

Elk Grove Girls Softball League
A California Non-Profit Corporation



2021 Bylaws

(APPROVED BY GENERAL MEMBERSHIP ON WEDNESDAY, MAY 19, 2021)

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BYLAWS
OF
ELK GROVE GIRLS SOFTBALL LEAGUE, INC.
(a nonprofit public benefit corporation)

ARTICLE I.

NAME

Section 1. Name. The name of this corporation is ELK GROVE GIRLS SOFTBALL LEAGUE, INC. (hereinafter “EGGSL” or “corporation”).

ARTICLE II.

LOCATION OF PRINCIPAL OFFICE

Section 1. Principal Office. The principal office for the transaction of the activities and affairs of the corporation shall be located in California. The Board of Directors (“Board”) may change the principal office from one location to another so long as the principal office remains in California.

ARTICLE III.

PURPOSES AND LIMITATIONS

Section 1. General Purposes. This corporation is a California Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes.

Section 2. Specific Purposes. Within the context of the general purposes stated above, the specific purpose of this corporation is to foster national and international amateur sports competition and to support and develop amateur athletes for that competition through the operation of a girls’ softball league.

Section 3. Limitations. No substantial part of the activities of this corporation shall endorse or intervene in any political campaign for a specific political party or candidate for public office, or distribution of propaganda and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of any documents or statements) on behalf of or in opposition of any candidate for public office.

1. The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any individual private person.

ARTICLE

IV.

MEMBERS

Section 1. Voting Members. EGGSL is organized with members, but without capital stock. Any family with a player(s) playing softball is eligible for voting membership in EGGSL upon approval by the Board, signing a membership agreement, and payment of any dues, fees and assessments established by the Board. Currently, in good standing, any family with a player registered within the fiscal year (October 1st of prior year to September 30th of current year).

For purposes of these bylaws, "family" is defined as a group of two or more individuals who shall be designated on the registration form who are related by blood, marriage, domestic partnership, or legal guardian of a player.

Each family joining EGGSL as a voting member shall provide in writing the name or names of the adult (18 or older) family member(s) who have the authority to vote on behalf of the family membership and/or run for election to the Board. Provided however that: 1) no member shall have more than one vote at membership meetings; 2) Any person elected or appointed to a Board position or a volunteer that is recognized and accepted as a member by the board shall be granted all membership rights.

Section 2. Dues, Fees, and Assessments. The dues, fees, and assessments for all members of EGGSL shall be set by the Board.

Section 3. Good Standing. Those EGGSL members who have timely paid the required fees, dues, and assessments, instituted by the board who conduct themselves in accordance with any code of ethics established by EGGSL, and who are not in violation of any bylaw, rule, policy or procedure of EGGSL, shall be members in good standing. Determination of good standing is based upon Section 5 and Section 6.

Section 4. Termination of Membership. Membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of a member upon notice to EGGSL;
- (b) Death of the adult designated voting member(s) responsible for the membership, or the death of the registered softball player;
- (c) Failure of a member to pay any fees, dues, or assessments within the period of time established by the Board after they become due and payable;
- (d) Expulsion pursuant to Sections 6 and 7 of this Article.

Section 5. Suspension or Expulsion from Membership. Any EGGSL member may be suspended or expelled in accordance with this Article, based on the good faith determination by the Board, or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to comply with EGGSL's articles of incorporation, bylaws, policies, procedures, code of ethics if any, or any law applicable to EGGSL and its members, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of EGGSL. The expulsion or suspension of membership requires a majority vote of the Board and may be subject to an appeal by the expelled or suspended member, in accordance with Section 8 of this Article. A member whose membership is suspended shall not be a member in good standing during the period of suspension.

Section 6. Procedure for Suspension or Expulsion. If grounds appear to exist for suspension or expulsion of a member under this Article, the procedures set forth below shall be followed:

- (a) The member shall be provided notice of the proposed suspension or expulsion and the reasons for the proposed suspension or expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first class or express mail to the member's last address as shown on EGGSL's records. If the certified mail is returned without signature, this will be accepted as an attempt of providing proper notification.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered, by the Board to determine whether the suspension or expulsion should take place.
- (c) The Board shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board or committee shall be final unless appealed by referendum
- (d) Any action challenging an expulsion, suspension or termination of membership, including any claim alleging defective notice, must be commenced within one year after the effective date of the expulsion, suspension or termination.

Section 7. Effect of Termination, Suspension or Expulsion. All rights and privileges of a member of EGGSL, including serving on the board, attending or participating in any function or event hosted by EGGSL shall cease upon termination, suspension or expulsion from Membership, unless a finalized decision of an appeal is reached.

In the case of termination or expulsion, the member's membership in EGGSL shall terminate on the effective date of the termination or expulsion. However, termination, suspension or expulsion shall not relieve the member (or former member) of any existing obligations to EGGSL (e.g. unpaid dues, fees, or assessments, duties of loyalty and confidentiality if the member was also a director/officer on the Board, duty to return EGGSL property and documents, etc.).

Section 8. Referendum Procedure. Actions of the Board shall be subject to referendum upon petition by 50 voting members.

