

BYLAWS
VISTA GIRLS SOFTBALL
A California Nonprofit Public Benefit Corporation

ARTICLE 1. THE CORPORATION

Section 1.1 Name. The Corporation's name is Vista Girls Softball League, Inc. (herein called "Vista Girls Softball", "VGS", or the "League").

Section 1.2 Purpose. The purpose of the League is to provide a recreational and competitive environment of organized sports in which the girls can learn and develop the fundamental skills of softball, and where they can develop self-discipline, responsibility, good sportsmanship, and leadership.

Section 1.3 Powers. The powers of this League shall be vested in the Board of Directors (herein also called the "Board") and in these Bylaws.

Section 1.4 Office. The League's principal office and place of business is the Buena Vista softball fields. All official notifications of the League shall be posted at this site.

ARTICLE 2. THE MEMBERSHIP

Section 2.1 **Classes of Membership.** There shall be two classes of membership that comprise the General Membership of the League: Regular Membership and Supporting Membership. Both regular and supporting members (herein called "Members") are to represent the Participants at all meetings of the General Membership, are afforded the right to vote at such meetings and all other privileges identified in the League's Bylaws and Rules and Regulations.

Section 2.1.1 Regular Membership. Upon registration of an eligible participant in the League, only the parents or guardians listed on the participant's registration form will automatically become Regular Members of the League and will remain members so long as the Participant is registered and in good standing with the League.

Section 2.1.2 Supporting Membership. Anyone above the age of eighteen (18) showing enthusiastic interest in helping the League may become Supporting Members by registering with the League Secretary. Without objection, all applications shall be accepted upon Board notification by the Secretary. In the case of an objection a majority vote of the Board shall be required for acceptance. Supporting members will be granted the right to vote for all board positions.

Section 2.2 **Term of Membership.** Membership within the League shall be valid for a period of one (1) year, or until the following year's initial registration period is completed.

Section 2.2.1 Termination of General Board Membership.

Section 2.2.1A The Executive Board, having determined that any Member has acted in any way detrimental to the League may have their membership terminated by a two-thirds (2/3) vote of the Executive Board. The Member shall have the right to a hearing before the Board. The Member shall be notified of termination by the League President, *in writing via* mail, or electronic mail.

Section 2.2.1B Excessive absences: Any board member (executive or general) that fails to attend three consecutive meetings or is absent for less than 85% of all mandatory board functions may be removed from the board and their position may be considered "abandoned".

Section 2.2.1C Termination of Executive Board membership: The General Board, having determined that any Member has acted in any way detrimental to the League may have their membership terminated by a two-thirds (2/3) vote of the General Board. The Member shall have the right to a hearing before the Board. The Member shall be notified of termination by the League President or next executive board member in line, *in writing via* mail, or electronic mail.

Section 2.2.2 Resignation of Membership. Any Member may resign their membership by notifying, in writing, the Secretary of the Board. Resignation does not relieve the Member of any financial obligations to the League.

Section 2.2.3 Reinstatement of Membership. Members may be reinstated by submitting a written request for reinstatement to the Secretary of the Board. A two-thirds (2/3) vote of all members of the Board is required for reinstatement. The Member may, at the sole discretion of the Executive Board, attend the meeting. Notification of the Board's decision shall be delivered to the Member by First Class Mail.

ARTICLE 3. THE BOARD OF DIRECTORS

Section 3.1 Board of Directors. The Board of Directors is comprised of an Executive Board and a General Board as defined within these Bylaws. The Board shall be Members in good standing with the League and shall number seventeen (17).

Section 3.1.1 Executive Board. The Executive Board (herein also called the "Officers") shall consist of five (5) Officers described in Article 4 and shall be elected annually as specified within these Bylaws. The elected officers shall include the President, Vice-President, Secretary, Treasurer, and Player Agent. Members of the Executive Board shall not be related to each other. The immediate past president may serve as an advisory member of the executive board for the period of one (1) year as specified in these Bylaws. *The Executive Board shall not exercise or delegate any powers not specifically addressed within these Bylaws unless such powers are specifically granted to them by the Board.*

Section 3.1.2 General Board. The General Board (herein also called the "Directors") shall consist of twelve (12) Directors described in Article 5 *and appointed by the Executive Board* as specified within these Bylaws. These positions shall include Director of Coaching, Team Parent Manager (to manage and support the coaches and parents within our league), Umpire in Chief (UIC), Equipment Director, Publicity/Website Director, Field & Maintenance Director, Concessions Director, Activities & Services Director, Awards & Pictures Director, Sponsorships and Fundraising Director, Spirit Division Director and All Star Director. The General Board shall exercise or delegate only such powers as are specifically addressed by these Bylaws or any other such powers specifically granted them by the Executive Board. In certain instances, a general board member can represent more than one role; however, if this is the case, this member still maintains only one voting approval as every other member.

