



BYLAWS



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About this Manual

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Article I: Name, Status and Location

Section 1. Name

This organization shall be known as the FOOTHILL GIRLS SOFTBALL LEAGUE, hereafter referred to as the League or FGSL.

Section 2. Non-Profit Status

FOOTHILL GIRLS SOFTBALL LEAGUE shall be a non-profit 501 c-3 pursuant to the laws of the State of California and the Internal Revenue Service (IRS).

Section 3. Location

The League has defined boundaries in which members must either reside or attend school within. FGSL boundaries include the following zip codes: 95619, 95623, 95667, 95672, 95682 and 95762. Boundaries may extend past El Dorado County limits as decided upon in agreement with USA Softball.

A boundary check can be found on the FGSL website. Waivers for participation may be obtained in certain circumstances as allowed by USA Softball.

Article II: Mission and Objectives

The mission of FGSL is to establish organized softball with ultimate objectives of social, physical, mental and moral development of girl's ages 5-18 years. A program of friendly competition with the goal of educating players about sportsmanship, teamwork, fellowship, courtesy, discipline, and integrity will be established.

The objectives of FGSL shall be:

1. To teach girls the fundamentals of the game of softball.
2. To encourage development and good sportsmanship of all players.
3. For the players to have fun, make new friends, and grow as a member of a team.
4. To help players become physically fit and value fitness in their lives.
5. To encourage continued participation by building a passion for the sport of softball.
6. To foster positive community relations through meaningful outreach.

Article III: Membership and Affiliations

Section 1. League Membership

FGSL membership is defined as any individual currently registered in the League and in good standing. This may include players, team staff, umpires, any adults or parents of current league players and Board Members.

Good standing is defined as any individual not currently on suspension or probation and with no overdue payments. All FGSL members and their families agree to abide by the rules set forth in these bylaws. Further clarification of membership can be found in the Operating Policy.



Section 2. Affiliations

FGSL will maintain affiliation with USA Softball, The National Governing Body of Softball in the United States. Through this affiliation, FGSL will be governed by all associated playing and eligibility rules.

FGSL will maintain affiliation with NorCal Girls Softball, a collective group of local leagues. Through this affiliation, FGSL will be governed by all associated playing rules and eligibility rules.

Article IV: Administration

Section 1. Board of Directors

The Board of Directors (Board) shall direct the administration and general affairs of the League. The Board consists of the Executive Board and Appointed Board positions as indicated below. All Board Members are allowed one vote in matters coming before the Board except as noted. If a member holds more than one position on the Board, they are limited to one vote. Special advisors or support positions, such as those listed below, are non-voting members of the Board and will be in Board activities as appropriate. Board Members are expected to attend all Board Meetings and be active participants in the management of the League. There shall be no vote by proxy however if a member is present by electronic means, they can vote.

Section 2. Executive Board

The Executive Board, is a sub-committee of the Board designed to function as a steering committee that reports back to the full Board on its activities and decisions. The Executive Board's decisions must be endorsed by the Board to become binding on the League.

- President
- Vice President
- Player Agent
- Treasurer
- Secretary

The Executive Board has the authority to make time sensitive decisions that cannot wait until the next regularly scheduled board meeting. Their decisions are only in effect until the next board meeting where the decision can be ratified by the Board. Exclusions include:

- Amending bylaws or operating policy.
- Approving or changing the budget.
- Making major structural decisions (example, adding or eliminating programs, dissolving the corporation).

Section 3. Appointed Board

The Appointed Board is all non-Executive Board positions designed to fulfil duties for the League.

- Umpire in Chief
- Coaches Coordinator
- Select, All Star and Fall Ball Coordinator
- Field Maintenance and Field Equipment Coordinator



- Player Equipment Coordinator
- Events Coordinator
- Fundraising, Sponsorship and Grant Coordinator
- Uniform and Trophies Coordinator
- Snack Bar Coordinator
- Publicity, Facebook and Web Administrator

Section 4. Special Advisors and Support Positions

- Past President (non-voting)
- Gold President (non-voting)

Section 5. Election of Executive Board Members

Any current Board Member is eligible to submit a Board application for a position of an elected Board Member when the position is open for re-election. Any eligible person wishing to apply must submit the application for consideration by May 1 of the current year to the League President.