- (a) The petition must be in writing and submitted to the Secretary.
- (b) Upon receipt of a valid request for referendum, the Secretary will notify the voting membership on the petitioned subject.
- (c) The petition will be voted on at the next regularly scheduled league meeting that will be held within 31 days from the date of notification.
- (d) If majorities of the votes cast by the voting member favors the petition, then the Executive Board will promptly take the necessary action to implement that decision.

Section 9. No Property Rights/No Withdrawal Value. Membership in EGGSL does not constitute an ownership interest in any asset of EGGSL at any time. If a member is terminated or expelled for any reason, EGGSL shall not be liable for the payment of any amount whatsoever to the member. Each member is received into membership on its express agreement to this provision.

Section 10. Transfer of Memberships. A membership or any right arising from membership may not be transferred.

Section 11. Limitations. No family shall hold more than one membership in EGGSL.

Section 12. Liability of Members. Except as required by law, no member is liable for EGGSL's debts, liabilities, or obligations.

Section 13. Meetings of Members.

- (a) Place of Meetings. Meetings of the members shall be held in any place designated by the Board. The meeting date may be any date for which appropriate notice is given in accordance with subsections (d) and (e) below.
- (b) Annual Meeting. An annual meeting of the members shall be held each year before the end of the fiscal year. At this meeting, any proper business may be transacted, including but not limited to the election of directors. Written notice of the annual members' meeting shall be given to all voting members of EGGSL, and the Board, in accordance with the procedures provided in subsections (d) and (e) below. Only voting members of EGGSL may vote at the EGGSL annual membership meeting, and each member has only one vote. Other interested persons may attend (but do not vote), and may be excluded from some or all of the meeting at the discretion of the Board President.
- (c) Special Meetings of the Members. Other meetings of the members ("special meetings") may be called at any time by 1) by majority vote of the Board, (2) the President of the Board, or (3) five percent of the voting members.

The officer receiving the request for a membership meeting shall cause notice to be given promptly to the members entitled to vote, in accordance with subsections (d) and (e) below, stating that a meeting will be held at a specified time and date. If the meeting is called by anyone other than the Board or President, the meeting date shall be at least thirty-five (35), but not more than ninety (90) days after receipt of the request. If the Board or President calls the meeting, the meeting date may be any date for which appropriate notice is given in accordance with subsections (d) and (e) below. If notice of a requested special meeting is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice. In the case of special meetings, the purpose of the meeting must be clearly stated and no other matters may be acted upon.

- (d) **Notice Requirements for Members' Meetings.** Notice of any membership meeting shall be given, in accordance with these bylaws, to each voting member of EGGSL with valid contact information. Subject to any additional requirements in law or these bylaws, the notice shall state the place, date and time of the meeting, the means of electronic transmission by and to EGGSL (Corporations Code Sections 20 and 21) or electronic video screen communication, if any, by which members may participate in the meeting, and the general nature of the business to be transacted, and no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.
- (e) **Manner of Giving Notice for Meetings.** Except as otherwise provided in these bylaws or by law, notice of any meeting of members shall be sent not less than 20 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote.

Notice of a members' meeting or any report shall be given personally, by electronic transmission (Corporations Code sections 20 and 21) if appropriate consents have been signed.

Section 14. Quorum for Membership Meetings. 5% of the voting members shall constitute a quorum for the transaction of business at any meeting of members.

Section 15. Loss of Quorum. The voting members represented at a duly called or held meeting at which a quorum is present may continue to transact business until notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum (or by a greater number if required by law or by the articles of incorporation or these bylaws). Any meeting may be adjourned by a majority of those members in attendance, whether or not a quorum is present.

Section 16. Act of the Members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter,

shall be the act of the members, unless the vote of a greater number is required by law, or by the articles of incorporation or these bylaws.

Section 17. Eligibility to Vote/Number of Votes. Voting members entitled to vote at any meeting of members or by ballot shall be all those voting members in good standing as of the date the vote is taken and present at the time of the vote. Each voting member family shall be entitled to one vote at any annual or special meeting of members.

Section 18. Proxies. Proxy voting is not allowed.

Section 19. Action of Members by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedure if a regular meeting cannot be held within ninety (90) days.

The President of EGGSL may cause a ballot to be distributed to each voting member in accordance with Section 13(e) of this Article. Any written ballot pursuant to this section shall: 1) set forth the proposed action, 2) provide an opportunity to specify approval or disapproval of any proposed action, and 3) provide a reasonable time within which to return the ballot to EGGSL.

The cover letter or memo soliciting ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the action submitted. The solicitation must specify the time by which the ballot must be received by EGGSL in order to be counted.

Approval of an action by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot under this section. If directors are to be elected by written ballot and the Board adopts a nomination procedure for the election process, the procedure may provide for a date for the close of nominations prior to the printing and distributing of the written ballots.

A written ballot may not be revoked. All written ballots shall be filed with the Secretary of EGGSL and maintained in the corporate records for at least three years.

ARTICLE V.
BOARD OF
DIRECTORS

Section 1. Powers.