Section 3.1.3 Auxiliary Board. The Auxiliary Board shall consist of Members appointed by the Board of Directors to serve as assistants and committee members. Auxiliary Board Members shall not have the power to make motions or vote on issues before the Board. Auxiliary Board Members shall have the right to attend meetings of the Board of Directors and their committees and freely participate in such meetings. Auxiliary Board Members shall have the power to serve as general or specific proxies for the Director under which they serve. Auxiliary board members may support the following services:

- Fall ball Coordinator
- Awards & Pictures
- Fields and Maintenance
- Concessions
- Tournaments
- Clinics [Pitching; Hitting; Catching; and Coach/Manager Clinics]
- Other duties as determined by the board of directors

Section 3.2 Powers and Limitations. Subject to limitations of the laws of the State of California and the City of Vista, the Articles of Incorporation, these Bylaws and the Rules and Regulations adopted by the League, the activities and affairs of the League shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 3.2.1 The Board shall keep a complete record of all their minutes, acts, and proceedings of the

membership and make available to the membership the assets, liabilities, and general condition of the League's affairs.

Section 3.2.2 The Board shall not receive any stated salary for their services as Board Members, however, nothing herein shall be construed to preclude any Board Member from servicing the League in any other capacity and in receiving compensation thereof.

Section 3.2.3 The Board shall designate a bank or trust company with which the Board shall deposit the funds of the League.

Section 3.2.4 The Board shall be responsible for reviewing budgets submitted by the Budget Committee for the purpose of establishing an annual budget to be in place by January 1st of each year.

Section 3.2.5 The Board shall have the power to incur indebtedness within the limits established by the Board and the Budget Committee and the laws of the State of California. The terms and amount of such indebtedness shall be reported at the next meeting of the Board and be entered into the minutes of the meeting.

Section 3.2.6 The Board shall continue to perform their duties throughout their entire term of service to include all of the League's softball programs and events. This shall include, but not be limited to, the Spring Recreational, All Star and Fall ball programs.

Section 3.2.7 The Board shall be responsible for the drafting, adoption, and amendment of the League's Rules and Regulations under whose guidance the League shall conduct its business and operations.

Section 3.3 **Election of Officers**. Members of the Executive and General Board shall be elected at a Meeting of the General Membership. Election notification shall be posted at least one (1) month prior to the election.

Section 3.3.1 Nominations. The Executive Board shall appoint an Election Committee of a minimum of three Board Members at least one (1) month prior to the election. The Election Committee shall solicit potential nominees for the elected officer positions. The Election Committee Chairman shall submit a proposed slate of qualified nominees to the League Secretary who will present the slate to the Board. Additional nominations will then be accepted by the Board of Directors. An approved slate should have at least one nominee in each position and shall be posted at least two (2) weeks prior to the election. Additional nominations from the general membership will be accepted up to one (1) week prior to the election. Letters of Nomination must be delivered to the League Secretary and include the signatures of two members other than the nominee. All nominees must have given consent to the nomination and be Members in good standing.

Section 3.3.2 Election. The election shall be held during Closing Day ceremonies or other such widely attended event at or near the close of the season. The League Secretary shall maintain the voting rolls during the election and ensure that no Member shall vote more than once. Proxy votes will not be accepted. Write In candidates may be allowed if the candidate accepts the nomination. The Election Committee will count the ballots and post the results no later than the following day. In the event of a tie, a runoff election shall be held at a Special General Membership Meeting to be called immediately per the provisions in Section 6.3. The League Secretary shall record all results of any election and enter them into the League's records.

Section 3.4 **Appointment to the Board**. The Executive Board shall submit a letter of appointment to the League Secretary for all auxiliary board positions. The Appointee shall take office immediately upon submission of the appointment letter. All appointees must have given consent to the appointment.

Section 3.5 **Term of Service**. Members of the Board, either elected or appointed, shall take office on July 1st of the year of their election or appointment and shall serve for a period of *one (1) year* or until a successor is elected or appointed. Members of the Board are expected to fulfill their duties throughout the *entire calendar year* to include all softball seasons during which play is conducted and operated by the League.

Section 3.6 **Conduct of Board Members**. Board Members shall at all times conduct themselves in a professional manner and in a manner which does not reflect poorly on the League or bring discredit to the League or its Members.

Section 3.6.1 Duties and Attendance. Board Members shall diligently and honestly execute the duties of

their office as described in the Bylaws and those duties that they have been otherwise assigned and accepted. Board Members shall regularly attend the meetings of the Board, the General membership, and committees to which they have been assigned. Board members must also schedule and attend their designated duty shifts without conflicts with their own team's schedule. The priority will be to insure the snack bar is properly stocked and running efficiently and maintaining the safety of the league patrons.

Section 3.6.2 Conflict of Interest. If any member of the Board, during the course of their duties, finds themselves the subject of any real or perceived conflict of interest, that Member shall immediately notify the President and recuse themselves from any board action or duty affected by said conflict of interest. The President shall appoint a temporary substitute from among the existing Board Members to perform said duties. If the conflict of interest permanently interferes with the Member's duties the Member shall be expected to resign their office. If this does not occur, the Board shall pursue removal in accordance with Section 3.7 of these bylaws.

Section 3.6.3 Board Member Misconduct. Board member misconduct includes, but is not limited to, any of the following:

- a. Failure to discharge the duties of their elected or appointed office.
- b. Chronic and/or unexcused absences from scheduled meetings.
- c. Using their office to exert an undue or threatening influence on any coach, parent or player.
- d. Making or influencing decisions that may be perceived as unfairly advantageous to their own daughter or affiliated team therefore creating a conflict of interest.
- e. Making untruthful, unfounded, or otherwise disparaging remarks regarding league officials, coaches, parents or players that undermine the League's authority or objectives.
- f. Verbal or physical abuse of any Player, Member, Spectator, or Game Official.
- g. Use of foul or abusive language.
- h. Use or influence of alcohol, tobacco products, or illegal drugs at the fields.
- i. Behavior displaying a lack of moral character.
- j. Blatant, purposeful, or multiple violations of the VGS or ASA rules or any other behavior that reflects poorly on VGS.

