

# **Bylaws of Schuylkill Valley Girls Softball Association, Inc.**

As adopted on April 14, 2016

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# ***Schuylkill Valley Girls Softball Association, Inc.***

## **Bylaws**

*(as adopted on April 14, 2016)*

### ***Article I – Name and Affiliation***

#### **1.1 Name**

This organization shall be known as Schuylkill Valley Girls Softball Association, Inc., hereafter referred to as the “Corporation”.

#### **1.2 Affiliation**

The Corporation shall be affiliated with Berks County Girls Softball League (BCGSL) and Amateur Softball Association (ASA).

### ***Article II –Objective***

#### **2.1 Objective**

The objective of this Corporation is to establish organized amateur softball with ultimate objectives of social, physical, mental, and moral development of girls aged 4 to 18 years. A program of friendly competition with the goal of educating players about sportsmanship, teamwork, fellowship, courtesy, discipline, and integrity will be established.

### ***Article III – Location***

#### **3.1 Location**

The registered office of this Corporation in the State of Pennsylvania shall be in the City of Leesport, County of Berks. The Corporation may have such other offices, either within or without the State of Pennsylvania, as the Board of Directors may determine. The registered office of the Corporation shall be maintained in the State of Pennsylvania at all times and shall be changed only upon the action of the Board of Directors.

## ***Article IV – Membership and Voting***

### **4.1 Corporation Membership**

All girls meeting the requirements of age and residence set forth in the bylaws of the Corporation, or any participating adults or parents of Corporation players, shall be eligible for membership. Individuals who do not meet all requirements, and are interested in obtaining membership, can be given membership through a vote by the Board of Directors. Each case will be looked at while keeping the goals, values, needs, etc. of the Corporation in mind.

### **4.2 Elections**

Any adult who is a Corporation member shall have one (1) vote in the election process for positions of Board members.

### **4.3 Voting**

Other than elections, the Corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the Corporation shall be defined by statute and by these bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation. All Corporation members will have the right to be involved with the decisions being made, their input will be noted and heard by members of the Board of Directors, but the Board of Directors will only cast votes.

### **4.4 Board Member Eligibility**

Parents/guardians of current players are eligible to be board members. They must have attended a minimum of 4 monthly board meetings since the previous election. They must be nominated by any active member of the association. They must be nominated at either the September or October monthly meeting. Exceptions can be made, but only with approval by the Board of Directors.

If an individual does not meet these requirements, but would like to be considered as a potential candidate for a board position, a written request must be given to the Board of Directors, no later than the October meeting, and then the current Board will vote to approve or deny said request. Each case will be looked at while keeping the goals, values, needs, etc. of the Corporation in mind. These individuals also must be actively involved with the Corporation and its events, teams, etc. throughout their term and must have a prior record of positive involvement in the Corporation.

## ***Article V – Board of Directors and Officers***

### **5.1 Officers**

The Officers of this Corporation shall be elected by majority vote. The positions of office shall include: President, Vice President, Secretary, Treasurer, and 1 Member at Large.

### **5.2 Term**

Our Directors will be elected to a one year term. Each director shall hold office until his/her term expires and a successor has been elected and qualified. Yearly elections are held in November to determine the Corporation's new Board of Directors. Terms run from December to November.

### **5.3 Board Positions**

The Board of Directors shall consist of the above-mentioned Officers. It shall be the duty of the elected Officers to appoint qualified people for other positions as necessary for the operation of the Corporation. The duties of the Officers, which can be shared or reallocated to other board members or committee members as the Board of Directors sees fit, shall include, but not be limited to, the following:

#### ***5.3.1 President***

- Preside at all meetings of the Corporation.
- Conduct the affairs of the Corporation and execute the policies as established by the Corporation's bylaws.
- Investigate complaints, irregularities, and conditions detrimental to the Corporation and report thereon to the Board of Directors as necessary.
- Procure team and Corporation insurance.
- Secure vendors and order all supplies and equipment per budget allocations.
- Make final approval of all coach applicants.
- Shall have authority to take immediate disciplinary action against any Coach, Manager, or Corporation member for any serious violations of these bylaws as determined by the Board of Directors.

#### ***5.3.2 Vice President***

- Shall act as an aide to the President.
- Coordinate the recruitment and selection of managers and coaches.
- Shall be in charge of election of officers for the new Board.
- Responsible for player and coach development and in such capacity shall arrange clinics for players, coaches, and/or administrative personnel as determined by the Board of Directors.

- Recognize that the Corporation must remain in a constant state of revitalization and growth and shall ensure a constant flow of information to the Board to identify and address weak areas of player development.
- Responsible for activities concerning the registration process.
- Responsible for securing practice facilities.

