

**BYLAWS  
of the  
POWAY GIRLS SOFTBALL LEAGUE, INC.  
A California Nonprofit Public Benefit Corporation**

**ARTICLE 1. THE CORPORATION**

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

Section 1.2 Purpose. The purpose of the League is to provide the girls of the City of Poway and those within the boundaries of the Poway Unified School District (herein called "Participants") a recreational and competitive environment of organized sports in which they 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 shall be located at such a place within the City of Poway as the Board shall determine. The League's principal place of business is the Aubrey Park 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, 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. If the case of an objection a majority vote of the Board shall be required for acceptance.

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 Membership. The 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 all members of the Board. The Member shall have the right to a hearing before the Board. Member shall be notified of termination by the League President via telephone, 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 an Appointed Board as defined within these Bylaws. The Board shall be Members in good standing with the League and shall number nineteen (19).

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 elected annually as specified within these Bylaws. The Officers shall include the President, Vice-President, Secretary, Treasurer, and Player Agent. Members of the Executive Board shall not be related to each other and may participate in coaching duties as outlined in the League's Rules and Regulations. The Executive Board shall exercise or delegate any powers not specifically addressed within these Bylaws or any other such powers specifically granted them by the Board.

Section 3.1.2 Appointed Board. The Appointed Board (herein also called the "Directors") shall consist of fourteen (14) Directors described in Article 5 and appointed by the Executive Board. These positions shall include the Director of Umpires, Equipment Director, Field Director, Publicity Director, Concessions Director, Website Director, the five (5) Division Directors, Uniform Director, Publicity Director, Sponsorship Director and the Chairpersons of the three (3) Auxiliary Committees described in Article 7. The Appointed 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.

Section 3.1.3 Auxiliary Board. The Auxiliary Board shall consist of Members appointed by the Executive Board 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.

Section 3.2 Powers and Limitations. Subject to limitations of the laws of the State of California and the City of Poway, 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 Officers of the League shall deposit the funds of the League. The Board shall also designate the manner in which checks on the banks accounts shall be signed and endorsed.

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 before the start of the League's fiscal year on October 1<sup>st</sup>.

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, Winterball, and Travel 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 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 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 must 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 and write in candidates will not be accepted. 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 according to 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 appointed and 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 August 1 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.

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 playing complex or at any team function.
- i. Behavior displaying a lack of moral character.
- j. Any ejection from a game involving a PGSL team.
- k. Blatant, purposeful, or multiple violations of the PGSL or ASA rules or any other behavior that reflects poorly on PGSL.

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 may include an oral or 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 Board. 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 Appointed 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 may be filled by a recommendation made by the Executive Board to 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 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 are in agreement with the stated purpose of the League.

Section 4.1.1 The President shall act as the primary representative of the League to the American Softball Association, the Poway Parks and Recreation Department, the Poway Youth Sports Association, and to the community at large.

Section 4.1.2 The President 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 The President 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 The President shall see that all duties of all Officers, Directors, committees, and other League employees are properly performed.

Section 4.1.5 The President shall be an ex-officio member of all committees.

Section 4.1.6 The President shall appoint such committees as are deemed necessary.

Section 4.1.7 The President 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 The President shall serve as the League's Annual Tournament Director or appoint a designee to serve in that capacity..

Section 4.1.9 The President shall have other such powers as may be prescribed by the Board.

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 The Vice President shall chair the Rules and Regulations Committee.

Section 4.2.2 The Vice President shall chair the Protest Committee.

Section 4.2.3 The Vice President shall have other such powers as may be prescribed by the President or the Board of Directors.

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 The Secretary 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 The Secretary 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 The Secretary shall select and secure meeting locations, prepare and distribute the agenda, and make proper notification for all meetings.

Section 4.3.4 The Secretary shall keep all voting records of the Board and the General Membership.

Section 4.3.5 The Secretary shall maintain the official calendar for the League's activities.

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 The Treasurer 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 The Treasurer shall prepare and deliver monthly and other financial reports in electronic format to the Secretary for inclusion in the minutes.

Section 4.4.3 The Treasurer 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.

Section 4.4.4 The Treasurer shall receive, collect, and deposit all monies from all functions such as registrations, concessions, sponsorship, fundraising, returned checks, and all other incomes.

Section 4.4.5 The Treasurer 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 appointed by the Executive Board.

