

SAN DIMAS YOUTH SOFTBALL ASSOCIATION

CONSTITUTION AND BYLAWS

1. NAME

- 1.1 This organization shall be known as the San Dimas Youth Softball Association (SDYSA), hereinafter referred to as "the League". The League is a non-profit organization operating in San Dimas, California.

2. OBJECTIVE

- 2.1 The objective of the League is to develop a softball program for the youth in the community, to instill the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and content individuals and will grow to be good, decent, healthy and trustworthy citizens.
- 2.2 The mission of the San Dimas Youth Softball Association is to provide a safe, educational program to teach softball to beginners and more advanced players allowing them to advance at their own pace towards individualized goals under the guidance of responsible adult leadership and supervision.
- 2.3 To achieve this objective the League will provide a supervised program under the Official Rules and Regulations of the Amateur Softball Association of America, hereinafter referred to as "ASA".
- 2.4 All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the modeling of good sportsmanship and respect is of prime importance.
- 2.5 In accordance with Section 501 -(c)-(3) of the Federal Internal Revenue Code, this Local League shall operate exclusively as a non-profit educational organization providing a supervised program of competitive softball games for youth. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part, of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

3. MEMBERSHIP

3.1 ELIGIBILITY. Any person sincerely interested in active participation to effect the objectives of the League may apply to become a member.

3.2 CLASSES. There shall be the following classes of members.

3.2.1 PLAYER MEMBERS. Any player candidate meeting the requirements of the ASA shall be eligible to compete for participation, but shall have no rights or obligations in the management or in the property of the League. Priority shall be given to those player candidates residing within the city limits of San Dimas, California.

3.2.2 REGULAR MEMBERS. Any person of age eighteen (18) years or older on January 1 of the current year, who is actively interested in furthering the objectives of the League, may become a regular member. Regular Members are registered during the play sign-up period. Parents or Guardians of Player Members are registered as Regular Members when their child registers. After the end of the player sign-up period, Regular Members may apply for membership. Late membership must be approved by two-thirds (2/3) majority vote of the Board of Directors. All Officers, Members, Committee Members, Managers, Volunteer Umpires and other elected or appointed officials must be active Regular Members in good standing.

3.2.3 As used hereinafter, the word "member" shall mean a Regular Member unless otherwise stated.

3.3 OTHER AFFILIATIONS

3.3.1 Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the League.

3.4 SUSPENSION OR TERMINATION. Members may be terminated by resignation or by action of the Board of Directors.

3.4.1 The Board of Directors, by a two-thirds (2/3) vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of the League

and / or the ASA. A member so involved shall be notified at least twenty-four (24) hours in advance of such meeting, informed of the general nature of the charges, and be given an opportunity to appear at the meeting to answer such charges. Specific offenses as delineated in *the League Rules* for the current year, carrying specific penalties, will not require additional Board of Directors action and are specifically excluded from this section.

3.4.2 The Board of Directors shall, in the case of a Player Member, give notice to the player's parent(s)/legal guardian and the manager of the team of which the player is a member. Said manager and parents shall appear, in the capacity of advisors, with the player before a duly appointed committee of the Board of Directors. Said committee shall make a recommendation to the Board of Directors, which shall have the full power to suspend or revoke such player's right to future participation.

4. FEES

4.1.1 A reasonable participation fee may be assessed by the San Dimas Youth Softball Association as a parent's or guardian's obligation to assure operational continuity of the Local League.

4.1.2 As part of player registration, other fees may be assessed to cover the League's expenses for miscellaneous items such as team pictures, refreshments, tournament participation fees, etc.

5. MEETINGS-GENERAL

5.1 ANNUAL GENERAL MEETING. The annual meeting of the Members of the League shall be held during the closing ceremonies each year for the purpose of electing a Board of Directors and Members receiving reports and such business as may properly come before the meeting. After the Board of Directors is elected, the Board shall meet as specified in Section 8.1 to elect officers.

5.2 NOTICE OF GENERAL MEETING. Notice of each meeting shall require a ten (10) day notice in a publication of general circulation or on the League's web site, setting forth the place, time and purpose of the meeting; or in lieu thereof, notice may be given in such form as authorized by the Members, from time to time, at a regularly convened meeting.

5.3 SPECIAL MEETINGS. Special meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon written request of one-third (1/3) of the Members, the President shall call a special meeting to consider a specific subject. No business other than as

specified in the notice of the Members.

