

**Procedural Code and Guidelines for
Golden Heart Softball Association**

Article I

Offices; Purpose, Name, and Powers

Section 1. Name.

This non-profit corporation shall be known as Golden Heart Softball Association, Inc. (GHSA).

Section 1.1. Offices.

The physical address of the non-profit corporation is located at:

1. 2120 Lathrop Street, Fairbanks, Alaska (Hez Ray Complex)
2. 3500 South Davis, Fairbanks, Alaska (South Davis Park)

The mailing address of the non-profit corporation is P.O. Box 72149, Fairbanks, Alaska 99707.

Section 1.2. Purpose.

The non-profit corporation shall exist for the purpose of:

1. Fostering development, education, and to promote the formation and registration of teams into suitable leagues and under uniform rules and regulations; to cooperate with Department of Parks and Recreation within the Fairbanks North Star Borough.
2. To promote clean, wholesome sportsmanship, to foster this game as a non-professional sport, engaged in without profit to the members.

Section 1.3. Rules.

The official rules of softball and the association rules and regulations as adopted by USA Softball of Alaska and shall be and hereby are made a part of the bylaws of this association and with like force and effect as in they were herein set forth in full. These bylaws shall presently and at all times hereafter be deemed to be as they now exist or as they hereafter be amended by USA Softball.

Section 1.4. Powers.

The non-profit corporation shall have all powers which Alaska law confers on non-profit corporations provided only that (a) the exercise of those powers is consistent with the mission and purpose of Golden Heart Softball Association; and (b) the exercise of those powers does not jeopardize or impair the Federal tax status of the non-profit corporation.

**Article II
Members**

Section 2. Golden Heart Softball Association Membership.

The membership of Golden Heart Softball Association shall consist of players in good standing in one or more of the three (3) divisions consisting of Women's League, Men's League, and/or Coed League.

Section 2.1 Divisional Membership.

The membership of a division shall consist of the players in good standing registered to play in that particular league.

Section 2.2. Team Sponsorship and Player Fees.

Annual league team sponsorships of \$450 is due in full no later than the last work day of the month of May. Annual league player fees of \$120 are due in full before the first game of the season starting the first week of the month of May. Second team, league player fees of \$80 are due in full before the first game of the season starting the first week of the month of May. Any exceptions to payment of sponsorship and player fees must be arranged with the Business Manager and paid in full per agreement, thereafter. If fees are not paid within the timeline stated herein, or per agreement with the Business Manager, league game forfeiture will be imposed as an initial course of action.

Section 2.3. Annual Meeting.

The annual meeting of members shall be in the month of August or September, at a time, date, and place designated by the Board of Directors. At the annual meeting, members shall review these Bylaws, view reports of the business of the non-profit corporation, and elect officers to the Board of Directors. Ten (10) days prior to the annual meeting, the Chair of the non-profit corporation shall give notice of the time and the place of the meeting to all persons who are members of record. Publication of an advertisement in a local newspaper or website or mass email to current members is considered sufficient notice to all members.

Section 2.4. General Membership Meeting.

A series of two (2) general membership meetings shall be held in the months of March and/or April each year, prior to beginning the regular season, at a time, date, and place designated by the Board of Directors. Every league team may attend any of the two (2) scheduled meetings. Each meeting will be scheduled approximately two weeks apart. Ten (10) days prior to the general membership meetings, the Chair of the non-profit corporation shall give notice of the time and place of the meeting to all persons who are members of record. Publication of an advertisement in a local newspaper or website or mass email to current members is considered sufficient notice to all members.

Section 2.5. Special Meetings.

A special meeting of members may be called at any time by the Board of Directors on at least ten (10) days' notice of the time, date, and place of the meeting to all members of record. Publication of an advertisement in a local newspaper or website or mass email to current members is considered sufficient notice to all members.

Section 2.6. Quorum.