Section 4.4.6 The Treasurer shall chair the Budget Committee and serve as the Tournament Treasurer.

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 The Player Agent shall direct and coordinate all league registration activities in accordance with the League's eligibility rules.

Section 4.5.2 The Player Agent shall maintain a complete and current file of all player information, registration forms, and birth certificates. 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 The Player Agent shall provide the Division Directors with player evaluation forms for player assessment purposes or tryouts.

Section 4.5.4 The Player Agent shall assist the Division Directors during the player assignment or draft process.

Section 4.5.5 The Player Agent shall handle, with the appropriate Division Director, all player reassignments, late registrations, or player shortages.

## **ARTICLE 5. THE DIRECTORS**

Section 5.1 Division Directors. It shall be the duty of the Division Directors to conduct all administrative and operational matters pertaining to the division(s) to which they are assigned. There shall be five (5) Division Directors, one (1) each representing the T-Ball Division, Rookie Division, Division 1, Division 2, and Divisions 3/4.

Section 5.1.1 Division Directors shall not be appointed to a division in which they are coaching or in which they have a participating daughter or other family member.

Section 5.1.2 Division Directors shall oversee the tryouts or player evaluations for their division.

Section 5.1.3 Division Directors shall conduct the player assignment or draft process for their division.

Section 5.1.4 Division Directors shall assist the Player Agent with all player reassignments, late registrations, or player shortages within their division.

Section 5.1.5 Division Directors shall handle all complaints, problems, and other administrative issues within their divisions to the extent of their abilities and powers and in accordance with the League's Rules and Regulations.

Section 5.1.6 Division Directors shall be members of the Coaching and Training Committee.

Section 5.1.7 Division Directors shall be responsible for ensuring game standings are forwarded to the Website Manager.

Section 5.2 Director of Umpires. It shall be the duty of the Director of Umpires to schedule umpires for all League games and events.

Section 5.2.1 The Director of Umpires shall 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 5.2.2 The Director of Umpires shall ensure that all League umpires receive appropriate training.

Section 5.2.3 The Director of Umpires shall evaluate the performance of all League umpires and monitor the performance of contracted umpires.

Section 5.2.4 The Director of Umpires shall work with the Tournament and Events Committee to provide umpires at all tournaments which the League is conducting.

Section 5.2.5 The Director of Umpires shall be a member of the Protest Committee and Rules Committee.

Section 5.3 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 5.3.1 The Equipment Director shall provide the Treasurer with an equipment budget for the upcoming fiscal year.

Section 5.3.2 The Equipment Director shall procure the equipment within the budgeted amount and in a competitive manner as to secure the best pricing and service.

Section 5.3.3 The Equipment Director 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 5.3.4 The Equipment Director shall maintain the equipment in serviceable condition and assure that said equipment is in compliance with ASA specifications and standards of safety.

Section 5.3.5 The Equipment Director shall distribute and collect the equipment from coaches while keeping strict accountability of the assignees and the equipment they have been assigned.

Section 5.4 Publicity Director. It shall be the duty of the Publicity Director to publicize the activities of the League through the local media or other suitable methods. All material intended for public release shall be reviewed by the President.

Section 5.4.1 The Publicity Director shall 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 5.4.2 The Publicity Director shall 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 5.4.3 The Publicity Director shall publicize the final League standings as well as any individual, team, and League achievements to the local media.

Section 5.4.4 The Publicity Director shall work with the Tournament and Events Committee to publicize all tournaments and other special events in which the League is participating or conducting. The Publicity Director shall also produce the programs accompanying these special events.

Section 5.4.5 The Publicity Director shall work closely with the Website Manager to ensure that all information pertinent to the League's membership and the public is located on the League's website.

Section 5.5 Field Director. It shall be the duty of the Field Director to schedule and maintain the League's fields, facilities, and related equipment.

Section 5.5.1 The Field Director shall provide the Treasurer with a facilities budget for the upcoming fiscal year.

Section 5.5.2 The Field Director shall obtain authorizations from the City of Poway and the Poway Unified School District to use the fields and facilities needed to conduct all League functions.

Section 5.5.3 The Field Director 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 5.5.4 The Field Director shall 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.

Section 5.5.5 The Field Director shall coordinate all schedule changes with the Coaches, Division Directors, Website Manager, and the Director of Umpires.