- 5.4 QUORUM. The presence in person, or representation by absentee ballot, of one-third (1/3) of the Members, or a number or percentage acceptable to the League Regular Membership in advance of the annual meeting, shall be necessary to constitute a quorum.
- 5.5 VOTING. Only Regular Members shall be entitled to vote at any meeting of the League.
- 5.6 ABSENTEE BALLOT. For the expressed purpose of accommodating a Regular Member in good standing who cannot attend at the annual meeting, an absentee ballot may be requested and obtained from the Secretary of the League. The absentee ballot shall be properly completed, signed and returned in a sealed envelope before the date of the annual meeting and the election of members to the Board of Directors. The Secretary shall present all absentee ballots to the Election Chairperson on the date of the annual meeting before the conduct of the election process.
- 5.7 RULES OF ORDER. *Robert's Rules of Order* shall govern the proceedings of all meetings, except where it conflicts with the Constitution or Bylaws of the San Dimas Youth Softball Association.

6. BOARD OF DIRECTORS

- 6.1 BOARD AND NUMBER. The management of the property and affairs of the League shall be vested in the Board of Directors. The number of Directors shall be neither less than five (5) nor more than fifteen (15). The Directors shall, upon election, enter upon the performance of their duties at the next meeting of the Board of Directors. The Directors shall continue in office until their successors shall have been duly elected and qualified.
- 6.2 RESTRICTIONS. The minimum age for a Director is eighteen (18) years as of January 1 of the year the term begins. No more than three (3) Directors may be in the same immediate family.
- 6.3 REQUIRED MEMBERS
 - 6.3.1 The board membership shall include the Officers, including the Player Agent, and a minimum of one (1) manager.

6.4 ANNUAL ELECTION AND TERM OF OFFICE

6.4.1 At each annual meeting, the Board of Directors shall determine the number of Directors to be elected for the ensuing year, and the members shall elect such number of directors.

6.4.2 The term for a Director elected at the annual meeting, or as elected by the Board of Directors at a regularly convened meeting, is two (2) years.

6.5 VACANCIES

6.5.1 If a vacancy occurs on the Board of Directors, by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Directors at any regular meeting or at a special meeting called for that purpose.

6.5.2 The term for a Director appointed under the foregoing Section 6.5.1 is from the time of appointment until the next annual meeting, at which time they are eligible to be nominated for election.

6.6 MEETINGS

6.6.1 MEETINGS. Regular meetings of the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board. The President or Secretary may, whenever they deem it advisable, or the Secretary shall, at the request in writing of three (3) Directors, issue a call for a special meeting of the Board.

6.6.2 NOTICE. Notice of each meeting of the Board of Directors shall be given by the Secretary to each Director either by mail at least two (2) days preceding the meeting to the last recorded address of each Director, or by telephone or personal notice at least twenty-four (24) hours preceding the meeting. In the case of regular meetings, distributed to all Board Members, shall satisfy this requirement. In the case of special meetings, notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

6.6.3 QUORUM. Fifty-one percent (51 %) of the Board of Directors shall constitute a quorum for the transaction of business.

6.6.4 MEMBER AGENDA ITEMS. Regular Members may bring business before the Board of Directors only after presenting said business in writing

through the normal channels (i.e. Manager, Division Representative, Player Agent, or President). If an issue is not resolved, then they may present it in writing to the President or Secretary before the next Board of Directors meeting, for consideration as new business by the Board of Directors.

6.7 DUTIES AND POWERS

6.7.1 COMMITTEES. The Board of Directors shall have the power to appoint such standing committees as it shall determine and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

6.7.2 CONDUCT. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and the proper management of the League as it may deem proper.

6.7.3 ATTENDANCE. A Director who is absent, unexcused, from two (2) consecutive regular Board of Directors meetings or three (3) meetings within one (1) fiscal year, shall be denied all rights and privileges of a Director until such time as those rights and privileges are reinstated by either a majority vote to reinstate; or failure of a two-thirds (2/3) majority to discipline, suspend, or remove; of the remaining Directors at a Board of Directors meeting.

6.7.4 DISCIPLINE. The Board of Directors shall have power by a two-thirds (2/3) vote of those present at any regular or special meeting to discipline, suspend, or remove any Director or Officer or Committee Member of the Local League, in accordance with the procedure set forth in Section 3.4.