At any members' meeting, whether annual, general, membership, or special, a quorum shall consist of those members present. Proxies shall not be allowed. Failure by a member to appear at any meeting which has been noticed under Section 2.3., 2.4., or Section 2.5. is a waiver of the rights to object to action taken at the meeting.

**Article III
Board of Directors**

Section 3. Authority.

The Board of Directors shall be the governing body of this non-profit corporation and shall consist of nine (9) people selected from the three (3) individual divisions in the following manner:

Section 3.1. Election of the Board of Directors – GHSA.

The election of the Board of Directors shall take place at the annual meeting outlined in Section 2.3. If related individuals are elected to the Board of Directors, the Board must determine whether a conflict exists by a simple majority vote, in order to allow those individuals to sit on the Board. Such conflicts should be avoided, but the Board has the authority and discretion to allow related members to remain on the Board as determined by a simple majority vote.

Section 3.2. Monthly Board Meetings.

The Board of Directors will hold a monthly board meeting on the first full week on the Monday of every month except for November and December. Board meeting time is set at 5:30 pm at a location designated by the Board Chair. Reminder notice will be given at least ten (10) days prior to the board meeting along with new agenda and prior minutes from the last meeting to be adopted for record for that respective month. Any director may request a special meeting of the Board of Directors. Upon receipt of a request for a meeting, the Board Chair shall schedule a meeting within seven (7) days and send notice in the manner provided in this section. The secretary shall record all actions taken by the Board of Directors at any meeting as minutes of that meeting. ***Roberts' Rules of Order, Revised***, shall govern all meetings in all cases in which they apply and do not conflict with the spirit of the Bylaws.

Section 3.3. Quorum.

A quorum shall consist of a majority of the Board of Directors. If there is no quorum, the directors shall have no authority to act except to schedule a continued or new date, time, and/or place for the meeting. Discussion may

be held at a meeting with no quorum, however no action may be taken. Special quorum votes may be set forth through email, as long as all parties are copied on the action and majority vote of the quorum are in effect. Those votes will be recorded as an addendum to the minutes for the next board meeting. Any director or directors may waive in writing, their right to attend, in which case their presence is not required for a quorum. All voting will still take 2/3 vote of all Board of Directors, before an action may be adopted.

Section 3.4. Vacancies.

In the event of a vacancy on the Board of Directors, the Board shall have the authority to appoint a director for the balance of the term of the vacant seat. The newly elected director may be discharged upon the expiration of the term of the vacant seat or by majority vote retain the vacant seat, thereafter for the duration.

Section 3.5. Compensation.

All members of the Board of Directors shall receive no compensation for the performance of their duties as directors. However, with the following exception: if a board member has completed on full year of service to the Board of Directors, at the annual meeting held in August or September, your term will be reviewed by the directors for a credit of one player fee (\$120) to be credited to your account for the next season.

Section 3.6. Indemnification of Directors.

Each member of the Board of Directors, whether or not then in office, shall be indemnified by the non-profit corporation against all costs and expenses reasonably incurred by or imposed upon him/her after adoption of these Bylaws in connection with any action, suit, or proceedings to which he/she is made a party by reason of his/her finally having been adjudged in such action, suit, or proceedings to have been negligent in the performance of his/her duties as such director or officer. The foregoing right to indemnity shall include reimbursement of the amounts and expenses paid in settling any such action, suit, or proceedings when settlement seems to be in the interest of the non-profit corporation. Thus section shall not apply to willful misconduct of a director.

Section 3.7. Term of Office.

All GHSA Board of Directors will serve for a term of two (2) years, in order to qualify for terms in Section 3.5. A qualifying term is from a members' induction at the annual meeting held in August/September through the next scheduled annual meeting the following year, or until their successor has been duly elected. There shall be no time limit to the number of terms that a director may serve.

**Article IV
Officers**

Section 4. Number.

The officers of the non-profit corporation shall be the Chair, Vice-Chair, Treasurer, and Secretary, each whom must have served on the Board for one term and/or shall be elected by a simple majority vote of the current Board of Directors.

