

DOUGLAS COUNTY GIRLS AND WOMEN'S SOFTBALL LEAGUE, INC
CONSTITUTION AND BY-LAWS
updated 12/03/2009 for the 2010 season

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Article 1 - Name

This organization shall be known as the Douglas County Girls and Women's Softball League Inc. hereinafter referred to as "Association".

Article 2 - Objective

The objective of the association is to provide a recreational softball program for girls between the ages of 3-20, whose primary permanent residence is in Douglas County. Girls from outside Douglas County will be accepted on a space permitting basis, in accordance with the provisions of playing rules (Eligibility). The ideals of good sportsmanship honesty and respect for authority will be promoted, as well as the development of athletic skill. In accordance with Section 501-c-(3) of the Federal Internal Revenue Code, the Association shall operate exclusively as a non-profit educational organization providing a supervised program of competitive recreational softball. No part of the net earnings of any of this program shall inure to the personal benefit of any Area Representative, Executive Board Member (County Officer), Committee Member, Team Member or other Member of the Association.

Article III - Membership

Section 1 - Eligibility

Full Membership in this Association is bestowed by virtue of membership in one of the following participating communities; Bill Arp, Douglasville (Hunter Park), Fairplay, Deerlick, and Winston (Post Road Park). Associate Team Membership may be granted on an annual basis to a team that is not part of the participating communities by applying to the Board and by the approval of the Board. Associate Teams must comply with all League rules and must pay applicable League Fees.

Section 1 (a) - Addition of Participating Communities An organization that wishes to become part of the League must submit an application to the League prior to the start of sign-ups for the upcoming season for acceptance by the Board. The requesting organization must have the necessary facilities (field, lights, restrooms, etc.) in order to host League games and must be prepared to offer teams in all age divisions. The application must have the names of the officers of the organization and names of the managers for the teams.

Section 1 (b) - Removal of Participating Communities A participating community that fails to attend 50% of meetings (regular, special and called) of the Board in one annual year can be removed from the League and will need to reapply per Article 3 section 1 paragraph (a).

Section 2 - Classes of Membership

Section 2 (a) - Regular Members: Any adult person who holds membership in any of the participating communities stipulated in Section 1 above. All Area Representatives, County Officers, Committee Members and Team Managers must have attained membership as provided in Section 1 above.

Section 2 (b) - Player Members: Any girls who has properly registered and been accepted to play softball out of one of the participating communities identified in Section 1 above.

Section 2 (c) - As used hereinafter, the word "Member" will mean a Regular Member unless otherwise stated.

Section 3 - Suspension or Termination of Membership

Section 3 (a) Membership of a Regular Member may be terminated by resignation or by the Association based on a judgment rendered by the Disciplinary Committee (Article 6, Section 2).

Section 3 (b) In case of a Player Member, written charges shall be presented to the Players' Area Representative, who will make every attempt to resolve the matter at the community level. In the event the Area Representative determines that the matter should be brought before the Board of Directors, the Board shall give notice to the Manager of the team of which the player is a member. Said Manager shall appear, in the capacity of an adviser, with the player before the Board of Directors, which shall have full power to either exonerate or suspend or revoke such player's right to future participation, based on impartial consideration of all evidence considered.

Article IV - Meetings

Section 1 - Annual Meeting

The Annual Meeting of the Association shall be held on or about the third week in September of each year, at a time and location to be designated by the Board, for the purpose of electing Executive Board Members, receiving reports, and for the transaction of such business as may properly come before the meeting. Notice of the Annual Meeting shall be delivered to each Board Member via mail through the U.S. Postal Service, e-mailed with appropriate address (with return receipt requested), via facsimile (FAX), hand delivered to the last recorded physical address or personal telephone call (not voice mail) at least ten (10) days in advance of the meeting. Each Area Representative will be responsible for notifying their membership of the time, date and location of this meeting.

Section 2 - Monthly Meeting of the Association

Regularly scheduled Association meetings shall be held during the months of January through May, and the months of October, November and December of each year, at a time and location designated by the Board of Directors, for the purpose of transacting any business as may properly come before the board. These meetings shall be held unless the Board votes to cancel a meeting in advance. Notice of each Monthly Meeting shall be given to all Board Members at the meeting that immediately precedes the next Monthly Meeting. If the date of next meeting is undetermined, notice of the meeting shall be given in the same manner as for the Annual Meeting (Article 4 Section 1) except that the notice must be given a least five (5) days in advance. All Members will be advised of these regularly scheduled meetings by the communities during the registration period each year. Each Area Representative will be responsible for notifying their Membership of the time, date and location of these meetings. If any Executive Board Member that misses two (2) consecutive meetings it will be considered a resignation.