- (a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- (b) Specific Powers. Without prejudice to the general powers set forth in subsection (a) above, but subject to the same limitations, the Board shall have the right to do the following:
 - 1) Policies. Adopt policies, rules and procedures for the management and operation of the corporation.
 - 2) Borrowing money. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidences of debt and securities. This shall require a vote of the board, in which three-fourths vote in favor.
 - 3) Receipt of Gifts. Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this corporation.
 - 4) Contributions. Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this corporation.
 - 5) Fiscal Year. Establish and change the fiscal year of the corporation.
 - 6) Contracts. Enter into contracts and agreements with individuals and with public and private entities by majority vote for the advancement of the purposes for which the corporation is organized.

- 7) Property. Acquire, construct and possess real, personal, and intellectual property.
- 8) Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation, under the control of the acting President and the acting Treasurer.
- 9) Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

Section 2. Number and Qualification of Directors.

- (a) Number. The Board shall consist of twenty-two (22) directors, elected by and from among the voting members to the following officer positions: President; Vice-President; Secretary; Treasurer; Registrar; Player Agent for 6U; Player Agent for 8U; Player Agent for 10U; Player Agent for 12U; Player Agent for Majors; Equipment Manager; Uniform Manager; Event Coordinator; Snack Bar Coordinator I; Snack Bar Coordinator II; Volunteer Coordinator; Umpire-In-Chief; Field Maintenance Manager; Webmaster; NorCal (NCSA) Representative; USA Commissioner; and Sponsorship Coordinator.
- (b) Qualifications. All directors must be individuals who are dedicated to the purposes of this corporation as set forth above and of the corporation in good standing at the time of their nomination for election to the Board.

Section 3. Election; Term of Office; Term Limits. At each annual membership meeting, or annually by written ballot in accordance with Article IV, Section 20, (at the discretion of the Board), the members shall nominate and elect directors/officers to available positions. The Board may adopt additional procedures relative to the nomination and election process.

The term of office of each director/officer shall be two (2) years and until a successor has been elected and qualified. There shall be no limit on the number of terms a director/officer may serve if he or she remains qualified and elected to the Board. The Board may stagger the terms of directors/officers using the following method.

- (a) The following board positions will be open for election during **odd years**; President, Secretary, Registrar, 10U Player Agent, 12U Player Agent, Major Player Agent, Event Coordinator, Snack Bar Coordinator I, Field Maintenance Manager, Sponsorship Coordinator, and USA Commissioner.
- (b) The following board positions will be open for election during the **even years**; Vice President, Treasurer, 6U Player Agent, 8U Player Agent,

Webmaster, Umpire in Chief, Uniform Manager, Volunteer Coordinator, Equipment Manager, NorCal Representative, and Snack Bar Coordinator II.

Section 4. Removal of Directors/Officers. A director/officer may be removed from the Board at any time, with cause clearly stated, by a majority vote of a minimum of fifty (50) members in good standing voting in favor of the removal of the director/officer at any properly called and noticed membership meeting.

Section 5. Vacancies on Board.

- (a) Events Causing Vacancy. The vacancy or vacancies on the Board shall exist on the occurrence of the following:
- 1) The death or resignation of any director/officer;
 - 2) The removal of a director/officer from the Board by the members;
 - 3) The termination of the director/officer's membership in the corporation;
 - 4) The declaration by resolution of the Board of a vacancy in the office of a director/officer who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law; or
 - 5) The increase of the authorized number of directors/officers.
- (b) Resignations. Except as provided below, any director/officer may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given and the board and the membership shall be notified of the resignation within 5 days. No director/officer may resign if the corporation would be left without at least one director/officer.
- (c) Filling Vacancies. Vacancies on the Board, except for the office of President may be filled by a majority vote of the Board within sixty (60) days of the vacancy occurrence at any properly called and noticed Board meeting where a quorum is present. If the vacancy has not been filled within sixty (60) days, the President may appoint/fill the vacancy. The voting members may elect a director/officer after 90 days to fill any vacancy of a director/officer not filled by the Board or appointed by the President. Individuals filling a vacancy must meet all qualifications for a director/officer and shall serve until the end of the term of the director/officer whose seat he/she is filling.
- (d) No Vacancy on Reduction of Number of directors. No reduction of the authorized number of directors shall have the effect of removing any director/officer before that director's/officer's term expires.

Section 6. Board Meetings.

- (a) Regular Board Meetings. The Board shall hold regular board meetings to conduct league business on a monthly basis.
- (b) Special Board Meetings. The President, whenever deemed advisable, or the Secretary, at the request of fifty percent plus one of the board, may issue a call for a Special Board Meeting. In the case of a Special Board Meeting, such notice shall include the purpose of the meeting and any matters not stated may not be acted upon. Notice of any special meeting shall be given in accordance with subsection (c) below.
- (c) Notice. Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each director/officer, personally, by telephone, or by electronic transmission at least seven (7) days before the meeting. Notice shall be deemed delivered when confirmation is received from each director/officer.
- (d) Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.
- (e) Meetings by Telephone or Video Conference or by Electronic Transmission. Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Corporation Code Sections 20 and 21).

Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another upon approval of the President or the Secretary.

Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- 1) Each director participating in the meeting can communicate with all of the other directors concurrently.
 - 2) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- (f) Quorum/Act of the Board. A majority of the authorized number of directors shall constitute a quorum for the transaction of business,

except to adjourn. Except as specifically provided in these bylaws or in the California Nonprofit Public Benefit Corporation Law, every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

- (g) **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- (h) **Action by Written Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings. An action by written consent shall have the same force and effect as a unanimous vote of the directors.
- (i) **Voting Power.** For all purposes, the voting power of each voting director/officer shall be one vote per person regardless of the number of offices held.
- (j) **Closed Meetings of the Board.** Any meeting of the Board may be closed by the Board President after a majority vote of the board so that only directors and individuals deemed necessary by the President are present. Members of the corporation who are not directors may attend any Board meeting unless excluded by the President as described in this Section.
- (k) **Only members of the Board may make motions and vote at Board meetings.** However, the Board may invite, admit, and recognize guests. Guests will not be allowed during closed sessions. New business will be closed to guests.

Section 7. Compensation and Reimbursement. Directors shall not receive compensation for their services on the Board. Directors may receive such reimbursement of expenses as the Board may determine by resolution to be fair and reasonable at the time that the resolution is adopted.

Section 8. Property Rights. No director/officer shall have any property rights in any assets of the corporation. Nor shall any personal belongings be stored in EGGSL facilities or lockers for more than seven (7) days without Executive Board approval. EGGSL is not liable for any loss or damage of personal belongings resulting from the storing of said items in any EGGSL facilities or lockers.

Section 9. Attendance. Any director/officer who misses three (3) consecutive Board meetings for or six (6) regular meetings during the term that are not approved by the President or Secretary automatically loses his or her seat on the Board after the board has been notified 5 days prior to removal. The Board President or Secretary

will immediately notify the director/officer in writing regarding the removal after the third missed Board meeting.

The Board may waive this provision as to a particular director/officer by majority vote. The Board's waiver of the automatic removal provision can be based on an excuse acceptable to the Board or any other justification deemed appropriate by the Board. Any vacancy created by this provision shall be filled in accordance with Article V, Section 5(c) above.

ARTICLE VI.

OFFICERS

Section 1. Officers of the Corporation. The officers of the corporation shall be: President; Vice-President; Secretary; Treasurer; Registrar; Player Agent for 6U; Player Agent for 8U; Player Agent for 10U; Player Agent for 12U; Player Agent for Majors; Equipment Manager; Uniform Manager; Event Coordinator; Snack Bar Coordinator I; Volunteer Coordinator; Umpire-In-Chief; Field Maintenance Manager; Webmaster; NorCal (NCSA) Representative; USA Commissioner; and Sponsorship Coordinator.

Section 2. Responsibilities of Officers.

A. President

- 1) Shall preside at all meetings for the League.
- 2) Shall establish and dissolve all Committees and will oversee all standing Committees unless otherwise noted in the bylaws.
- 3) Shall serve as League representative at all but is not limited to, Southgate Recreation and Parks, Cosumnes Community Services District (CSD), and Elk Grove Youth Sports Association (EGYSA) meetings.
- 4) Shall have general supervision of League affairs and countersign all checks and drafts.
- 5) Serves as a chairperson of all Committees, except Audit, League's Policy and Procedures, and Protest Committees, and may call meetings of all Committees that the President chairs.
- 6) Shall prepare, with Webmaster (or other designated Officer), League game schedules.
- 7) Shall be the custodian of the League's Articles of Incorporation, Bylaws, and the League's Policies and Procedures.
- 8) Shall act for (and in place of) the Umpire-In-Chief in the event of the Umpire-In-Chief's absence or disability. In the event of the Umpire-In-Chief's resignation, death, or removal, the President shall assume the office of the Umpire-In-Chief and serve until the vacancy is filled.
- 9) Shall act for (and in place of) the USA Commissioner in the event of the USA Commissioner's absence or disability. In the event of the USA Commissioner's resignation, death, or removal, the President shall assume the office of the USA Commissioner and serve until the vacancy is filled.
- 10) Shall serve as the league commissioner.
- 11) Shall have the responsibility of signing contracts entered into by EGGSL, or may designate an alternate officer to sign contracts on behalf of the league.

- 1 2) May issue and sign checks in payment of League bills that is chargeable against an approved budget appropriation or other authorization by the Board. Such checks must be presented to the Vice President or Treasurer for countersignature.
- 1 3) Shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.
- 1 4) In the event of a board member resignation, death, or removal, the President may appoint the office duties and responsibilities to a board member until the vacancy is filled.

B. Vice-President

- 1) Shall assist the President and shall act for (and in place of) the President in the event of the President's absence or disability or at the President's request. In the event of the President's resignation, death, or removal, the Vice-President shall assume the office of the President and serve for the remainder of the term.
- 2) Shall serve as the chairperson of the Audit Committee.
- 3) Shall serve as the chairperson of the League's Policy and Procedures Committee.
- 4) Act as the Publicity Manager.
- 5) Shall preside at all meetings for the League in the absence of President.
- 6) Shall coordinate the League's Manager / Coach Trainings for season.
- 7) Shall be responsible for obtaining field permits for season practice and League games.
- 8) Shall coordinate with President and Player Agents to set dates and locations for the player draft. Will also determine the process and procedure for implementation of the draft.
- 9) May countersign checks and drafts.
- 10) Shall act for (and in place of) the NorCal Representative in the event of the NorCal Representative's absence or disability or at the NorCal Representative's request. In the event of the NorCal Representative's resignation, death, or removal, the Vice President shall assume the office of the NorCal Representative and serve until the vacancy is filled.
- 11) May issue and sign checks in payment of League bills that is chargeable against an approved budget appropriation or other authorization by the Board. Such checks must be presented to the President or Treasurer for countersignature.