Section 4.1. Election and Term of Office.

The officers of the non-profit corporation shall be elected for one (1) term by the Board of Directors at the annual meeting for members. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or his/her resignation.

Section 4.2. Chair.

The Chair shall be the principal office of the non-profit corporation and, subject to the direction and control of the Board of Directors, shall control the business and affairs of the non-profit corporation. He/she shall, when Chair, preside at all meetings of the members and the Board of Directors. He/she may sign, with the Business Manager, contracts and other instruments which the Board of Directors has authorized. The Chair shall in general perform all duties incident to the office of the Chair and other duties as may be prescribed by the Board of Directors. In addition, the Chair shall delegate those duties assigned to other officers or board members in the event the assigned person is unable to complete the task for any reason to ensure that assigned duties are completed as required.

Section 4.3. Vice-Chair.

In the absence of the Chair or in the event of his or her death or inability to act, the Vice-Chair shall perform duties of the Chair, and when so acting shall have all the power of and be subject to all the restrictions upon the Chair. In the absence of the Chair, the Vice-Chair may sign, with the Business Manager, any documents normally signed by the Chair, and perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

Section 4.4. Treasurer.

The Treasurer will prepare and present the annual budget at the January board meeting. Then each month for the rest of the year, the Treasurer will prepare a comparison of the budget with actual income/expenses. The Treasurer is also responsible to make sure all bills are paid on time and all reports except gaming are filed on time in conjunction with the Business Manager. The Treasurer will also categorize all income and expenses and turn the paperwork into the accountant in a timely manner so monthly reports can be prepared.

Section 4.5. Secretary.

The Secretary shall (a) keep the minutes of the meetings of the Members and the Board of Directors, in one or more books provided for that purpose, (b) see that all notices are timely given in accordance with the provisions of these Bylaws or as required by statute, (c) be custodian of the corporate records of the non-profit corporation, (d) keep a register of the address of all members, and (e) sign with the Chair, Vice-Chair, or Business Manager, contracts or other instruments, when properly authorized.

Section 4.6. Employees.

The Board of Directors may hire employees to operate the non-profit corporation and to perform those duties outlined above. If any GHSA Board member intends or later decides, to apply for a paid position within the organization, they must remove themselves from any discussion or vote associated with that position. At that point application, the board member applying must remove themselves as a voting member of the GHSA Board and have an alternate sit in their place. If any board member is hired for a paid position, they must immediately resign from the GHSA Board. If they are not hired, they may return to the GHSA Board as a voting member.

Section 4.7. Members in Charge of Gaming.

The member in charge plus the alternate are (a) required to apply for the yearly permit, (b) give the Treasurer all income and expenses paperwork or scanned copy thereof, and (c) take care of all Vendor and Operator requirements. Any member that handles this position for one term, may also qualify for one player fee (\$120) to be credited towards their next season player fee.

Article V

Contracts, Loans, and Checks

Section 5. Contracts.

The Board of Directors may authorize in writing any officer or agent to enter any contract or execute and deliver any instrument in the name of or on the behalf of the non-profit corporation. Absent express direction from the Board of Directors, the Chair shall sign all contracts of the non-profit corporation.

Section 5.1. Checks and Drafts.

Two authorized officers shall sign all checks, drafts, or other evidence of indebtedness, except members in charge of gaming, if not officers can only be one of the signatures on a gaming check.

Section 5.2. Loans.

No loans shall be contracted on behalf of the non-profit corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

Section 5.3. Budget.

The Board of Directors shall develop and implement an annual budget by March 1 of each year.

Section 5.4. Preservation of Exemption.

The non-profit corporation shall enter into no contract or agreement and shall take no action which jeopardizes or may jeopardize the tax-exempt status of the non-profit corporation under Federal tax laws.

**Article VI
Protest Committee**

Section 6. Protest Board.