Section 3 - Special Meeting

Special meetings of the Association may be called by the Board of Directors, the Secretary or President by their discretion or upon written request of a representative of the communities; the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Association. Notice of any Special Meeting shall be mailed through the U.S. postal Service, e-mailed with appropriate address (with return receipt requested for e-mail), faxed or hand delivered to each Board Member at the last recorded physical address, correct e-mail address, fax number or

personal phone call at least five (5) days in advance thereof. Each Area Representative will be responsible for notifying their membership of time, date and location of these meetings.

Section 4 - Quorum

The presence in person of Representatives that represent in excess of 50% of the participating communities plus two (2) Executive Board Members shall constitute a quorum.

Section 5 - Voting

Only Area Representatives (or previously designated alternates) shall be entitled to vote at any meeting of the Association. The voting will be one vote per participating community (see Article III, Section I). In order to pass a particular vote a majority in percentage must be achieved. Voting will be by show of hands. In case of a tie in the vote, the President or presiding Vice President will cast a vote to break the tie.

Approval of the Minutes of any Association Meeting shall be by majority vote of the Area Representatives when any minutes are submitted by the Secretary at an Association Meeting or by a unanimous acclamation via email by the Area Representatives when the Secretary submits the Minutes to the Area Representatives via email. Approval of the minutes as submitted by the Secretary via email to the Area Representatives will be assumed if there is no response to the Secretary or President from an Area Representative within 14 calendar days of the Minutes being submitted to the Area Representatives.

Section 6 - Rules of Order

Robert Rules of Order shall govern the proceeding of all meetings, except where same conflicts with the Constitution or By-Laws of the Association. All Motions made before the Association will be made by an Area Representative (or previously designated alternate). If a second to the motion is obtained by an Area Representative (or previously designated alternate), the Presiding Official shall allow reasonable discussion of the issue before calling for a vote. Discussion of any subject relevant to the Association by anyone other than a member of the Board of Directors will be allowed at the discretion of the Presiding Officer who may also impose a time limit on each discussion.

Article V - Board of Directors

Section 1 - General

The management of the property and affairs of the Association shall be vested in the Board of Directors. The Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors have been duly elected. Each Director shall submit a Background Check Form upon entering into office unless said director has one on file for the current year. Each Area Representative shall submit a Background Check form each subsequent year along with his/her communities coaches and each Executive Board Member shall also submit a Background Check form by the same due date as the Coaches.

Section 2 - Required Members

The Board of Directors shall include a President, Vice President (s), Secretary and Treasurer (Executive Board) and an Area Representative from each of the communities as listed in Article 3. The President and any other Executive Board Member cannot be an Area Representative from the fore mention communities.

Section 3 - Annual Election and Term of Office

At each annual meeting, the Area Representative (or previously designated alternates) shall determine the number of Executive Board Members to be elected for the ensuing year and shall elect such number of Executive Board Members. The number so fixed may be increased or decreased at any regular or special meeting of the Association, and if the number is increased, the additional Executive Board Member may be elected at the meeting at which the increase is voted, or at any subsequent meeting. All elections of Executive Board Members shall be by majority vote of all Area Representatives (or previously designated alternates) present. Outgoing Executive Board Members must turn in League Property and transfer all bank accounts within five (5) days Of the end of their term of office.

Section 4 - Executive Board Vacancies

If any vacancy occurs in an Executive Board Member position, by resignation, death or otherwise, it may be filled by appointment of the remaining members of the Executive Board with the appointee serving out the remainder of the unexpired term.

Section 5 - Meeting, Notice Quorum

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 the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of the Area Representatives of four(4) communities call for a special meeting of the Board. Notice of each meeting shall be given by the Secretary to each Board Member either by mail at least three (3) days before the time appointed for the meeting to the last recorded address of each Board Member, or by telephone or personal notice twenty-four hours preceding the meeting. In the case of special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

Section 6 - Duties and Powers

The Board of Directors shall have the power to appoint such standing and non-standing committees as it shall determine appropriate and to delegate such authority to them as the Board shall deem advisable and which it may properly delegate. The Membership shall receive at the annual meeting of the Association a report verified by the President, Treasurer and a Majority of the Board Members showing income and expenditures during the year immediately preceding.