If there is more than one application to be considered for a position, a special League meeting of the membership shall be held in the month of June to conduct a vote. Each member of the League (as defined in Article IV of this document) will be allowed one vote. If a member holds more than one position in the League, they are limited to one vote. There shall be no vote by proxy.

If there is not a current Board Member wishing to apply for the position, then it can be opened to Non-Board Members.

Section 6. Appointed Board Members

Any person is eligible to submit a Board application for the positions of appointed Board Member. Interested persons wishing to apply must submit their application for consideration by May 1 of the current year to the League President.

The Board shall name appointed Board Members by June 30th of the current year.

Section 7. Board Duties

It shall be the duty of the Board to direct the administration and general affairs of the League. For a general outline of duties for each position, refer to the League's Operating Policy.

Section 8. Term

July 1 – June 30

Elected Board Members serve a term of two years. The President, Secretary, and Treasurer positions are up for re-election in even numbered years. The Vice-President and Player Agent positions are up for re-election in odd numbered years.

Each appointed Board Member position has a defined service term of one year. All terms will begin on July 1st and terminate on June 30th. There is no limit to the number of terms a Board Member may serve if re-elected or re-appointed.



Section 9. Vacancies

Vacancy of appointed Board Member positions due to resignation, incapacity, or other reason will be accepted. Resignations shall be by written notice to the President. During interim vacancies of appointed members, job duties of the vacant position will be filled by current Board Members and/or volunteers as designated by the President. Vacancies occurring in elected offices before the expiration of that term shall be appointed by the President with the approval of a two-thirds vote of the remaining Board. If any member of the Board is absent from three board meetings during the term year, the Executive Board will review the position and make a recommendation to the Board whether the member has left his/her position vacant.

Section 10. Indemnification

Right of Indemnity. To the full extent by law, this League shall indemnify its Board Members and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including an action by or in the right of the League, by reason of the fact that such person is or was a person described by such Section and including an action by or in the right of the League, by reason of the fact that such person is or was a person described by such. "Expenses" as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

1. Approval of Indemnity.

Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Board Members who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Board Members who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

2. Advancement of Expenses.

To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by these bylaws shall be advanced by the League prior to the final disposition of the proceeding upon receipt by the Club of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the League therefore.

Section 11. Removal of Board Members

Any disciplinary actions brought against a Board Member will follow procedures outlined in Article VI of this document.



The Board shall have the authority to suspend or remove any Board Member by a two-thirds majority vote of those present at any board meeting or special board meeting called for that purpose. The grounds for removal of Board Members shall include but is not limited to:

- Recommendation from an FGSL member.
- Recommendation by the Executive Board.
- Recommendation by the Executive Board for failure to meaningfully contribute toward the goals and objectives of the League and/or lack of participation of the FGSL Board.

Individuals being brought forth for removal will be notified no less than 24 hours prior to the scheduled vote. During the meeting the individual subjected to removal shall have the opportunity to address the Board prior to the vote. Thereafter, a secret ballot vote for the removal of said Board Member will occur. The Board Member up for removal can vote. There shall be no vote by proxy, however if a member is present via electronic means, they can vote.

A majority vote of the Executive Board has the authority to remove a Board Member for the following reasons:

- Arrested or convicted of a felony.
- Arrested or convicted of a misdemeanor involving:
 - Any sort of lewd or violent act.
 - An act involving the abuse of drugs or alcohol.
 - An act involving the abuse or neglect of a child(ren)
- Willful destruction of League property.
- Multiple League violations resulting in disciplinary action.
- Any act compromising the safety of a League member.

Article V: Team Staff Removal

Section 1. Removal of Team Staff

Any disciplinary actions brought against Team Staff will follow procedures outline in Article VI of this document.

The Board shall have the authority to remove any Team Staff by a two-thirds majority vote of those present at any board meeting or special board meeting called for that purpose. The grounds for removal of Team Staff shall include but is not limited to:

- Recommendation from an FGSL member.
- Recommendation by the Executive Board.
- Recommendation by the Executive Board for failure to meaningfully contribute toward the goals and objectives of the Team and/or lack of participation on the team.