A protest submitted by a member of GHSA shall have a minimum of 3 members to form a protest committee and shall have the original jurisdiction in all protest hearings. The District Commissioner will serve as the Chair of the District Protest Board. The other two members shall be the local Umpire in Charge (UIC) and one member of the Board of Directors.

Section 6.1. Authority.

Protest Board will rule on all protests submitted in accordance with Alaska State Code and the rules and regulations of USA Softball.

Section 6.2. Procedure.

In preferring charges under 6. of this section, the complainant shall submit their protest in writing, to the District Commissioner. All charges shall be dealt with according to the rules of USA Softball.

Section 6.3. Appeals.

All decisions made by the Protest Board may be appealed in writing to the State Commissioner.

**Article VII
Classifications**

Section 7. Purpose.

The Board of Directors will convene for early season and mid-season reclassification to evaluate, classify, and review team competitive levels according to the classification guidelines.

Section 7.1. Meeting.

The Board will meet between June 10 and the June 20 of each year to consider reclassification of teams based on current league and tournament results for that year. Teams affected will be notified no later than July 1 of each year.

Section 7.2. Authority.

The Board of Directors and the Fairbanks Player Rep, in determining proper athletic proficiency for teams, shall be limited to overall comparison of all teams within the state. At the association level, we shall have the authority and responsibility to act on the following:

1. Classify players and teams prior to the beginning of regular season play based on past performance and current season roster.
2. Review players and teams during season play for possible reclassification by June 20.
3. Hear properly filed appeals of players and teams on their classification by the appropriate USA Softball deadline.
4. Develop additional guidelines and regulations as the need arises.
5. All classification decisions shall be subject to the approval of the State Commissioner.

Section 7.3. Classification Guidelines Purpose.

To establish rules and guidelines for the classification of teams and players for tournament and championship competition.

Section 7.4. Objectives.

1. To attain in an equitable manner, classification of teams at their respective level of athletic proficiency for the various levels of tournaments and championship play conducted by ASA associations.
2. It is the goal of the classification system to promote teams to the level of play where the team is reasonably competitive.

Section 7.5. Authority and General Provisional Guidelines.

The classification guidelines as approved by USA Softball of Alaska shall be the basic structure for team classification at the association level. General provisional guidelines:

1. New Teams- It is the responsibility of the Fairbanks Player Rep to classify a new team to the appropriate level of play.
2. Re-Formed Teams- Teams that re-form, in order to avoid upward reclassification, must have fewer than four (4) players from a previous years' roster or a combination of fewer than four (4) players from any reclassified teams of the same level in order to be considered as a new team. Addition of players from higher classified teams will be counted as one (1) player for each level they drop. For example, a "B" player dropping to a "D" team will count as two (2) players for the fewer than four (4) rules.
3. Men's players may only drop one (1) classification on their coed current or previous team or the highest level at the association level. Appeals may be directed to Fairbanks Player Rep and must be approved by the State Commissioner.
4. No more than two (2) Men's Comp players on a Coed B team and no more than one (1) Men's Comp player on a Coed C team. Exceptions must be put in writing to Fairbanks Player Rep and must be approved by State Commissioner.
5. A team reclassified for the upcoming season must participate in at least two (2) tournaments in that season prior to July 29 before they can request a declassification.
6. Teams may apply in writing to the Fairbanks Player Rep for declassification, but not before June 20.

Article VIII Eligibility

Section 8. Eligibility.

1. A player may play in any State or Metro association during the current year.
2. A player who is rostered in more than one (1) association may participate with only one (1) team during an invitational tournament.
3. A player may transfer only one (1) time from their original team. A second transfer will require two (2) week waiting period, a \$100 transfer fee, and a written request to the State Commissioner for approval to transfer again.

Article IX Disqualifications

Section 9. Acts of Disqualifications.