Article VI - Committees

Section 1 - Auditing Committee

The Board of Directors shall appoint an Auditing Committee consisting of not less than three (3) nor more than seven (7) members, selected from those persons serving as Directors of the participating communities. The President, Treasurer or any other signatories of any bank account of the Douglas County Girls' Softball Association are ineligible to serve on this Committee. The Committee will review the Association's 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 secure the services of a Certified Public Accountant to accomplish such review.

Section 2 - Disciplinary Committee

Section 2 (a): The Disciplinary Committee shall be made up of the Board of Directors consisting of all participating communities and all Executive Board members. All Disciplinary Committee Members will be given equal vote during the hearing process.

Section 2 (b): All charges must be in writing and signed by the accuser (s) or Complainant (s) before the Disciplinary Committee meets. Section 2 (c) The Member involved shall be notified of a meeting of the Disciplinary Committee, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges and present any and all evidence of rebuttal and/or defense.

Section 2 (d): The Disciplinary Committee will consider all evidence presented by both parties and render an impartial judgment, by majority vote, in a situation where the conduct of an individual is considered detrimental to the best interests of the Association. Each Member will have an equal vote in the Disciplinary Action meeting.

Article VII - Board of Directors, Duties and Powers

Section 1 - President

The President shall:

- (a) Provide leadership and direction to the organization in accordance with the By-Laws.
- (b) Preside at all meetings of the Association and Board of Directors.
- (c) Be secondary signatory on bank accounts of the Association.
- (d) Other duties as mandated by the Board of Directors.

Section 2 - Vice Presidents

In case of the absence or disability of the President, and provided he/she is so authorized by the President to so act, the Vice Presidents 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 from time to time may be assigned by the Board of Directors or by the President. The Vice Presidents shall be listed in order of rank from 1,2,3 and so on depending on the number of appointments by the Association. The ranking will determine the order of appointment to preside in case of absence of President.

Section 3 - Secretary

The Secretary shall:

- (a) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of the Secretary or as may be assigned by the Board of Directors.
- (b) Be responsible for recording the activities of the Association and maintain appropriate files, mailing lists and necessary records.
- (c) Maintain a list of all Board Members, Directors and Committee Members and give notice of all meetings of the Association, the Board of Directors and Committees.
- (d) Keep the minutes of Meeting of the Association and the Board of Directors and cause them to be recorded in a book kept for that purpose.
- (e) Conduct all correspondence not otherwise specifically delegated in connection with said meetings.

Section 4 - Treasurer

The Treasurer shall:

- (a) 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.
- (b) Receive all monies and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all monies of the Association, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors.
- (d) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the annual meeting.
- (e) Submit financial status of the Association to the general membership at the Annual Meeting and give the Board of Directors a statement and a copy of the monthly bank statement at each monthly meeting or to the Board of Directors upon request.

Section 5 - Area Representative

Each Area Representative shall:

- (a) Conduct registration for their community.
- (b) Conduct necessary tryouts and drafts for their community.
- (c) Attend all Association meetings as representative of their community or ensure that a previously designated alternate attends in their place.
- (d) Attend at least one game of each team from their community to monitor the conduct of all the coaches.
- (e) Receive all complaints from parents about a Coach and discuss the same with the parents involved. Refer complaint to Board of Directors when necessary.
- (f) Notifying County Scheduler of all rained out games.

Section 6 - County Scheduler

The County Scheduler shall:

- (a) Schedule all league games and distribute to Area Representatives.
- (b) Reschedule all rainouts and notify the Umpire-In-Chief of cancellations.
- (c) Prepare End of Season County Tournament brackets and schedule all games.
- (d) The County Scheduler shall be eligible for payment for the services rendered as the County Scheduler at the pleasure of the Board of Directors.

Section 7 – Umpire-In-Chief

The Board of directors shall have a written contract for umpires on an annual or bi-annual basis. If no umpire organization can be found to handle the entire league the Board shall obtain written contracts with additional umpire organizations in order to cover all games. The head of the Organization that has the largest number of umpires shall be the Umpire-in-Chief (UIC) for the League for the duration of the contract. The UIC's primary responsibility is umpire coverage at all League Games and that all umpires are trained and qualified. The Board will deliver to the UIC a copy of the League's Rules and the UIC shall ensure that all umpires understand the League's Rules

Article VIII - Coaches and Umpires

Section 1 - Manager/Head Coaches

Team Managers/Head Coaches will be appointed or elected on annual basis in accordance with the By-Laws of the respective participating communities. All team managers/head coaches shall maintain an NYSCA Certification in Softball

Section 2 - Assistant Coaches

Assistant coaches will be selected on an annual basis in accordance with the By-Laws of the respective communities. Each team's primary assistant coach shall maintain an NYSCA Certification in Softball.