Section 3.6.4 Disciplinary Action. Charges of Board misconduct shall be made in writing to the League President or, if it involves the President, to the Vice President or other Executive Board member. The Executive Board shall act upon charges of misconduct within seven (7) days. Disciplinary action shall include an oral or a written reprimand or other such action that the Executive Board deems appropriate. In addition, the Executive Board may forward a recommendation to the Board of Directors for removal and/or revocation of League membership.

Section 3.6.5 Disciplinary action of non-board members representing Vista Girls Softball (coaches, team parents, other volunteers, etc.): Charges of misconduct from non-board members shall be made in writing to the League President or Secretary. The Executive Board shall act upon charges of misconduct within seven (7) days. Disciplinary action shall include an oral or a written reprimand or other such action that the Executive Board deems appropriate. In addition, the Executive Board may forward a recommendation to the Board of Directors for removal and/or revocation of League membership.

Section 3.7 **Removal from Office**. Any Member of the Board may be removed from office for cause with a two-thirds (2/3) vote of the Executive Board. The general board may also remove a general board member with a two-thirds (2/3) from the general board. In addition, the General Membership may also remove for cause any or all Members of the Board at any General Membership Meeting with a two-thirds (2/3) vote of eligible Members. Any Member of the Board to be removed shall have the right to a hearing before the body seeking to remove them. Notification of termination shall be delivered to the Member by First Class Mail. Removal from the Board does not affect the Member's status within the General Membership.

Section 3.8 **Resignation**. Any Member of the Board may resign by notifying in writing the League Secretary. Resignation does not affect the Member's status within the General Membership.

Section 3.9 **Vacancies.** Vacancies on the Board may be filled by appointment by the Executive Board. In the event that the Office of the President becomes vacant, the Vice President will automatically assume the duties of the presidency for the unexpired term. All other vacancies on the Executive Board or General Board may be filled by a recommendation made by a member of the Board of Directors and affirmed by a majority vote of the remaining Members of the Board. The Executive Board may appoint a non-voting Acting Executive Board Member from the General Board to fulfill the duties of the vacancy for no longer than thirty (30) days from the date of the vacancy.

ARTICLE 4. THE OFFICERS

Section 4.1 **President.** It shall be the duty of the President to ensure the activities of the League agree with the stated purpose of the League.

Section 4.1.1 Shall act as the primary representative of the League to the American Softball Association and to the community at large.

Section 4.1.2 Shall preside over board, general, and special meetings of the League and encourage active participation of non-board members at all meetings.

Section 4.1.3 Shall ensure that all official state, county, and city reports such as association fees and tax returns are reported and filed on time.

Section 4.1.4 Shall see that all duties of all Officers, Directors, committees, and other League employees are properly performed.

Section 4.1.5 Shall be an ex-officio member of all committees.

Section 4.1.6 Shall appoint such committees as are deemed necessary.

Section 4.1.7 Shall be entitled to vote only when the vote is by ballot and in all other cases where their vote would change the result.

Section 4.1.8 Shall have other such powers as may be prescribed by the board.

Section 4.1.9 To be eligible to run for President, an individual must have served on the Board of Directors for a minimum of one (1) year.

Section 4.1.10 Shall chair all written disciplinary hearings unless the the hearing is regarding the president.

Section 4.2 **Vice President.** It shall be the duty of the Vice President, in the absence of the President, to perform all of the duties of the President and to exercise all powers and restrictions as the President.

Section 4.2.1 Shall act as the primary representative of the League to the City of Vista.

Section 4.2.2 Shall chair the Rules and Regulations Committee.

Section 4.2.3 Shall be a member to the Tournament Committee & the Fields and Scheduling Committee.

Section 4.2.4 Shall have other such powers as may be prescribed by the Board of Directors.

Section 4.2.5 Will schedule Board Members for Board Duty.

Section 4.3 **Secretary.** It shall be the duty of the Secretary to record and maintain all official documents and correspondence of the League.

Section 4.3.1 Shall keep accurate and timely records of the proceedings of all meetings of the League, including meetings of the Board and General Membership meetings.

Section 4.3.2 Shall be responsible for all League correspondence and be custodian of the League's official documents including Articles of Incorporation, Bylaws, Rules, Meeting Minutes, and Financial Reports.

Section 4.3.3 Shall select and secure meeting locations, prepare and distribute the agenda, and make proper notification for all meetings.

Section 4.3.4 Shall keep all voting records of the Board and the General Membership.

Section 4.3.5 Shall maintain the official calendar for the League's activities.

Section 4.3.6 Shall be a member to the Rules and Bylaws committee as required in Section 4.3.2

Section 4.3.7 Shall act as Bank Liaison for Executive board member additions and deletions to account as required by California law

Section 4.3.8 Shall oversee all network logins and passwords for all positions and review accounting information on a regular basis.

Section 4.4 **Treasurer.** It shall be the duty of the Treasurer to act as the banking agent for the League and have charge of all the money of the League and pay all properly attested expenses.