C. Secretary

- 1) Shall keep a complete record of all proceedings of all League and Executive Board meetings and make such record of all League meetings available at the following regular League meeting.
- 2) Shall notify the Board, in writing, of all regularly scheduled meetings.
- 3) Shall preside over all regular and special meetings, in the absence of the President and Vice-President.
- 4) Shall collect and distribute all league mail.
- 5) Shall, in addition, perform all other duties that are incidental to the office of the Secretary.

- 6) Shall obtain and distribute necessary registration flyers to the various schools in the EGGSL boundaries. The flyers should be distributed at least two (2) weeks before the first scheduled day for registration.
- 7) Shall be responsible for coordinating league announcements.
- 8) Shall schedule, supervise, and distribute League team pictures.
- 9) Shall create a ballot each year for the Board positions to be elected upon at the general meeting and shall notify League members of the upcoming election.
- 10) Shall act for (and in place of) the Vice President in the event of the Vice President's absence or disability. In the event of the Vice President's resignation, death, or removal, the Secretary shall assume the office of the Vice President and serve until the vacancy is filled.

D. Treasurer

- 1) Shall maintain adequate and correct books and accounts of the property and business transactions of the League. Upon the request of a Board member, the Treasurer shall permit the inspection of any or all of the books and accounts within five days after the request is made.
- 2) Shall promptly deposit all funds of the League in such financial institution as shall be designated by the Board.
- 3) May issue and sign checks in payment of League bills that is chargeable against an approved budget appropriation or other authorization by the Board. Such checks must be presented to the President or Vice President for countersignature.
- 4) Prepares financial reports, including an income statement of financial conditions, for presentation at all League meetings and at such other times as directed by the President. The income statement will be in detail and at a minimum display each source of income and amount, and category of expenditure and amount.
- 5) Shall, along with the Vice-President, perform an annual audit of the books maintained by the Treasurer and present the findings in writing to the Executive Board before the regular August Board meeting.
- 6) Shall prepare a proposed annual budget to be presented to the Board for review by the regular September Board meeting for approval.
- 7) With the assistance of the President and Vice-President, shall fulfill federal, state, and local requirements related to, and for the purpose of, maintaining non-profit status and operations including the filing of annual information statements with the Internal Revenue Service and the Franchise Tax Board.

E. Registrar

- 1) Shall prepare a listing of all players registered in each division. The listing will include player's name, address, birthday, age, parental/guardianship information and assigned team. This information shall be furnished to NCSA and Greater Sacramento Softball Association (GSSA) the appropriate person responsible for to obtaining insurance coverage for Board Members, players and coaches.
- 2) Shall distribute to the Player Agents all players and coaches insurance cards for the League.

- 3) Shall provide to NCSA's Executive Board a current roster of League players and coaches.
- 4) Shall be responsible for the coordination of late registrations. Late registrations are defined as any application for registration received after the last approved date for registration.
- 5) Shall create and maintain a waiting list of players who were not assigned to teams during the team formation meetings or who registered after the teams were formed.
- 6) While coordinating with the President, Vice President and Treasurer, Shall be responsible for processing all registrations.
- 7) Shall act for (and in place of) the Webmaster in the event of the Webmaster's absence or disability. In the event of the Webmaster's resignation, death, or removal, the Registrar shall assume the office of the Webmaster and serve until the vacancy is filled.
- 8) Shall keep a record of each member's and each director's/officer's name, address, telephone number, and electronic mail address, if any.

F. Player Agents (6U, 8U, 10U, 12U, and Majors Divisions)

- 1) Shall conduct a mandatory pre-season meeting with coaches for the purpose of: Orientation, Risk Management, Safety, coach conduct, Coaching Fundamentals, Ethics and Policy and Procedures review.
- 2) Conduct additional coaches meetings as needed.
- 3) Shall provide coaches with information regarding team organization, assessment day, draft day, opening day, selection of coaches for All Star teams, selection of All-Star players.
- 4) Shall be the main point of contact for coaches in their division.
- 5) Shall be responsible for obtaining information from coaches in their respective divisions. These items include, but are not limited to: uniform orders, team name, names of volunteers, names of protected players, names of assessed/designated pitchers, assist Treasurer in the collection of any fees or payments of any kind, etc.
- 6) Shall organize and coordinate assessment day (i.e. provide assessment sheets to coaches with registered players which includes protected players, and siblings. Provide a check in sheet and numbering system for players; set up for player assessment.
- 7) Shall be responsible for team placement of any player on the waiting list. In addition, any player trades must have President, Vice-President, and division Player Agent authorization.
- 8) Shall coordinate with the President and Umpire-In-Chief regarding the cancellation and rescheduling of games due to weather conditions.
- 9) Shall be on the Committee that selects the All-Star coaches, All Star player tryouts in each division and will coordinate the date, time, and location. The Player Agents or designee (coach) are responsible for notifying all players of the tryout results.
- 10) Shall be responsible for assisting the Equipment Manager in ensuring that all teams turn in their equipment.
- 11) Shall be the division's Manager and Coaches' representative to the Board.