Section 3 - Umpires

Umpires will be engaged by the organization contracted by the Board. No umpire who is also a Head Coach or Assistant Coach may umpire in the age group in which they coach or in which they have a child playing. No other Member or Parent may umpire in the age group in which they have a child playing. Any complaint on an umpire shall be given, in writing, to the appropriate Area Representative, to be turned into the Board, with a copy going to the Umpire-In-Chief. All umpires shall submit a Background Check Form to the Umpire-In-Chief, who will submit the forms to the League President prior to the start of League Play. All umpires shall attend the annual Managers/Coaches Meeting prior to the start of the spring season. All umpires shall obtain and maintain an NYSOA Certification in Softball or other certification that provides liability insurance for the umpire.

Article IX - Tournaments

Section 1 - Scheduling of Tournaments by Participating Communities

Any participating community wishing to hold a tournament or tournaments will be required to submit the date (s) desired for the event (s), as well as alternate date (s). These dates must be turned in to the Board of Directors no later than December 28 of each year. In the event that two or more communities wish to schedule a tournament for the same first choice date and are unable to resolve their conflict, the involved communities will, on December 28, be placed in a drawing. The name of the community drawn from that hat will have first choice for the date in question. This process will be continued for the second community drawn until there is only one community left in the hat. No community shall schedule/host a tournament during the same week as the Douglas County Season Ending Tournament. The only exception to this rule will be in the case of a community holding a tournament which does not include both Fast Pitch and Slow Pitch. In this case, a community may hold a Fast Pitch only Tournament if another community is only including Slow Pitch in their tournament and vice versa, this does not apply for Season Ending Tournament. No communities will intentionally compete with another community's annual fundraising tournament.

Article X - Financial and Accounting

Section 1

The Board of Directors shall decide all matters pertaining to the finances of the Association and it shall place all income into a common treasury, directing the expenditure of same in such manner as will give no individual team an advantage over those in competition with such individual team. No purchases over \$250.00 will be

authorized or made by an individual without knowledge and consent of the majority of the voting members of Board of Directors.

Section 2

The Board shall not permit the disbursement of Association funds for other than the conduct of Association activities in accordance with the rules and policies of the Association. No bank account of this Association shall be used by any participating community or other individual for the purpose of tax write-offs or donations received specifically for the benefit of a participating community. If a donor requests that their donation be tax deductible, this should be addressed by the community involved and not by this Association. This provision will not be applicable to Douglas County All Star teams sponsored by the Association.

Section 3

No Executive Board Member, Area Representative, Committee Member, Manager/Head Coach or other Member of the Association shall receive, directly or indirectly, any salary, compensation or emolument from the Association for services rendered as County Officer, Area Representative, Committee Member, Manager or Member.

Section 4

All monies received shall be deposited to the credit of the Association in the Douglas County Bank and all disbursements shall be made by check. All checks shall be signed by the Association Treasurer and the President or such other officer or officers or person or persons as the Board of Directors shall determine.

Section 5

All fees paid by the Communities for the operation of the League will be based on the number of Teams in the season that the expenses are incurred. All refunds of fees to the Communities will be based on the number of Teams in the season that the refundable funds were collected.

Section 6

The fiscal year of the Association shall begin on the first day of October and shall end on the last day of September.

Section 7

Upon dissolution of the Association and after all other debts and claims have been satisfied, the Board of Directors shall direct the remaining monies or property of the Association to another Federally incorporated entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501 (c) (3) of the Internal Revenue Code or any future corresponding provision.

Article XI - Amendments

Section 1

Any amendments or changes to this Constitution, By-Laws and/or Rules and Regulations will be presented in writing at the October meeting of the Board of Directors each year. Any such amendments must be made

during October and in any event completed by December 31 of each year. A majority vote by the voting members of the Board will be required for any amendments or changes. Voting will be as stipulated in Article 4 Section 5.

Section 2

After December 31, any amendments or changes to the By-Laws deemed absolutely necessary must be submitted by an Area Representative, in writing to the President or Secretary of the Board of Directors, a minimum of fourteen (14) days prior to a corresponding motion being made at a meeting of the Board of Directors. A two-thirds (2/3) vote by the voting members of the Board will be required for any amendments or changes after December 31. Voting will be as stipulated in Article 4 Section 5.