Section 4.4.1 Shall maintain a complete and up-to-date electronic record of all properties and business transactions of the League, including accounts of assets, liabilities, receipts, disbursements, gains, losses, and all income of the League from any of its activities.

Section 4.4.2 Shall prepare and deliver monthly and other financial reports in electronic format to the Secretary for inclusion in the Board of Directors meeting minutes.

Section 4.4.3 Shall prepare all drafts for signature by those Officers serving as authorized signatories in order to make payment of all bills, taxes, insurance, refunds, umpires, reimbursements, and other authorized disbursements. *Signature of two Executive Board Members the Treasurer along with the signature of the President or Vice President must appear on all checks.*

Section 4.4.4 Shall record all monies received, collected and deposited from all functions such as registrations, concessions, sponsorship, fundraising, returned checks, and all other incomes.

Section 4.4.5 Shall be responsible to issue 1099's to all umpires and shall work with the Director of Umpires to obtain a list of all umpires and amount earned each week.

Section 4.4.6 Shall prepare an annual financial report within thirty (30) days directly following the close of the fiscal year. The annual report shall be audited by an independent *committee* contractor *approved* by the Executive Board.

Section 4.4.7 Shall chair the Budget Committee and serve as the Tournament Treasurer.

Section 4.4.8 Shall notify board of cautionary spending, budgets, or other issues relating to VGS accounts

Section 4.5 **Player Agent.** It shall be the duty of the Player Agent to direct and/or coordinate all player registration and assignment.

Section 4.5.1 Shall direct and coordinate all league registration activities in accordance with the League's eligibility rules.

Section 4.5.2 Shall maintain a complete and current file of all player information, registration forms, and birth certificates. Shall create and maintain registration website and electronic registration processes. Player information shall be maintained in electronic format and submitted to the League Secretary. Player information shall be kept confidential and not released for reasons other than League business.

Section 4.5.3 Shall be responsible for Register ASA processing of all players and volunteers.

Section 4.5.4 Shall provide the Division Directors with player evaluation forms for player assessment purposes or tryouts.

Section 4.5.5 Shall assist the Coaching Director during the player assignment or draft process.

Section 4.5.6 Shall handle all player reassignments, late registrations, or player shortages.

Section 4.5.7 Shall be a member of the Rules and Regulations & Coaching and Training Committees.

Section 4.5.8: The Player Agent with support of auxiliary member(s) will plan, coordinate, and schedule tournaments.

- Section 4.5.8a: Submit a budget for all the activities associated with the duties and responsibilities of this position.
- Section 4.5.8b: Be responsible for planning all tournament functions, subject to Board Approval.

Section 4.5.9: Shall serve in the capacity as either Co-Chair or Chair for the fall ball Season to ensure all activities associated with planning, implementation, and coordination are completed successfully.

Section 4.6 **Past President.** It shall be the duty of the Past President to serve as an advisor and Parliamentarian to the Executive Board.

Section 4.6.1 Shall be a non-elected non-voting member of the Executive Board.

Section 4.6.2 Shall be eligible to run for election and serve as a voting member of the Executive or General Board. The Past President position shall remain vacant if the Past President serves as a voting member of the Executive or General Board.

ARTICLE 5. THE DIRECTORS

General Directors It shall be the duty of the General Directors to conduct all administrative and operational matters pertaining to Vista Girls Softball as well as, assist in various committees to support any activities where there will be auxiliary member involvement.

Section 5.1 Director of Coaching

Section 5.1.1 Shall recruit and recommend coaches for all divisions excluding Spirit Division to the general board.

Section 5.1.2 Shall manage and communicate with all approved managers for Vista Girls softball

Section 5.1.3: Assist the Player Agent with the assessments (tryouts) or player evaluations for 8U,10U, 12U and 14U divisions. Tee ball and Spirit division shall not have assessments.

Section 5.1.4: Assist Player Agent with the player assignment or draft process for each division.

Section 5.1.5: Shall be responsible for verifying that all individuals working with the girls throughout the league year have been Background Checked (VTD Certified) and verified.

Section 5.1.6 Shall manage and schedule all coaches and player clinics for Vista Girls Softball.

Section 5.1.7: Director of Coaching Be members of the Rules and Regulations & Coaching and Training Committees.

Section 5.1.8: Director of Coaching-Be responsible for ensuring game standings are forwarded to the Publicity/Website Director.

Section 5.2 **Awards & Pictures Director**

Section 5.2.1: Submit a budget for all the activities associated with the duties and responsibilities of this position.

Section 5.2.3: Be responsible for planning and organizing Picture Day including the procurement of the vendor and package approval.

Section 5.2.4: Select and procure trophies or other awards for the League's participants in accordance with the policies adopted by the Board.

Section 5.2.5: Procure all awards and pictures for other VGS functions, tournaments, ceremonies, etc. as directed by the Board of Directors.

Section 5.3 **Sponsorship & Fundraising Director**

Section 5.3.1: Shall submit a budget for all the activities associated with the duties and responsibilities of this position.

Section 5.3.2: Shall be responsible for forwarding a complete list of sponsors to the Website Director.

Section 5.3.3: Shall be responsible for organizing all sponsor appreciation activities including the purchase and distribution of sponsor plaques, banners or other awards approved by the board.

Section 5.3.4: Shall actively seek out sponsors and/or fundraising vendors during their term

Section 5.4 **Umpire in Chief (UIC)**. It shall be the duty of the Director of Umpires/UIC to schedule umpires for all League games and events.