### **5.3.3 Secretary**

- Act as an aide to the President.
- Maintain the Corporation's bylaws.
- Responsible for all publicity-related activities including, but not limited to, newsletters, placement of information in local newspapers and school newsletters.
- Absent a fundraiser position, shall be responsible for fundraising and sponsors.
- Maintain records of business transacted at each meeting and provide a copy of the minutes to the Board members at the next regularly-scheduled meeting.
- Responsible for recording the activities of the Corporation and maintain appropriate files, mailing lists, and necessary records.
- Supervise team pictures.
- Secure lodging and other needs required for team travel.
- Conduct all Corporation correspondences not otherwise specifically delegated and shall be responsible for carrying out all orders, votes, and other resolutions that are not otherwise committed.
- Maintain a running history of the Corporation.

### **5.3.4 Treasurer**

- Shall receive and distribute all funds of the Corporation as authorized by the Board.
- Shall keep financial records.
- Prepare a monthly report of all financial transactions.
- Shall be responsible for all fundraising activity including, but not limited to, any and all fundraising programs and sponsorships.
- Locate and secure sponsorships and grants from individuals and businesses.
- Shall be responsible for prompt payment of Corporation insurance bills.
- Shall maintain a running history of the Corporation's financial records.
- Shall create and maintain a budget for all Corporation expenses.

### **5.3.5 Advisor to the Board**

- Responsibilities will be defined at the discretion of the Board of Directors.

### **5.3.6 Other Positions**

- Other Board of Director positions can be added at any time if deemed necessary.

## **5.4 Election of Officers**

If needed, in November of each year, the President will call a meeting with the members to elect new Officers. New Officers will be determined by a majority vote. Results of the voting will be announced on the Corporation's web site. Nominations will be accepted during the September and October meetings. Nominations must be made by the October monthly meeting. Special exceptions can be made, but only by approval by the Board of Directors.

## **5.5 Disciplinary Action**

Disciplinary action against a Board Officer, coach, manager, or Corporation member will only be considered if a written request is presented to the Board at least one week prior to a scheduled Board meeting. Written notice of impending action, or any action taken by the President, must be given to the charged individual and Board members prior to the Board meeting at which time the action will be discussed. The charged individual will be allowed to speak on his/her behalf at the Board meeting. Final discipline or removal from a position requires a two-thirds vote of the attending Board members.

## **5.6 Vacancies**

Vacancies occurring in elected offices before the expiration of the term shall be appointed by the President with the approval of a two-thirds vote of the remaining Board.

## ***Article VI – Meetings***

### **6.1 Annual Meeting**

An Annual Meeting, held in November, will be held for the purpose of conducting the election of Officers. If any positions are not filled after the election, the newly elected Board of Directors may fill these positions by appointment as they see fit.

### **6.2 Notice of Meeting**

At least seven (7) days in advance of each Board meeting, notice of the meeting shall be given to the members in such a form as authorized by the Board. The Corporation has monthly meetings on the second Thursday of each month.



### **6.3 Special Meetings**

Special meetings may be called by the Board or the President at their discretion. Upon written request of at least five (5) Corporation members, the President shall call a special meeting to consider a specific request.

### **6.4 Transaction of Business**

Meetings of the Board of Directors shall be held as required for the transaction of business after all Board members have been notified of the time and place. Three Board members plus a minimum of 2 additional Corporation members, must be present at a meeting to constitute a quorum for the purpose of transacting business. Any Board member may submit an absentee Proxy Vote in writing. Any matters not specifically addressed in these bylaws will follow the guidelines set forth in *Robert's Rules of Order* parliamentary procedures.

### **6.5 Absence and Negligence**

Any Board member absent from three (3) consecutive regular monthly board meetings or otherwise negligent in the performance of his/her duties is subject to removal from office at the discretion of the Board of Directors.

## ***Article VII – Finances***

### **7.1 Fiscal Year**

The fiscal year for the Corporation shall begin on the 1st day of January and end on the 31st day of December in each calendar year.

### **7.2 Financial Recordkeeping**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall also keep at its registered office a record giving the names and addresses of the members entitled to vote. All such books and records shall be made available for inspection by any member, or his agent or attorney, for any proper purpose at any reasonable time at the registered office of the Corporation. Upon request of any member, the Corporation shall furnish such member with a statement showing the financial results of all operations and transactions affecting income and surplus during its last annual accounting period, and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

### **7.3 Registration Fees**

Registration and sponsor fees will be determined by the Board of Directors in a meeting before each season's sign-ups. The fees shall be initiated to defray the operating expenses

of the Corporation. Deferred payments may be approved by the Board in the event of hardship situations.

#### **7.4 Equality**

The Board of Directors shall decide all matters pertaining to the finances. No individual team shall have an advantage over any other team in regard to expenditures.

#### **7.5 Authorization**

Checks will be signed by the Treasurer. All payments will be pre-approved by the President prior to payment. No one person can approve payment and sign a check for any given disbursement. No expenditure or Corporation commitment over two hundred fifty (\$250.00) dollars will be made without prior board of director approval. Any single check over two hundred fifty (\$250.00) dollars needs to have the signature of the President in addition to that of the Treasurer.