Individuals being brought forth for removal will be notified no less than 24 hours prior to the scheduled vote. During the meeting the individual subjected to removal shall have the opportunity to address the Board prior to the vote. Thereafter, a secret ballot vote for the removal of said Team Staff will occur.



A majority vote of the Executive Board has the authority to suspend or immediately remove a Team Staff for the following reasons:

- Arrested or convicted of a felony.
- Arrested or convicted of a misdemeanor involving:
 - Any sort of lewd or violent act.
 - An act involving the abuse of drugs or alcohol
 - An act involving the abuse or neglect of a child(ren)
- Willful destruction of League property.
- Multiple League violations resulting in disciplinary action.
- Any act compromising the safety of a League member.

Article VI: Disciplinary Process

Section 1. Board Rights

The Board has the right to discipline any player, manager, coach, Board Member, or any person associated with a FGSL team who exhibits behavior that is contrary to the purpose of these bylaws. Disciplinary action is any restrictive penalty up to and including removal from the League. Disciplinary actions will be determined by the Executive Board Members. If a disciplinary action involves an umpire, the UIC will be present.

Disciplinary action against any member and/or all persons associated with a team will be considered if a written request (Incident Report Form/email) is submitted. As needed, statements or additional information may be requested from individuals involved in the incident or issue. The Executive Board will review the Incident Report Form and any accompanying documentation and determine if anything else is needed prior to the meeting. The accused party will be notified of the allegation and given the opportunity to respond and allowed to speak on their behalf at the Board Meeting. The Executive Board will decide on the appropriate action in a timely manner and notify the Board of the results. The Executive Board's decision is final, and any documentation submitted is considered confidential.

To preserve the order of the league, the President may, in extraordinary circumstances, temporarily suspend a coach, manager, player, parent or participant in the League for conduct that is detrimental to league operations. This suspension can be for a maximum of seven (7) days. Upon exercising this authority, the President shall notify the Executive Board in writing of the circumstances surrounding the incident and actions taken to date. The president shall then convene a meeting of the Executive Board to review the situation within seven (7) days. The affected league member shall be notified in writing of the time and place of the special meeting and shall have the opportunity to present information to the Executive Board as a part of their review. Presentations may be made in writing. In the event that a quorum of Executive Board members cannot be assembled in seven (7) days, the suspended member may resume participation in the league until a meeting is convened.

Section 2. Grounds for Discipline

There shall be standards for conduct for every Board Member, member, and all persons associated with FGSL teams. Team managers and coaches will be held responsible for



the actions of spectators. A Board Member, manager, coach, player, or any person(s) associated with FGSL teams shall not commit any of the following violations:

1. Violation of the League Code of Conduct as agreed to on behalf of the family during registration.
2. Non-compliance with League Playing Rules or other League Policies.
3. Commission of acts that are contrary to the objectives and purposes of FGSL, USA Softball and NorCal Softball.
4. Violation of state or local laws.
5. Failure to pay fees.
6. Destruction of property.
7. Unsportsmanlike conduct.
8. Ejection of a game.
9. Engaging in physical violence, such as an attack on an umpire, League official or fellow participant.
10. Use of vulgar or abusive language toward an umpire or other participant.
11. Engaging in a fight or verbal conflict with another participant or spectator.
12. Commission of fraud, such as playing under a false name or age.
13. Participation in a League activity when not meeting eligibility requirements.
14. Knowingly participate with or against individuals or teams which are suspended.
15. Violation of USA Softball substance abuse policy.
16. Bullying, hazing, emotional misconduct, physical misconduct, or harassment in any capacity.
17. Misconduct that reasonably calls into question the member or participant's suitability to participate in league activities.
18. Consuming alcoholic beverages or controlled substances on the premises- prior to, during, or immediately following on field events.
19. The use of tobacco/cannabis (including but not limited to cigarettes, cigars, vapes, pipes/pens etc.) and any illegal substances on field events.

Section 3. Penalties

The Board may provide penalties in the form of League probation, suspension, or loss of membership. A person who is subject to suspension shall be subject to a minimum penalty of a one game suspension and a maximum penalty of expulsion from the League.

Article VII: Meetings

Section 1. Board Meetings

The FGSL Board will hold board meetings at a minimum of once monthly.