Section 5.4.1: Schedule umpires to officiate all League games and shall reschedule umpires due to cancelled and/or rescheduled games. Umpires shall be affiliated with the League or obtained from outside agencies.

Section 5.4.2: Ensure that all League umpires *have received* appropriate training.

Section 5.4.3: Evaluate the performance of all League umpires and monitor the performance of contracted umpires.

Section 5.4.4: Work with the Treasurer to issue 1099's to all umpires.

Section 5.4.5: Be a member of the Tournament Committee to provide umpires at all tournaments which the League is conducting.

Section 5.4.6: Be a member of the Game Protest Committee, Rules and Regulations & Fields Scheduling Committees. And Budget committee

Section 5.4.7: Serve in the capacity as either Co-Chair or Chair for the Fall Ball Season to ensure all activities associated with planning, implementation, and coordination are completed successfully.

Section 5.5 **Equipment Director**. It shall be the duty of the Equipment Director to procure and maintain all softball equipment used by the League's teams.

Section 5.5.1: Shall provide the Treasurer with an equipment budget for the upcoming fiscal year.

Section 5.5.2: Shall procure the equipment within the budgeted amount and in a competitive manner as to secure the best pricing and service.

Section 5.5.3: Shall inventory all equipment prior to the season and again at the close of the season and ensure the security of the equipment. An itemized inventory shall be presented to the Treasurer and the incoming Equipment Director.

Section 5.5.4: Shall maintain the equipment in serviceable condition and assure that said equipment is in compliance with ASA specifications and standards of safety.

Section 5.5.5: Shall distribute and collect the equipment from coaches while keeping strict accountability of the assignees and the equipment they have been assigned.

Section 5.5.6: Shall be a member of the Tournament Committee, Winter ball committee and Budget Committee.

Section 5.6 Publicity/Website Director. It shall be the duty of the Publicity Director to publicize the activities of the League through the local / social media or other suitable methods. All material intended for public release shall be reviewed by the President. The Publicity/Website Director will be responsible for the following:

Section 5.6.1: Create, publish, and distribute a League newsletter on a quarterly basis advertising the League's activities and including information of interest to the League's membership.

Section 5.6.2: Create and distribute flyers and advertisements to local schools and the local media informing the public of upcoming events to include registration, tryouts, opening and closing ceremonies, fundraisers, etc.

Section 5.6.3: Publicize the final League standings as well as any individual, team, and League achievements to the local media.

Section 5.6.4: Publicize special events in which the League is participating or conducting. Shall also produce the programs accompanying these special events.

Section 5.6.5: Ensure that all information pertinent to the League's membership and the public is located on the League's website.

Section 5.6.6: Be a member of the Activities and Services Committee

Section 5.6.7: Maintain the current League website and preserve the internet presence of the League through the League's domain name and website address.

Section 5.6.8: Post to the website all League documents, forms, announcements, schedules, scores, standings, and other information as directed by the Board.

Section 5.6.9: Work with the Player Agent to create and publish online registration for League, Tournaments or other registration events as directed by the board

Section 5.7 Field Director. It shall be the duty of the Field Director to facilitate the scheduling and maintenance of the League's fields, facilities, and related equipment.

Section 5.7.1: Shall provide the Treasurer with a facilities budget for the upcoming fiscal year.

Section 5.7.2: Shall obtain authorizations from the City of Vista and the Vista Unified School District to use the fields and facilities needed to conduct all League functions. In conjunction with the Vice President's functions.

Section 5.7.3: Shall be responsible for the care and maintenance of all fields and facilities whether that maintenance is performed by League workers or arranged for with city or school district personnel.

Section 5.7.4: Shall schedule all volunteer workers assigned to Field Maintenance.

Section 5.7.5: Shall work with the Activities and Services Committees to arrange for, prepare and maintain fields and facilities for special events in which the League is participating or conducting.

Section 5.7.6: Shall keep field storage sheds supplied with gypsum, chalkers and bases.

Section 5.7.7: Shall be a member of the Tournament Committee.

Section 5.7.8: Shall chair the Fields and Schedule Committee.

Section 5.8 **Concessions Director**. It shall be the duty of the Concessions Director to manage, operate and maintain the League's concession stand.

Section 5.8.1: Shall provide the Treasurer with a concessions budget for the upcoming fiscal year and purchase all food and supplies. Any single item over \$200.00 must have board approval.

Section 5.8.2: Shall determine what sale articles and prices will be offered, purchase all food, drinks, and supplies for the concession stand.

Section 5.8.3: Shall schedule all volunteer workers assigned to the concession stand.

Section 5.8.4: Shall work with the treasurer to maintain a record of revenues and expenses.

Section 5.8.5: Shall develop procedures for the Board Member on Duty to open, run and close the concession stand. It shall be the responsibility of the Board Member on Duty to monitor the concession stand and deposit all monies earned.

Section 5.8.6: Shall *make sure* all concession stand equipment and facilities *are maintained and* in good working order.

Section 5.8.7: May appoint an assistant to help perform any of the responsibilities listed above.

Section 5.9 **Activities and Services Director**. It shall be the duty of the Activities and Services Director to plan and organize all uniform and sport sales activities and VGS official activities

Section 5.9.1: Shall submit a budget for all the activities associated with the duties and responsibilities of this position.