- 12) Shall be responsible for reviewing division standings with League Webmaster.
- 13) Shall act for (and in place of) a fellow vacant Player Agent as requested by the President in the event of a Player Agent's absence or disability. In the event of a Player Agent's resignation, death, or removal, the Player Agent shall assume the office of the Player Agent and serve until the vacancy is filled.

G. Equipment Manager

- 1) Shall complete a physical inventory of all League equipment each year or as necessary. A summary of the inventory will be presented in writing to the board each year or as necessary and the inventory will be presented to the Secretary and Treasurer.
- 2) Shall be responsible for ensuring that all equipment is kept in proper working order and is safe for use.
- 3) Shall be responsible for proper storage of equipment.
- 4) Shall be responsible for issuing all equipment. A record will be kept of all equipment issued for league use, including a detailed description, quantity, and replacement value to insure that the issued equipment is the same equipment that is returned.
- 5) Shall be responsible for ensuring that all equipment is returned.
- 6) Will provide an estimate of equipment needs in numbers and dollars to the Treasurer annually or as needed.
- 7) Shall purchase necessary equipment for the League.
- 8) Shall act for (and in place of) the Field Maintenance Manager in the event of the Field Maintenance Manager's absence or disability. In the event of the Field Maintenance Manager's resignation, death, or removal, the Equipment Manager shall assume the office of the Field Maintenance Manager and serve until the vacancy is filled.

H. Uniform Manager

- 1) Shall be responsible for ordering and issuing all uniforms provided by the League to each teams.
- 2) Shall keep records of all uniforms issued to teams including types, numbers, sizes, and other uniform information.
- 3) Shall be responsible for ordering and issuing t-shirts, trophies, spirit wear, and awards, for any League sponsored event as approved by EGGSL board.
- 4) Shall provide a uniform budget.
- 5) Shall act for (and in place of) the Equipment Manager in the event of the Equipment Manager's absence or disability. In the event of the Equipment Manager's resignation, death, or removal, the Uniform Manager shall assume the office of the Equipment Manager and serve until the vacancy is filled.

I. Event Coordinator

- 1) Shall recommend to the President the need for establishing Committees (i.e. fundraising, opening day, and other event Committees, as the League may warrant).
- 2) Shall work with the Volunteer Coordinator to find volunteers to serve, as needed, on Committees and at League events.
- 3) Shall work with the Snack Bar Coordinators to ensure Snack Bar availability meets the needs of league events.
- 4) Shall be responsible for all League event activities, including the solicitation of prizes, securing the location, coordination of decorations, food, drinks, and other necessary items and/or supplies.
- 5) Shall serve as the primary contact for vendors and partner agencies in regards to their participation in events, including but not limited to softball equipment companies, t-shirt and air-brush vendors, entertainment vendors, CSD in regards to using CSD trailer of pop-ups, tables, etc..
- 6) Shall provide an estimate of the costs of decorations, foods, drinks, and other necessary items for events.
- 7) Shall act for (and in place of) the Sponsorship Coordinator in the event of the Sponsorship Coordinator's absence or disability. In the event of the Sponsorship Coordinator's resignation, death, or removal, the Event Coordinator shall assume the office of the Sponsorship Coordinator and serve until the vacancy is filled.
- 8) Shall act for (and in place of) the Uniform Manager in the event of the Uniform Manager's absence or disability. In the event of the Uniform Manager's resignation, death, or removal, the Event Coordinator shall assume the office of the Uniform Manager and serve until the vacancy is filled.

J. Snack Bar Coordinators I and II

- 1) Shall work with the Volunteer Coordinator to schedule sufficient volunteers to cover Snack Bar open hours.
- 2) Shall inventory, price, and maintain Snack Bar stock.
- 3) Shall develop, post, and amend Snack Bar procedures as needed.
- 4) Shall work with the Treasurer to develop and maintain an operating budget.
- 5) Shall work with the Event Coordinators to ensure Snack Bar availability meets the needs of special events including but not limited to Opening Day, Friday Night Frenzy, Sizzling Slam Tournament, any tournaments hosted by EGGSL, and Closing Ceremonies.
- 6) Shall train the Board of Directors on how to run the snack bar.
- 7) Shall act for (and in place of) the Volunteer Coordinator in the event of the Volunteer Coordinator's absence or disability. In the event of the Volunteer Coordinator's resignation, death, or removal, the Snack Bar Coordinator I and/or II shall assume the office of the Volunteer Coordinator and serve until the vacancy is filled.

K. Volunteer Coordinator

- 1) Shall work with the Webmaster to assure announcement of volunteer opportunities are sufficiently publicized. Use of Volunteer Management system is available.
- 2) Shall maintain record of all volunteers and determine if and when their League assistance time requirement has been satisfied.
- 3) Shall be the primary contact for event volunteers (e.g. snack bar, opening day, special events).
- 4) Shall work with the Event Coordinators and the Snack Bar Coordinators to ensure sufficient coverage for the snack bar and special events including but not limited to Opening Day, any tournaments hosted by EGGSL, and Closing Ceremonies.
- 5) Shall act for (and in place of) the Snack Bar Coordinator I and/or II in the event of the Snack Bar Coordinator's absence or disability. In the event of the Snack Bar Coordinator's resignation, death, or removal, the Volunteer Coordinator shall assume the office of the Snack Bar Coordinator and serve until the vacancy is filled.

