and Coach Development shall perform other duties as are required by the Board.

Director of Coaches - The Director of Coaches shall be responsible for the identification and management of coaches for the House division and shall provide regular reports, on a monthly basis, on the status of current and potential coaches. The Director of Coaches shall participate in coach selection and shall maintain regular communication with coaches as needed. The Director of Coaches shall be responsible for the design of coach evaluation and feedback programs and shall provide a report on the same at the meeting following the conclusion of each season. The Director

of Coaches shall be the primary point of contact for all questions, concerns and complaints from coaches and shall work together with the Player Agent Director to resolve these issues and update the Board as necessary. The Director of Coaches shall perform other duties as are required by the Board.

Director of Tournament Teams - The Director of Tournament Teams is responsible for communications between the Board of Directors and the tournament team managers and shall be the Chairperson of the Tournament Teams Committee. This includes routine updates of tournament activities, coordinating budget and schedule presentations, handling equipment and practice requests, and raising matters of interest, problems, or concerns of the tournament team managers. The Director of Tournament Teams shall perform other duties as are required by the Board.

Director of Sponsorships - The Director of Sponsorships shall be responsible for working with and soliciting sponsors for the league. The Director of Sponsorships will work closely with other Board members to build relationships with league sponsors and coordinate sponsor events. The Director of Sponsorships is also responsible for coordinating with the Vice President to organize and print sponsor logos on team jerseys and shall be responsible for ordering all season and post-season trophies and awards. The Director of Sponsorships shall perform other duties as are required by the Board.

Director of Website and Communications - The Director of Website and Communications shall be responsible for maintaining the content of the AGSL website, including management of the online player registration system, league documentation, and sponsorship advertising. The Director of Website and Communications develops advertising materials and provides regular communications with the AGSL membership as needed. The Director of Website and Communications shall perform other duties as are required by the Board.

Player Agent Director - The Player Agent Director shall be responsible for the appointment of one individual at each age group to act as the Player Agent for that age group. The Player Agent's role will be to field questions and concerns from parents in that age group and to work collaboratively with players, parents, and coaches to address and rectify those issues. The Player Agent Director shall be involved in all matters and shall act as a liaison to the Board for the discussion and implementation of any resolutions and solutions to issues that arise. The Player Agent Director shall perform other duties as are required by the Board.

Article VI - Committees

Ad Hoc committees as may be required from time to time shall exist within the organization. Ad Hoc Committees shall be appointed and serve as directed by the Board of Directors. No ad hoc committee survives beyond the tenure of the existing board. (B) Permanent Standing Committees: The following permanent standing committees are hereby established, as more fully delineated in the Bylaws: (1) The Tournament Team Committee and (2) The Draft and Player Placement Committee (3) The Scholarship Committee.

Madison Small Scholarship Tournament and Fund Committee Chair - Chairman of the Madison Small Memorial Tournament and Scholarship fund Committee shall be responsible for the holding of a yearly softball tournament, sanctioned by USSSA or some other sanctioning body, which shall be for

the purpose of funding the AGSL Madison Small Scholarship as described more fully in the Bylaws. These responsibilities shall include chairing a committee of no less than 3 and no more than 7 individuals who shall monitor and direct the yearly tournament. All Committee members, including the Chair shall be chosen annually by the President at the January Board Meeting. The first Committee chair shall be Chris Keyser. Additionally, the Chair shall be responsible for accounting for the payments of all costs associated with the tournament and allocation of all net proceeds after costs to the restricted scholarship account in conjunction with the Treasurer. Finally, the Chair shall chair the Committee established in the bylaws for the allocation and award of the Scholarship awards as those are defined in the Bylaws.

Article VII - Amending the Constitution

Notwithstanding the language of Article IV, Section 6, the Constitution, either in whole or in part, may be adopted, amended, or repealed by the vote of two-thirds of the voting members of AGSL present at the annual membership meeting, provided that such Constitution as adapted or amended is not in conflict with law. In the interest of the growth and consistency of the organization it is encouraged there be discussion with the membership to ratify the Constitution once yearly, even when no changes are made.

Article VIII - By-Laws of the AGSL

Notwithstanding the language of Article IV, Section 6, in addition to this Constitution, the AGSL is governed by the By-Laws of the AGSL, which is a separate document from this Constitution. The By-Laws, either in whole or in part, may be adopted, amended, or repealed, in whole or in part, by a vote of two-thirds of the voting members of the AGSL present at any Membership Meeting, or by the Board of Directors by two-thirds vote of members, or by two-thirds vote of the membership present at any Special Meeting called for the purpose of amending the By-Laws. However, the Board Meeting and Special Meeting votes shall be subject to ratification by the membership at the next Membership Meeting and shall be used to prevent harm to the AGSL, ensure flexibility to act in emergency situations or correct the By-Laws provisions made inoperative by statute, court order or other unforeseen events.