#### **7.6 Federal and State Reporting Requirements**

The Treasurer shall be responsible for annually filing all required Federal (IRS) and State Information returns. These returns are public information.

#### **7.7 Audit**

The Treasurer's books shall be audited after the end of the fiscal year or more often if the Board so desires. The auditor shall be a designee of the Board. The extent of the audit is at the discretion of the Board and the results will be reported to the Board.

#### **7.8 Financial Assistance**

Relief from registration fees can be requested via a written request presented to the Board for review.

#### **7.9 Disbursement**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for Corporation purchased items and for reimbursements to Board members and coaches for expenses incurred on behalf of the Corporation. Any fund remaining after all bills and obligations have been paid, must be distributed to at least one 501(c)3 organization that resides within the Schuylkill Valley School District.

#### **7.10 Insurance**

A group type accident insurance obtained by and in the name of the Corporation shall cover each participant in tournament play, practice, and travel. Player's parent or

guardian shall be required, prior to participating in any league play or practice session, to sign a medical/dental emergency consent form.

## ***Article VIII – Committees***

Committees shall be appointed by the President and/or Board of Directors as required to conduct business of the Corporation.

### **8.1 Standing Committees**

#### ***8.1.1 Special Committees***

The Board of Directors may form special committees if deemed necessary. The President shall be an ex-officio member of all committees.

## ***Article IX – Indemnification***

### **9.1 Officers, Directors, and Employees**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

### **9.2 Assignment**

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

### **9.3 Policy Amendments**

This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or

omissions which occurred at any time prior to such amendment or repeal.

## ***Article X – Parliamentary Authority***

### **10.1 Robert's Rules of Order**

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the bylaws.

## ***Article XI – Conflict of Interest***

### **11.1 Conflict of Interest**

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any Corporation, trust, partnership, limited liability entity, firm, person or other entity other than the Corporation.

No director or officer of the Corporation shall be disqualified from holding any office in the Corporation by reason of any interest in any concern. A director or officer of the Corporation shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the Corporation has an interest in the concern with which such transaction is entered into, provided:

- The interest of such officer or director is fully disclosed to the board of directors.
- Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the Corporation.
- Payments to the interested officer or director are reasonable and do not exceed fair market value.
- No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## ***Article XII – Amendments***

### **12. 1 Amendment of Bylaws**

These articles of Corporation and bylaws shall be adopted or amended by a majority vote of the Board of Directors of the Corporation at any regular or special meeting. A complete history of the amendments to the bylaws shall be recorded in the files of the Corporation and be maintained by the Secretary.

#### **August 18, 2016 Board Meeting**

**(approved by Casey Heck – VP and acting President, Ryan Martin - Treasurer, Lindsay Eisenhower – Secretary and Scott Speicher – Member at Large)**

#### **AMENDMENT #1:**

##### **Original:**

#### **4.4 Board Member Eligibility**

Parents/guardians of current players are eligible to be board members. If an individual does not meet this requirement, but would like to be considered as a potential candidate for a board position, a written request must be given to the Board of Directors, prior to the deadline and then they may vote to approve or deny said request. Each case will be looked at while keeping the goals, values, needs, etc. of the Corporation in mind. These individuals also must be actively involved with the Corporation and its events, teams, etc. throughout their term and must have a prior record of positive involvement in the Corporation.

##### **Changed to:**

#### **4.4 Board Member Eligibility**

Parents/guardians of current players are eligible to be board members. They must have attended a minimum of 4 monthly board meetings since the previous election. They must be nominated by any active member of the association. They must be nominated at either the September or October monthly meeting. Exceptions can be made, but only with approval by the Board of Directors.

If an individual does not meet these requirements, but would like to be considered as a potential candidate for a board position, a written request must be given to the Board of Directors, no later than the October meeting, and then the current Board will vote to approve or deny said request. Each case will be looked at while keeping the goals, values, needs, etc. of the Corporation in mind. These individuals also must be actively involved

with the Corporation and its events, teams, etc. throughout their term and must have a prior record of positive involvement in the Corporation.

#### **AMENDMENT #2:**

##### **Original:**

##### ***5.3.5 Member at Large***

##### **Changed to:**

##### ***5.3.5 Advisor to the Board***

#### **AMENDMENT #3:**

##### **Original:**

##### **5.4 Election of Officers**

If needed, in November of each year, the President will call a meeting with the members to elect new Officers. New Officers will be determined by a majority vote. Results of the voting will be announced on the Corporation's web site. Nominations must be made by the October monthly meeting. Special exceptions can be made, but only by approval by the Board of Directors.

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#### **AMENDMENT #4:**

##### **Original:**

##### **6.1 Annual Meeting**

An Annual Meeting, held in November, will be held for the purpose of conducting the election of Officers. If any positions are not filled by election, the President may fill these

positions by appointment with the approval of the elected Board members.

**Changed to:**

### **6.1 Annual Meeting**

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- **NOTE: Page numbering at the bottom of each page as well as within the table of contents was adjusted accordingly.**