L. Umpire-In-Chief

- 1) Shall provide a listing of schools or clinics for umpires to attend annually.
- 2) Shall evaluate the skills and knowledge of the umpires.
- 3) Shall train and supervise all umpires and scorekeepers.
- 4) Shall create a budget and maintain the finances and related records for the umpiring crew.
- 5) Shall schedule umpires for all league games, and any event games hosted by EGGSL that require umpires.
- 6) Shall be primary contact for all umpires and scorekeepers.
- 7) Shall coordinate with the Registrar for registering new umpires.
- 8) Shall submit to the Treasurer umpire payment schedules.
- 9) Shall work with teams to collect scores from every game and verify/update the standings each week.

N. Field Maintenance Manager

- 1) Shall create a budget and maintain the finances and related records for field maintenance.
- 2) Shall oversee the condition and preparation of the fields with EGCSO, and/or Southgate Recreation and Park.
- 3) Shall develop a plan for field improvement and maintenance.
- 4) Shall organize a field day for improvements, if required.
- 5) Shall coordinate fields for League playoffs and/or League tournaments.
- 6) Shall purchase new field equipment as needed (i.e. bases, pitching mounds, rakes, chalk, chalkers, etc.)
- 7) Shall provide field maintenance training to Coaches/Managers at the beginning of each season.
- 8)

O. Webmaster

- 1) Shall be responsible for maintenance and update of the official League website, (e.g., League games, tournaments, and sponsor information).
- 2) Shall update the League's website in accordance with Executive Board's direction.
- 3) Shall create and maintain a budget for related expenses.
- 4) Shall coordinate the statistics for the League with the Player Agents.
- 5) Shall coordinate and maintain social media websites in accordance with the Executive Board's direction (e.g. Facebook, Twitter).
- 6) Shall prepare, with the President, League schedules for the regular season games.
- 7) Shall act for (and in place of) the Registrar in the event of the Registrar's absence or disability. In the event of the Registrar's resignation, death, or removal, the Webmaster shall assume the office of the Registrar and serve until the vacancy is filled.

P. NorCal (NCSA) Representative

- 1) Shall act as a liaison between EGGSL and the NCSA.
- 2) Shall assist with NorCal events hosted by EGGSL.

Q. USA Commissioner

- 1) Shall be responsible for coordination of, and Managers' relations for, all League- sponsored competitive teams (i.e. Thunder and All Stars).
- 2) Shall be the competitive teams Volunteers and Coaches' representative to the Board.
- 3) Shall coordinate with the President, Vice President to seek approval for all competitive volunteers and coaches.

R. Sponsorship Coordinator

- 1) Shall recruit league sponsorships.
- 2) Shall collect the names of sponsors, fees from sponsors, URL logos from sponsors to provide to Webmaster for website.
- 3) Shall be responsible for maintaining sponsorship information and collecting sponsor fees.
- 4) Shall be responsible for ordering sponsor plaques, banners, etc.
- 5) Shall coordinate with the USA Commissioner on Select and Competitive team sponsors.
- 6) Shall act for (and in place of) the Event Coordinator in the event of the Event Coordinator's absence or disability. In the event of the Event Coordinator resignation, death, or removal, the Sponsorship Coordinator shall assume the office of the Event Coordinator and serve until the vacancy is filled.

ARTICLE VII.

COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be a “standing committee of the board” subject to all the rules applicable to “committees of the board” described in this Article.

The Executive Committee shall consist of the elected officers of EGGSL – President, Vice-President, Secretary, Treasurer, USA Commissioner, and one Player Agent that’s appointed by the President every six (6) months. The President shall serve as the Chair of the Executive Committee.

The Executive Committee shall have the authority of the Board between Board meetings to make decisions and take actions relative to the operation of EGGSL. The Executive Committee shall report any decisions made or actions taken at each meeting of the full Board. The Executive Committee may also develop policies for Board approval, and may review and recommend to the Board changes to the bylaws and to other operating policies.

Section 2. Notice Requirements for Committees of the Board. Written notice for meetings of committees of the Board shall be the same as for Board meetings. Provided, however, that this notice may be waived in writing, or by the committee member’s actual attendance at the meeting.

Section 3. Quorum for Committees of the Board. A majority of the voting members of any committee of the Board shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

Section 4. Advisory Committees. The Board may also establish advisory committees composed of any number of directors and/or non-directors who shall be appointed by the President. Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority. In addition, any conflicting individual holding a position on any of these committees must be recused.

Section 5. Audit Committee. The audit committee shall have the authority for performing an audit of the books maintained by the Treasurer. The committee will report their findings to the Executive Board. The audit committee shall consist of the Vice President, who shall chair the committee, and the incoming and outgoing Financial Advisors.

Section 6. Protest Committee. The protest committee shall be formed before each season, by the Vice President and the Player Agents and shall consist of 12 persons who are coaches. Three of the members will be selected from each division and shall hear and decide another divisions protest.