Section 2. Notice of Meeting

Location and time of monthly board meetings must be placed on the League's website at least five days prior to the meeting. FGSL Executive Board meetings are considered closed sessions.

Section 3. Board Members and the Public

If there are any persons present at the board meeting that are non-Board Members, they may address the Board in public comment at the beginning of the meeting. The Board reserves the right to limit this time as needed. Any member of the League can observe a board meeting



during open session. If needed, the Board may go into closed session to discuss certain matters as allowed.

Section 4. Special Meetings

The Executive Board or President may call special meetings of the Board at their discretion. All members of the Board must be notified in writing 24 hours in advance. Notification by electronic means is accepted.

Meetings of the Executive Board, to include contractual issues and member discipline, and similar operational issues require $\frac{3}{4}$ of the Executive Board members in attendance. Normally, these meetings shall take place immediately following a regular Board of Directors meeting and will be administered with a separate agenda and meeting minutes.

Section 5. Transaction of Business

Meetings of the Board shall be held as required for the transaction of business after all Board Members have been notified of the time and place.

All board meetings must have a quorum to transact business. A quorum is defined as half of the current number of Board Members plus one. All business coming to a vote needs a majority to pass or fail, unless otherwise specified in these bylaws. The President shall not vote on issues before the Board except as a tiebreaker or when needed to form a quorum. Any matters not specifically addressed in these bylaws will follow the guidelines set forth in Robert's Rules of Order. Due to the sensitive nature of board meetings, children under the age of 18 shall not be permitted to attend regular board meetings.

Committees will assist the Board of Directors with important elements of League planning. Committee decisions must be endorsed by the Board to become binding on the League. Committees shall not conduct business without approval from the Board.

Business is defined as:

- Amending bylaws or operating policies
- Approving or changing the budget
- Making major structural decisions (example, adding or eliminating programs, dissolving the corporation).

Section 6. Absences

If any board member misses two (2) consecutive meetings without notifying the President and Secretary; these absences will be considered unexcused. Two consecutive unexcused absences can result in dismissal from the board with approval of the Executive Board of Directors.

Section 7. Electronic Voting

As the President or designee deems necessary, issues requiring immediate attention can be decided via electronic voting. The President or designee will explain the issue via email or business application and pose a specific question to the Board. Within a 24 hour period the Board can discuss the issue and Board members can vote. Within that time period a Board member is allowed to change one's vote if the continuing discussion has changed one's mind.



At the end of the time period, the President or designee will announce the outcome of the vote. A quorum of the current number of Board Members plus one of the Board must vote in favor of an issue via electronic voting for any action to be taken. The President or designee must bring to the next Board meeting all documentation supporting the outcome for review by the Board; this documentation will be attached to the meeting minutes for future reference.

Article VIII: Finances

Section 1. Capital and Users

The capital of FGSL shall be obtained through fees of membership, fundraising, voluntary donations, snack shack sales, spirit wear sales and tournament proceeds. The League shall be a non-profit organization and shall be categorized by the IRS as a 501c3. The League shall not be conducted or operated for profit.

Section 2. Membership Fees

Registration fees and sponsor packages will be determined in a meeting by the Board annually unless otherwise necessary. The fees shall be initiated to defray the operating expenses of the League.

Additional Select player expenses will be the responsibility of each team manager. All team revenue and expenses will go through the League Treasurer. League fees may be charged to cover the estimated cost to the League of practice fields and other direct costs. Players and parents will be notified of their expected financial commitment during the selection process.

Funds raised through fundraising, sponsorship activities, corporate grants, or other such sources shall be allocated to the benefit of the League as determined by the board of the directors. No financial benefits of this kind can benefit a single team unless expressly approved by the executive board of directors.

Section 3. Equality

The Board shall decide all matters pertaining to the finances. No individual team shall have an advantage over any other team regarding expenses.

Section 4. Authorization

All monies shall be deposited to the credit of the League within 14 days of the time of receipt. Authorized members of the Board shall sign the checks written for \$1000 or more. If a check is for payment of an already approved budget item, or an item that was approved via Board vote, then two signatures are not required. An authorized member, other than the Treasurer, must review and sign off on all League disbursements monthly.