Section 5.9.2: Shall organize, purchase and distribute all uniforms for both the spring recreation and all-star programs.

Section 5.9.3: Shall be responsible for planning, organizing and coordinating the sale of all Sport items.

Section 5.9.4: Shall be responsible for planning, organizing and coordinating all special events including opening and closing day ceremonies.

Section 5.9.5: Shall be a member of the Sponsor and Fundraising Committee.

Section 5.9.6: Shall serve as the chairman of the Activities and Services Committee.

Section 5.9.7: May also appoint auxiliary members to assist with the planning and coordination of activities for VGS.

Section 5.10 **All Star Director**. It shall be the duty of the All Star Director to direct and coordinate all activities dealing with All Stars.

Section 5.10.1: Shall prepare and distribute All Star Interest forms to all players in the 8U, 10U, 12U and 14U divisions

Section 5.10.2: Shall prepare and maintain the All Star Interest List.

Section 5.10.3: Shall distribute the current all star interest list to all managers and voting coaches.

Section 5.10.4: Shall be responsible for coordinating the selection of all star managers.

Section 5.10.5: Shall be responsible for coordinating the selection of all star players.

Section 5.10.6: Shall be responsible for scheduling all star tournaments.

Section 5.10.7: Shall serve on the Tournament Committee.

Section 5.11 **Team parent Director**

Section 5.11.1 Shall provide an annual budget to the treasurer for approval

Section 5.11.2 Shall manage and communicate with all team parents (team mom) on Vista Girls softball information

Section 5.11.3 Shall setup and chair the official team parent meeting prior to the Spring and Fall recreational seasons

Section 5.11.4: Shall forward any complaints, problems, and other administrative issues to the league President or Secretary in accordance with the League's Rules and Regulations *and Bylaws*.

Section 5.12 **Spirit Division Director**

Section 5.12.1 Shall provide an annual budget to the treasurer for approval.

Section 5.12.2 Shall manage and communicate all Spirit Division as well as league information to board members, Spirit division coaches and parents

5.12.3 Shall recruit, manage and communicate with all Spirit Division coaches and work with director of coaching.

5.12.4 Shall verify all coaches, team parents and volunteers are background checked via the Player agent or Director of coaching

5.12.5 Shall review and forward complaints, concerns or other issues to the executive board in accordance with the bylaws.

5.12.6 Shall work with Player Agent on registration process as well as team formations

5.12.7 Shall represent Vista Girls Softball Spirit Division and champion softball for special needs programs to external leagues and organizations as requested.

ARTICLE 6. STANDING COMMITTEES

Section 6.1 **Rules and Regulations Committee**. It shall be the duty of the Rules and Regulations Committee to review the League rules and make recommendations for changes to the Board. The Committee shall consist of the, the Vice-President, the Director of Umpires, Player Agent, Director of Coaching, Secretary and President. The Chairman shall be the Vice President.

Section 6.1.1 Shall review the League rules and regulations and make recommendations for changes to the Board of Directors at the November meeting.

Section 6.1.2 Shall interpret existing rules and regulations of the League, as long as such interpretation does not involve an official protest.

Section 6.1.3 Shall meet on a regular basis prior to submission of their recommendations to the Board. The Committee shall meet at least one more time prior to the Annual Meeting of the Membership to evaluate rules and make recommendations for changes.

Section 6.1.4 The Secretary, Webmaster or other designated board member shall post the new rules to the website or have available by request by January 1st of each year.

Section 6.2 **Coaching and Training Committee.** It shall be the duty of the Coaching and Training Committee to administer and supervise the screening, selection, training, and performance of prospective and active coaches for the League. The Committee shall consist of the Director of Coaching, and the Player Agent and up to four (4) individuals all appointed by the Executive Board. The Chairman shall be the Coaching Director.

Section 6.2.1 Shall recommend to the Board for approval a coach's roster for each division and shall notify said coaches of their selection.

Section 6.2.2 Shall conduct and be responsible for organizing the training of the coaches, assistant coaches, and managers of League teams as well as a series of player's clinics to be held throughout the spring recreational season.

Section 6.2.3 Shall select a representative to serve on the Board's Rules and Regulations Committee.

Section 6.2.4 Shall meet on a regular basis throughout the year.

Section 6.3 **Budget Committee.** It shall be the duty of the Budget Committee to submit and periodically review the League's budget. The Committee shall consist of the Treasurer and four (4) individuals appointed by the Executive Board. The Chairman shall be the Treasurer.

Section 6.3.1 Shall present an annual budget of planned revenues and expenditures for the upcoming year to the Board for approval during the October meeting.

Section 6.3.2 Shall regularly review the budget throughout the fiscal year and recommend changes in the operating budget.

Section 6.3.3 Shall recommend any changes in registration or other fees charged by the League to its Members.

Section 6.3.4 Shall serve as an ad hoc Financial Aid Committee for implementing the League's aid for participants who may not have the financial means to participate in the League program, in accordance with the policies adopted by the Board.

Section 6.4 **Fields and Scheduling Committee:** It shall be the duty of the Fields and Scheduling committee to schedule for all teams the use of all fields and facilities for all League Activities to include practices, games, tournaments, special events and batting cages. The Committee shall consist of the Field Director, Vice President and Director of Umpires.

Section 6.4.1 Shall coordinate all schedules with the Coaches, Division Directors, Website Manager, and the Director of Umpires.