A player, coach, manager, umpire, team, or a member of GHSA may be disqualified up to one (1) year for any of the following:

1. Unsportsmanlike conduct.
2. Commission of fraud, such a knowingly playing under an assumed name, a coach or manager playing a player under an assumed name, falsifying an affidavit or roster, or giving false information to tournament officials.
3. Participating while knowing he/she does not meet the eligibility requirements of the association or USA Softball of Alaska.
4. Commission of any act while participating in ASA activities such as: failure to pay indebtedness, destruction of property, violation of state or local laws, or any other acts that are contrary to the objectives and purposes of USA Softball of Alaska.
5. Physically assaulting an umpire, game participant, or an official of the association. This applies to any player, manager, coach, sponsor, or anyone connected with an ASA team; also includes any umpire registered with the association.

A player, coach, manager, umpire, team, or member of GHSA may be disqualified up to two (2) years for any of the following:

1. Use of an altered bat defined by the official USA Softball Rules Book.

Section 9.1. Disqualification Procedures.

1. HEARING – The person(s) subject to suspension shall be entitled to a hearing before the District Commissioner and a committee of three (3) persons from the Board of Directors in whose are the violation took place.
2. NOTIFICATION – The individual(s) must be notified, in writing, of the time, place, and date of the hearing. Individual(s) is entitled to an alternate date, if, for good cause, the original date is not acceptable. Should the accused party fail to attend the hearing, the person conducting the hearing may proceed and take the evidence of those in attendance.
3. RULING – After the hearing the evidence, the person presiding at the hearing shall render a written decision within fourteen (14) days. The person(s) involved shall be advised, in writing, by the District Commissioner of the action taken. A copy of the ruling must be sent to the State Office.
4. RIGHT OF APPEAL – Any person(s) suspended from ASA and association play may appeal to the State Commissioner. Anyone wishing to appeal must notify the State Commissioner, in writing, within fifteen (15) days after mailing of the notice of disqualification. However, any person(s) suspended from USA Softball or our association play, shall remain in a suspended status pending appeal.
5. JURISDICTION – An individual shall cease to be eligible for all play conducted or sanctioned by ASA or GHSA while disqualified.
6. PENALTIES – Individual(s) may be disqualified for period of time at the discretion of his/her District Commissioner for violations outlined in Section 9 of this code, with the exception of the following acts of disqualification which require a minimum of one (1) year loss of eligibility:
 - a. Physical Violence
 - b. Commission of Fraud

Article X Amendments

Section 10.

Unless otherwise stated in these Bylaws, amendments to these Bylaws may be made by simple majority vote of the Board of Directors. Adoption of any amendments shall be provisional only until ratified by the members of the non-profit corporation. Proposed amendments shall be submitted to the board either; (a) 21 days prior to the annual meeting, or (b) 10 days prior to the March General Membership meeting. Amendments proposed prior to March meeting will be distributed to attendees at the March meeting and shall be acted upon at the April meeting. The Board of Directors shall provide one copy to all teams in the corporation.

Article XI Waiver of Notice

Section 11.

Whenever any notice is required to be given to any member or director of the non-profit corporation under the provisions of these Bylaws, a waiver of that notice, in writing signed by the person or persons entitled to such notice, whether made before or after the time stated in that notice, shall be deemed equivalent to the giving of such notice.

Article XII Dissolution

Section 12.

Upon dissolution of the organization, the Officers, shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all the assets of the organization exclusively for the purpose of the organization in such manner or to such organization or organizations organized and operated exclusively for charitable purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (c)

(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Officers shall determine.

Dated and Approved by the Board of Directors at Fairbanks, Alaska this day March 11 of 2019.



Chair – Kat Copeland

Approved and ratified by majority vote of the members present at the General Membership Meeting on this day March 11 of 2019.



Chair – Kat Copeland

Approved by the duly elected Board of Directors of Golden Heart Softball Association on this day March 11 of 2019.



Chair – Kat Copeland

Attest:

Secretary – Sherrie Plachinski