7. COMMITTEES

7.1 NOMINATING COMMITTEE

7.1.1 The Board of Directors may appoint a Nominating Committee consisting of three (3) Directors and other appointed Regular Members.

7.1.2 The Committee shall investigate and consider eligible candidates and submit at the annual meeting a slate of candidates for the Board of Directors.

7.1.3 The Committee may also submit for consideration by the Board of

Directors a slate of Committee Members.

7.2 MEMBERSHIP COMMITTEE

7.2.1 The Board of Directors may appoint a Membership Committee consisting of three (3) Directors and other appointed Regular Members.

7.2.2 The Committee shall receive the names of prospective Regular Members, investigate for eligibility and recommend those qualified for election at the annual, regular, or any special meeting of the Members or of the Board of Directors as the case may be.

7.3 FINANCE COMMITTEE

7.3.1 The Board of Directors may appoint a Finance Committee consisting of not less than three (3) nor more than five (5) Directors.

7.3.2 The Treasurer shall be an ex-officio member of the Committee.

7.3.3 The Committee shall investigate ways and means of financing the League including team sponsorships and submit recommendations to the Board of Directors.

7.3.4 The Committee shall be responsible for taking up collections at the games, if such collections are authorized by the League and shall turn over said collections to the Treasurer immediately after each game.

7.4 MANAGERS AND COACHES COMMITTEE

7.4.1 The Board of Directors may appoint a Manager and Coaches Committee consisting of not less than three (3) nor more than five (5) Directors.

7.4.2 The Committee shall interview and investigate all prospective managers and coaches and recommend acceptable candidates to the President, for appointment and subsequent approval by the Board of Directors.

7.4.3 The Committee shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of the Local League.

7.4.4 The Committee shall, at the request of the President or Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors as the case may be.

7.5 UMPIRE COMMITTEE

7.5.1 The Board of Directors may appoint an Umpire Committee consisting of three (3) Directors and other appointed Regular Members.

7.5.2 The Umpire-in-Chief shall be the chairperson of the Committee.

7.5.3 The Committee shall recruit, interview and recommend to the Board of Directors for appointment a staff of umpires.

7.5.4 When appointed, the staff of umpires shall be under the personal direction and responsibility of the Local League President, assisted by the Umpire-in-Chief. Who shall train, observe and schedule the staff. Unless an association or individual is hired to take care of these duties, with the Umpire-in-Chiefs guidance.

7.6 AUDITING COMMITTEE

7.6.1 The Board of Directors shall appoint and Auditing Committee consisting of three (3) Directors. The President, Treasurer, and signatories of checks are not eligible.

7.6.2 The Committee shall review the League books and records annually prior to the annual meeting and attach a statement of their findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors or the membership, secure the services of a Certified Public Accountant to accomplish such review.

8. OFFICERS, DUTIES, AND POWERS

8.1 ELECTION. At the first Board of Directors meeting in August, the current and newly elected Directors shall meet together to facilitate a smooth transition into the upcoming year. Provided there be a quorum, they shall elect Officers and appoint Committees for the ensuing year.

8.2 OFFICERS. The Officers of the League shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer and a Player Agent or Agents, all of

whom shall hold office for the ensuing year or until their successors are duly elected. The Board of Directors may appoint such other Officers or Agents as it may deem necessary or desirable, and may prescribe powers and duties of each, and may fill any vacancy which may occur in any office.

8.3 PRESIDENT. The President Shall:

- 8.3.1 Conduct the affairs of the League and execute the policies established by the Board of Directors.
- 8.3.2 Present a report of the condition of the Local League at the annual meeting.
- 8.3.3 Communicate to the Board of Directors, such matters as deemed appropriate, and make suggestions as may tend to promote the welfare of the League.
- 8.3.4 Be responsible for the conduct of the League in strict conformity to the policies, principles, Rules and Regulations of the ASA as agreed to under conditions of the Charter issued to the League by that Organization.
- 8.3.5 Designate in writing, other officers if necessary, to have power to make and execute for land in the name of the League such contracts and leases they may receive and which have had prior approval of the Board of Directors.
- 8.3.6 Investigate complaints, irregularities and conditions detrimental to the League and report thereon to the Board of Directors as circumstances warrant. Alternatively, appoints two Board Members to oversee.
- 8.3.7 Prepare and submit an annual budget to the Board of Directors and be responsible for the execution thereof.