Section 6.4.2 Shall coordinate all schedule changes including rain outs with the Coaches, Division Directors and Website Manager.

Section 6.5 **Activities and Services (Event) Committee.** It shall be the duty of the Activities and Services Committee to support the League's activities by planning special events and providing a number of special services described below. Members of the Committee shall consist of the Activities and Services Director, the Publicity/Website Director, the Division Directors and up to four (4) individuals all appointed by the Executive Board.

The chairman shall be the Activities and Services Director.

Section 6.5.1 Shall provide the Treasurer with a budget of expenses for the upcoming fiscal year.

Section 6.5.2 Shall be responsible for the design, acquisition, and distribution of team uniforms. Changes in uniform designs or logos shall be submitted to the Board for approval.

Section 6.5.3 Shall select a Team Parent Coordinator to meet with team parents from each of the teams in order to train and coordinate volunteer help for various League needs.

Section 6.5.4 Shall plan and implement all special events conducted by the League which shall include, but not be limited to, opening ceremonies, closing ceremonies, and other events.

Section 6.5.5 Shall work with the President, the Equipment Director, the Field Director, the Director of Umpires, the Concessions Director, and the Sponsorship and Fundraising Committee in planning, organizing, and executing the League's special events.

Section 6.5.6 Shall recommend to the Board for approval during their January meeting, plans for conducting opening ceremonies including an agenda, a list of planned activities, and an income and expense. The Committee shall also provide a similar recommendation for closing ceremonies and awards during the April meeting.

Section 6.5.7 Shall meet on a regular basis and submit their committee reports to the Secretary.

Section 6.5.8 Shall provide other such help and assistance as is needed by League and directed by the Board.

In addition, the **Activities & Services Committee** will assist with the following:

Section 6.5.9 Provide the Treasurer with a budget of revenues and expenses for the upcoming fiscal year.

Section 6.5.10 Develop and submit to the Board for approval a sponsorship plan outlining proposed levels of sponsorship, acknowledgement, and coordination among all of the League's programs.

Section 6.5.11 Solicit sponsors for the League and to act as a liaison between the League and their sponsors. The Committee shall determine the method of acknowledgement appropriate for the sponsors.

Section 6.5.12 Propose fundraising activities to the Board for approval and shall conduct such fundraisers in accordance with the policies adopted by the Board.

Section 6.5.13 Work with the Tournament and Events Committee to conduct fundraising activities during tournaments and other special events in which the League is participating or conducting.

Section 6.5.14 Meet on a regular basis and submit their committee reports to the Secretary.

Section 6.6 **Tournament Committee**. It shall be the duty of the Tournament Committee to plan, organize, and implement all tournaments hosted by the League. Members of the Committee shall consist of the Player Agent, Vice President, Director of Umpires, All Star Director, Field Director, Equipment Director and up to four (4) individuals all appointed by the Executive Board. The Chairman shall be the Player Agent.

Section 6.6.1 Shall provide the Treasurer with a budget of revenues and expenses for the upcoming fiscal year.

Section 6.6.2 Shall plan and implement all tournaments hosted by the League.

Section 6.6.3 Shall work with the Equipment Director, the Publicity Director, the Activities and Services Committee, and the Sponsorship and Fundraising Committee in planning, organizing, and executing the League's special events.

Section 6.6.4 Shall work with the Concessions Director to operate the concession stand for all tournaments in which the League is participating or conducting.

Section 6.6.5 Shall begin planning the Vista Classic All Star Tournament in October and present to the Board for approval a complete plan for the tournament at the April meeting.

Section 6.6.6 Shall meet on a regular basis and submit their committee reports to the Secretary.

ARTICLE 7. AUXILIARY COMMITTEES

Section 7.1 **Other Committees.** The President, with the approval of the Board, shall have authority to appoint any additional committees as deemed necessary to fulfill the mission of the League.

ARTICLE 8 – BOARD DUTY

Section 8.1 **Board Duty.** It is the responsibility of the board to ensure that all league functions run smoothly by providing coverage at all activities, ceremonies, games, special events, Vista Classic Tournament and District Qualifier (if applicable). Board members shall manage their duty shift regardless of their team's schedule. To provide adequate coverage, all board members (*at the discretion of the Board*) will be required to work an equal number of board duty shifts. All board members shall attend and work the general membership meeting, opening and closing ceremonies, player assessment days, Field cleanup day and other mandatory duties as approved by the board.

Section 8.2 **Board Duty Responsibilities.** Following are the duties of the board member on duty:

- Open board room.
- Open equipment shed
- Open/manage concession stand.
- Sign-in workers in concession stand and provide guidance on job responsibilities.
- Work snack bar in case a worker does not show up for their shift.
- Monitor the concession stand and deposit all monies earned.
- Work as the 8U umpire in case assigned individual does not show up for the game.
- Issue game balls and score sheets to home team.
- Provide guidance and answers to member questions.
- Provide first aid supplies for injuries/accidents if required.
- Call for emergency services for injuries/accidents if required.
- Collect game balls and score sheets from home team at end of game.
- Pick-up trash and empty full trash cans and replace garbage bags in can.
- Close and lock snack bar at end of night after workers clean and put everything away.
- Close and lock equipment shed after all bases and equipment have been put away.
- Verify that base plugs are in base pegs at end of games.
- Close and lock board room.