Checks will be signed by the Treasurer or in the Treasurer's absence, by the President or Vice President. All payments will be pre-approved by the President or Vice President prior to payment. Non one person can approve any payment and sign a check for any given disbursement.



Only the President or person(s) designated by the Board shall have the authorization to sign a contract on behalf of the Foothill Girls Softball League.

Section 5. Report

A financial report shall be provided monthly at board meetings for the Board to review. Additionally, a financial report must be made available to any League member within ten days upon receipt of a written request.

Section 6. Audit

The Treasurer's books shall be reviewed at the discretion of the Board and each time a new Treasurer is elected or appointed. A comprehensive audit shall be conducted according to board approval (i.e. by an accounting firm, designee or committee members of the Board). The extent of the audit is at the discretion of the Board and the results will be reported to the Board.

Treasurer shall be responsible for annually filing all required all paperwork including Federal (IRS) and State Information returns. These returns are public information. Financial statements shall be made available from the President or the Treasurer upon request.

Section 7. Financial Aid

In the event of hardship situations, the Board may approve deferred payments or waiver of fees if requested in writing following the League's financial aid process. FGSL does not want to keep any girl from playing due to the inability to pay the registration fees. Upon receipt of a written request, which details a specific financial hardship, Vice President or designee will review and consider the request. Depending on the individual situation, Vice President or designee may offer alternative methods of payment such as deferred payments, board authorized scholarship/grant, and work credits.

Section 8. Reimbursement of Registration Fees

Reimbursement of registration fees will be provided, subject to the refund policy stated in the current program's registration process. If the request for reimbursement is submitted after registration closes, the Board reserves the right to review the request for approval or denial. If the League cannot place a registered player on any age-appropriate team, a full refund will be given.

Processing Fees, Recovery Fees & Refunds: A \$50 processing fee, in addition to incurred expenses, will be assessed to each refund. Future fees will be determined by the Executive Board. In addition, Returned checks will be assessed a recovery fee to be determined by the Board of Directors. No further checks will be accepted by these applicants

Section 9. Board Expenditures/Reimbursement

Board Members that make purchases as necessary to ensure League operations may request reimbursement within 30 days and must include an itemized receipt.

Certain Board Members can authorize members to make emergency purchases for the continued operation of the League as necessary in the following amounts:

- President/Vice-President/ Player Agent - up to \$500



Article IX: Amendments

A review of the bylaws shall be done each year. Any Board Member may make a proposal to amend these bylaws at any time during the year, provided they are presented 15 days prior to the board meeting and provided in writing to all voting members. All amendments to the bylaws require a two-thirds vote to be approved.

A complete history of the amendments to the bylaws shall be recorded in the files of the League and be maintained by the Secretary.

Article X: Dissolution

The Foothill Girls Softball League is a non-profit organization and shall not be operated for the financial benefit of any individual or group of individuals. In the event of dissolution, all remaining funds will be used exclusively for the promotion and development of a nonprofit 501c(3) recreational fastpitch softball organization.

Article XI: Conflict of Interest Policy

Section 1. Purpose

The purpose of this conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into an arrangement that might benefit the private interest of a board member of the league or might benefit in an excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing the conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

1. **Interested person:** Any board member, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the league has a transaction or arrangement,
 - b. A compensation arrangement with the league or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the league is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.



Section 3. Procedures

- 1. Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board of directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 2. Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- 3. Procedures for Addressing the Conflict of Interest:**
 - a. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the board or committee shall determine whether the league can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the league's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- 4. Violations of the Conflicts of Interest Policy:**
 - a. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the Executive Board and the member of the basis for such belief. The Executive Board will afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.



- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. No voting member of the board shall receive direct compensation from the league without prior approval of at least 2/3s vote of the board of directors present at a regular meeting as defined by Article V of these bylaws. This excludes direct compensation for board members serving as umpires in league hosted games that are paid pursuant to league-approved umpire pay guidelines.
- b. A voting member of the board who receives compensation, directly or indirectly, from the league for services is precluded from voting on matters pertaining to that member's compensation.
- c. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the league for services is precluded from voting on matters pertaining to that member's compensation.
- d. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the league, either individually or collectively, is prohibited from providing information to any committee regarding compensation.