8.4 VICE PRESIDENT

- 8.4.1 In case of absence or disability of the President, and provided she/he is authorized by the President or the Board of Directors so to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of that Office, and shall have such other duties as from time to time may be assigned by the President or by the Board of Directors.

8.5 SECRETARY. The Secretary Shall:

- 8.5.1 Be responsible for recording the activities of the League and maintain appropriate files, mailing lists and necessary records.
- 8.5.2 Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the office of Secretary or may be assigned by the Board of Directors.
- 8.5.3 Maintain a list of all Regular Members, Directors and Committee members and give notice of all meetings of the League, the Board of Directors and Committees.
- 8.5.4 Keep the minutes of the Meetings of Members and the Board of Directors and cause them to be recorded in a book kept for that purpose.
- 8.5.5 Shall conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes, and resolutions not otherwise committed.
- 8.5.6 Notify Members, Directors, Officers and committee members of their election or appointment.

8.6 TREASURER. The Treasurer Shall:

- 8.6.1 Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the office of Treasurer or may be assigned by the Board of Directors.
- 8.6.2 Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- 8.6.3 Keeps records for the receipt and disbursement of all monies and securities of the League, approve all payments from allotted funds and draw checks therefore in agreement with the policies established in advance of such actions by the Board of Directors.
- 8.6.4 All disbursements must be by check and must require at least two (2) signatures. The Treasurer shall not be a signatory on any checking or saving account into which League funds are deposited.

8.6.5 Prepare an annual budget, under the direction of the President, for submission to the Board of Directors.

8.6.6 Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the annual meeting.

8.7 **PLAYER AGENT(S).** The Player Agent Shall:

8.7.1 Act as the league representative to ASA for personnel issues, in conjunction with the President. The Player Agent acts as the authority on rules governing personnel issues.

8.7.2 Record all player transactions and maintain an accurate and up-to-date record thereof.

8.7.3 Receive and review applications for player candidates and assist the President in checking residence and age eligibility.

8.7.4 Conduct the player draft and all other player transactions or selection meetings.

8.7.5 Prepare the Player Agent's List.

8.7.6 The Player Agent(s) may appoint, with the approval of the Board of Directors, Division Representatives to assist them in fulfilling their duties. Said Representatives may be selected from the Board of Directors and are expected to attend all regular meetings of the Board.

9. MANAGERS, COACHES, AND UMPIRES

9.1 Team Managers shall be appointed annually by the President, with the approval of the Board of Directors, and shall be responsible for the selection of their teams and for their actions on the field.

9.2 **UMPIRES.** Umpires shall be recommended annually by the Umpire-in-Chief, and appointed annually with the approval of the Board of Directors by the President, who shall be responsible for their assignments and for their actions on the field.

10. AFFILIATIONS

- 10.1 CHARTER. The League shall annually apply for a charter from the ASA and shall do all things necessary to obtain and maintain such charter. The League shall devote its entire energies to the activities authorized by such charter.
- 10.2 RULES AND REGULATIONS. *The Official Rules of Softball* as published by the ASA shall be binding on this League.
- 10.3 LEAGUE RULES. The local rules for this League shall be adopted annually by the Board of Directors at a meeting before the player try-outs. They shall include Local League options contained in the *Official Rules*, additional rules, safety rules and local ground rules.

11. REVISION AND ADOPTION OF BY-LAWS

- 11.1 These Bylaws may be amended or repealed and new Bylaws may be adopted by the approval of the Board of Directors, as deemed appropriate.
- 11.2 The President shall appoint a committee of three (3) Directors to review these by-laws and make recommendations to the Board of Directors for revision and amending said by-laws.
- 11.3 Changes to by-laws shall be presented to the Board of Directors for discussion on an annual basis at the first regular meeting in August or as required to facilitate the management and responsibilities of the League.
- 11.4 Changes to the League Bylaws require a two-third (2/3)-majority vote of all Directors.

These Bylaws were approved and adopted at the Board of Directors Meeting of the League on the 12th day of February 2019.

ATTESTED TO ON February 12, 2019

David Gasca, President

Cecilia Marquez, Secretary

Shawna Frey, Acting Treasurer

Peter Zelayandia, Player Agent