ARTICLE 9. MEETINGS

Section 9.1 **Rules of Order.** In all meetings of the Board, the General Membership, and Board Committees, "Roberts Rules of Order, Revised" shall be used as a reference unless otherwise stated in the Bylaws. A quorum shall be required in order for League business to be conducted at any meeting described herein. A meeting shall not be called to order without a quorum present.

Section 9.2 **Board of Directors Meetings.** The Board shall meet monthly at a regularly set time and place. Monthly Board meetings shall be open to any member of the League. The President may call additional Board meetings as deemed necessary. The membership shall be made aware of the time and place of the regular meetings. A quorum shall be constituted by 50% of the members of the Board of Directors currently holding office. In addition, 50% or more of the sitting Officers must be present in order to call the meeting to order. A Board Member must be present

or exercise their power of proxy to vote. At the request of any Member of the Board, a special Board meeting shall be called by the President within five (5) days. Notice of time, place and purpose of the meeting shall be given at least twenty-four (24) hours in advance of the meeting. A quorum is constituted by the Members attending the meeting regardless of their number.

Section 9.3 **General Membership Meetings.** The League shall conduct at least one (1) General Membership Meeting each year. The meeting shall be held in the spring within thirty (30) days of the closing day ceremonies. A reasonable notice shall be provided to all Members by posting the time and place at the League's principal place of business and through other such means as the Board shall direct. A quorum is constituted by the members attending the meeting regardless of their number. Any action by the Board may be changed by a majority vote of eligible members of the League attending a General Membership Meeting.

Section 9.4 **Special General Membership Meetings.** A majority vote by the Board is sufficient to call a Special Meeting of the General Membership. The general membership may call a special general membership meeting by serving a petition upon the Board bearing the signature of at least thirty percent (30%) of the general membership. This petition shall describe the specific issue(s) to be discussed. The Board shall then call said special meeting within ten (10) days of receipt of such petition and give reasonable notice thereof to the membership. A quorum is constituted by the Members attending the meeting regardless of their number. Issues to be discussed shall be limited to only those issues specifically described in the announcement of the meeting.

Section 9.5 **Action Without Meeting.** Subject to Section 5513 of the California Nonprofit Public Benefit Corporation Law, any action including the election of Board members which under any provision of the California Nonprofit Public Benefit Corporation law may be taken at any Board, General Membership or Special Meeting, may be taken without a meeting if the written ballot of every Member is solicited and number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

Section 9.6 **Exercising Proxy Power.** League Members entitled to vote at any meeting of the General Membership may only do so in person. No proxy voting is allowed. Board members entitled to vote at Board meetings may do so via proxy. An Officer shall only designate another Officer as proxy. The remaining Directors may designate their assistant or fellow committee member serving on the auxiliary board as proxy. The proxy shall be designated in writing and received by the Secretary prior to the Board meeting and shall indicate whether the proxy is specific to a single identified issue or a general proxy to act in their behalf on all issues.

ARTICLE 10. COACHES AND REGULAR MEMBERSHIP CONDUCT

Section 10.1 All managers, coaches, team parents must be background checked in accordance with California state laws

Section 10.2 All managers planning on extending practices in any season must be approved by the board

Section 10.3 All approved managers agree to play and practice in accordance of the rules set forth by: A. USA Softball (Formerly ASA) and B. Vista Girls Softball

Section 10.3 All managers, coaches, team parents or other volunteers approved by the board must conduct themselves in a professional manner at all times within the league and at external events (tournaments, interleague play, USA Softball meetings etc.)

Section 10.4 Managers are responsible for the actions of their players and spectators. Unsportsmanlike conduct or abusive language or profanity or any person under the influence of alcohol or other drugs is prohibited.

Section 10.5 All volunteers representing Vista Girls Softball an an official capacity shall adhere to the Bylaws and Rules set forth by the league and its governing body (ASA/USA Softball).

ARTICLE 11. INDEMNIFICATION AND INSURANCE

Section 11.1 **Indemnification.** The League shall, to the maximum extent permitted by California Nonprofit Mutual Benefit Corporation Law, and in accordance with that law, indemnify each of its agents against expenses,

judgments, fines, settlements and other amounts arising by reason of the fact any such person is or was an agent of the League. For purposes of this section, an "agent" of the League includes any person who is or was an officer, director, employee or other agent of the League.

Section 11.2 **Insurance**. The League shall purchase and maintain insurance on behalf of any agent of the League against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status whether or not the League would have the power to indemnify the agent against such liability under provisions of this Article 9. The League shall purchase and maintain insurance to cover all Participants and Members in the event of injuries incurred during participation in League activities.

ARTICLE 12. AMENDMENTS

These Bylaws or the Articles of Incorporation may be amended by a *majority* vote of the Board. The President shall appoint a committee to review the League's Bylaws and present to the Board for consideration any amendments to the Bylaws at the regular meeting. Upon approval of the Board, the amendments may be presented to the General Membership. The League's rules and regulations may be amended as set forth in the adopted Rules and Regulations.

These Bylaws were approved and adopted at a Board Meeting on October 27, 2017

ATTESTED TO ON: 10/27/17

Angel Amicay, President
Jamie Colin, Vice President
Anna Gonzales, Secretary
Michelle Timmons, Player Agent
Jon Timmons, UIC
Mario Gonzales, Director of Coaching