Section 5.5.6 The Field Director shall work with the Tournament and Events Committee to arrange for, prepare, and maintain fields and facilities for all tournaments and other special events in which the League is participating or conducting.

Section 5.6 Concessions Director. It shall be the duty of the Concessions Director to operate and maintain the League's concession stand.

Section 5.6.1 The Concessions Director shall provide the Treasurer with a concessions budget for the upcoming fiscal year.

Section 5.6.2 The Concessions Director shall determine what sale articles and prices will be offered, purchase all food, drinks, and supplies for the concession stand.

Section 5.6.3 The Concessions Director shall schedule all volunteer workers assigned to the concession stand.

Section 5.6.4 The Concessions Director shall maintain records of sales and expenses and provide such data to the Treasurer on a regular basis.

Section 5.6.5 The Concessions Director shall maintain all concession stand equipment and facilities in good working order.

Section 5.6.6 The Concessions Director shall work with the Tournament and Events Committee to operate the concession stand for all tournaments and other special events in which the League is participating or conducting.

Section 5.7 Website Director. It shall be the duty of the Website Director to monitor and maintain all information that exists on the League's website.

Section 5.7.1 The Website Director shall maintain the current League website and preserve the internet presence of the League through the League's domain name and website address.

Section 5.7.2 The Website Director shall also serve as Head Scorekeeper.

Section 5.7.2.1 The Head Scorekeeper shall train team scorekeepers to keep and report scores of games.

Section 5.7.2.2 The Head Scorekeeper shall ensure that scores and standings are recorded and published on the website and submitted to the Publicity Director for publication in the local media.

Section 5.7.3 The Website Director shall post to the website all League documents, forms, announcements, schedules, scores, standings, and other information as directed by the Board.

Section 5.7.4 The Website Director shall, at the direction of the Board, create or otherwise arrange for, online registration for both League and tournament participation.

Section 5.8 Awards and Pictures Director. It shall be the duty of the Awards and Pictures Director to plan and organize all awards and recognition programs and picture taking activities.

Section 5.8.1 The Awards and Pictures Director shall submit a budget for all of the activities associated with the duties and responsibilities of this position.

Section 5.8.2 The Awards and Pictures Director shall be responsible for planning and organizing Picture Day including the procurement of the vendor and package approval.

Section 5.8.3 The Awards and Pictures Director shall select and procure trophies or other awards for the League's participants in accordance with the policies adopted by the Board.

Section 5.8.4 The Awards and Pictures Director shall also procure all awards and pictures for other PGSL functions, tournaments, ceremonies, etc. as directed by the Board of Directors.

Section 5.9 Auxiliary Committee Chairmen. It shall be the duty of the Auxiliary Committee Chairmen to conduct all business pertaining to the committee to which they are assigned. There shall be three (3) auxiliary committees the positions and duties of which are described in Article 7 of these bylaws.

## **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 two (2) individuals appointed by the Executive Board, the Vice-President, the Director of Umpires, and a representative of the Coaching and Training Committee. The Chairman shall be the Vice President.

Section 6.1.1 The Committee 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 The Committee shall interpret existing rules and regulations of the League, as long as such interpretation does not involve an official protest.

Section 6.1.3 The Committee shall meet on a regular basis, no less than monthly, 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 Committee shall be provided information on any and all protests filed during the season and shall provide two members to serve on every protest committee called for service.

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 five (5) Division Directors. The Chairman shall be selected by the Committee Members at their first meeting.

Section 6.2.1 The Committee shall recommend to the Board for approval a coaches roster for each division and shall notify said coaches of their selection.

Section 6.2.2 The Committee shall conduct training for 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 The Committee shall investigate any Member complaint made in writing to the League. The Committee shall also recommend any warranted disciplinary action or removal to the Board and fill any coaching vacancies that may arise.

Section 6.2.4 The Committee shall select a representative to serve on the Board's Rules and Regulations Committee.

Section 6.2.5 The Committee shall meet on a regular basis, no less than monthly, throughout the year.

Section 6.3 Protest Committee. It shall be the duty of the Protest Committee to review and rule on all protests properly filed with the League as specified in the League's Rules and Regulations. The Committee shall consist of the Vice President, the Director or Assistant Director of Umpires, two (2) members of the Rules and Regulations Committee, and the Division Director for the division in which the protest was filed. Members shall be appointed by the President at the time the protest is properly filed with Members that do not create a conflict of interest. The Chairman shall be the Vice President.