Section 7. Ethics Committee. The ethics committee shall be responsible for risk management issues pertaining to the League as well as issues pertaining to coaches, teams, and league members. The ethics committee shall consist of the President, Vice President, Secretary and Player Agents; any conflicting individual holding a position on this committee must be recused.

Section 8. Meetings by Telephone or Video Conference or by Electronic Transmission. Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner provided for in Article III of these bylaws.

ARTICLE VIII.

LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1. Liability. No volunteer director or officer shall be liable to third parties if the volunteer director or officer has met the requirements for good faith performance of his or her duties prescribed by the California Nonprofit Public Benefit Corporation Law and the corporation has met its duties relative to insurance required by the California Nonprofit Public Benefit Corporation Law.

Section 2. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 3. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238I of the California Corporations 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.

Section 4. Insurance. The Board shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its directors, officers, and employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director, officer, or employee in such capacity or arising out of their status as such. Such policy shall meet the requirements set forth in Corporations Code Section 5239.

ARTICLE IX.

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate corporate books and records of account;
- (b) Written minutes of the proceedings of its Board and committees of the Board;
- (c) A record of each member's and each director's/officer's name, address, telephone number, and electronic mail address, if any.

Section 2. Maintenance of Articles and Bylaws. The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.

Section 3. Inspection of Corporate Records. Members and directors shall have the right to inspect the corporation's books, records, and documents to the extent allowed by the California Nonprofit Public Benefit Corporation Law.

Section 4. Annual Report. The Board shall cause an annual report to be sent to all members and directors within 120 days after the end of the corporation's fiscal year. That report should contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any information required by Section 5 of this article.

The annual report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statement were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

Section 5. Annual Statement of Certain Transactions and Indemnifications. If any of the following types of transactions or indemnifications occurred during the previous fiscal year, then as part of the annual report to all members and directors, or as a separate document if no annual report is issued, the corporation shall prepare and mail or deliver to each director a statement of any such transaction or indemnification within 120 days after the end of the corporation's fiscal year:

- (a) Any transaction:
 - i. in which the corporation, its parent or its subsidiary was a party, and
 - ii. in which an "interested person" had a direct or indirect material financial interest, and
 - iii. which involved more than \$50,000, or was one of a number of transactions with the same "interested person" involving, in the aggregate, more than \$50,000.

For purposes of this section, "interested person" means:

- i. Any director or officer of the corporation, or its parent or subsidiary.
- ii. Any holder of more than 10 percent of the voting power of the corporation, its parent or its subsidiary.

The statement shall include a brief description of the transaction, the names of "interested persons" involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the "interested person" is a partner, only the interest of the partnership need be stated.

- (b) Any indemnifications or advances aggregating more than \$10,000 which were paid during the fiscal year to any officer or director of the corporation.

ARTICLE X.

MISCELLANEOUS

Section 1. Fiscal Year. Unless changed by the Board, the fiscal year of the corporation shall begin on October 1 the previous year and end on September 31 of current year.

Section 2. Conflicts of Interest. The Board will adopt a Conflict of Interest Policy and each Board member and committee member shall annually sign a statement that they have received, read, understood, and agreed to comply with such policy.

Section 3. Intellectual Property. All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to the corporate name, logo, newsletters,

educational, promotional, and training materials, contracts, service marks, membership lists, contributor lists, blogs, websites and website text, and vendor lists, shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without the prior approval of the Board memorialized in a writing signed by the President.

Section 4. Required Filings and Disclosures. The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Secretary of State, the State Attorney General's office, the Internal Revenue Service, and the Franchise Tax Board.

Section 5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.

ARTICLE XI.

AMENDMENTS

Section 1. Amendments. These Bylaws may be adopted, amended, or repealed and new bylaws adopted, by a majority vote of the Board at any properly called and noticed meeting where a quorum is present.

However, approval of the voting members is also required for any amendment or for new bylaws that would:

- (a) Materially and adversely affect the members' rights as to voting or dissolution;
- (b) Effect an exchange, reclassification, or cancellation of all or part of the memberships;
- (c) Change the number of authorized directors;
- (d) Change from a fixed number of directors to a variable number of directors, or vice versa
- (e) Increase or extend the terms of directors;
- (f) Increase the quorum for members' meetings; or

All proposed bylaw amendments or new bylaws must be sent or made available to all directors/officers and/or voting members eligible to vote on such amendments or new bylaws at least ten (10) days prior to the meeting at which the amendments or new bylaws will be discussed and voted on (or at least 10 days prior to the deadline for returning any ballot if approval is requested pursuant to written ballot).

ARTICLE XII.

DISSOLUTION

Section 1. Remaining Assets. Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit organization which is organized and operated exclusively for charitable and/or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the ELK GROVE GIRLS SOFTBALL LEAGUE, INC., a California nonprofit public benefit corporation; that the above Bylaws, consisting of 26 typewritten pages including this page, are the Bylaws of this corporation as approved by the Board of Directors on _____, 2021, and by the voting members on May 19, 2021; and that they have not been amended or modified since that date.

Christina Rosa-Robinson,
Elk Grove Girls Softball League Secretary