Section 6.4 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 6.4.1 The Committee shall present an annual budget of planned revenues and expenditures for the upcoming year to the Board for approval during the October meeting.

Section 6.4.2 The Committee shall regularly review the budget throughout the fiscal year and recommend changes in the operating budget.

Section 6.4.3 The Committee shall recommend any changes in registration or other fees charged by the League to its Members.

Section 6.4.4 The Committee 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.

## **ARTICLE 7. AUXILIARY COMMITTEES**

Section 7.1 Activities and Services Committee. It shall be the duty of the Activities and Services Committee to support the League's activities in providing a number of special services described below. Members of the Committee shall consist of the Chairman and four (4) individuals all appointed by the Executive Board.

Section 7.1.1 The Committee shall provide the Treasurer with a budget of expenses for the upcoming fiscal year.

Section 7.1.2 The Committee 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 7.1.3 The Committee shall select a Team Parent Coordinator to meet with team parents from each of the teams in order to coordinate volunteer help for various League needs.

Section 7.1.4 The Committee shall meet on a regular basis, at least monthly, and submit their committee reports to the Secretary.

Section 7.1.5 The Committee shall provide other such help and assistance as is needed by League and directed by the Board.

Section 7.2 Sponsorship and Fundraising Committee. It shall be the duty of the Sponsorship and Fundraising Committee to solicit sponsors and conduct fundraisers on the League's behalf. Members of the Committee shall consist of the Chairman and four (4) individuals all appointed by the Executive Board.

Section 7.2.1 The Committee shall provide the Treasurer with a budget of revenues and expenses for the upcoming fiscal year.

Section 7.2.2 The Committee shall 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 7.2.3 The Committee shall 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 7.2.4 The Committee shall propose fundraising activities to the Board for approval and shall conduct such fundraisers in accordance with the policies adopted by the Board.

Section 7.2.5 The Committee shall 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 7.2.6 The Committee shall meet on a regular basis, at least monthly, and submit their committee reports to the Secretary.

Section 7.3 Tournament and Events Committee. It shall be the duty of the Tournament and Events Committee to plan, organize, and implement all tournaments and special events hosted by the League. Members of the Committee shall consist of the Chairman and four (4) individuals all appointed by the Executive Board. The Chairman shall serve as the Tournament Co-Director.

Section 7.3.1 The Committee shall provide the Treasurer with a budget of revenues and expenses for the upcoming fiscal year.

Section 7.3.2 The Committee shall plan and implement all special events conducted by the League which shall include, but not be limited to, tournaments hosted by the League, opening ceremonies, closing ceremonies, and other events.

Section 7.3.3 The Committee shall work with the President, the Equipment Director, the Field Director, the Director of Umpires, the Publicity Director, the Concessions Director, the Activities and Services Committee, and the Sponsorship and Fundraising Committee in planning, organizing, and executing the League's special events.

Section 7.3.4 The Committee 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 7.3.5 The Committee shall begin planning the Poway Heat Classic All Star Tournament in October and present to the Board for approval a complete plan for the tournament at the April meeting.

Section 7.3.6 The Committee shall meet on a regular basis, at least monthly, and submit their committee reports to the Secretary.

Section 7.4 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. MEETINGS**

Section 8.1 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 8.2 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. A quorum is constituted by the Members attending the meeting regardless of their number.

Section 8.3 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 8.4 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 8.5 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 8.6 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 9. INDEMNIFICATION AND INSURANCE**

Section 9.1 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 9.2 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 10. AMENDMENTS**

These Bylaws or the Articles of Incorporation may be amended by a two-thirds vote of the membership present at any duly called meeting of the General Membership. 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 prior to the general meeting. Upon approval of the Board, the amendments may be presented to the General Membership for approval. Advance notice that amendments to the Bylaws are under consideration must accompany the meeting notice issued to the 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 General Membership Meeting of the League on the 16<sup>th</sup> day of November, 2006.

ATTESTED TO ON THE 15<sup>TH</sup> DAY OF DECEMBER, 2006:

Rick Ferris, President

David White, Vice President

Russell Fett, Treasurer

Catherine Shifflet, Player Agent

Laura Atkinson, Secretary