

BYLAWS OF SAN DIEGUITO YOUTH SOFTBALL

A California Nonprofit Public Benefit Corporation

Article I. OFFICES

Section 1.01 Principal Office. The Corporation's principal office shall be fixed and located at such a place within the city of Encinitas as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

Article II. MEMBERSHIP

Section 2.01 Classes of Membership. There shall be two classes of membership in the Corporation: the Board of Directors and the Regular Membership. Regular Membership is limited to one Head Coach and one representative appointed by the head coach from each team in the league during the current fiscal year. Regular members are to represent the participants at all regular membership meetings, are afforded the right to vote at such meetings and all other privileges identified in the corporation's Bylaws, Rules and Regulations, Policies and Procedures.

Section 2.02 Board of Directors. The Board of Directors of the Corporation shall consist of the President, Vice President, Treasurer, Secretary, Player Agent, Umpire in Chief, Sponsorship Commissioner, Uniform Commissioner, Player Agent, Equipment Commissioner, Field & Safety Commissioner, Coaches Commissioner, Publicity Commissioner, Web Site Commissioner, Special Events Commissioner, and Director of Concessions.

Article III. OFFICERS / BOARD MEMBERS

Section 3.01 Powers. Subject to limitations of the Articles of Incorporation, these Bylaws and Rules and Regulations, the activities and affairs of the Corporation shall be conducted and all Corporate powers shall be exercised by or under the direction of the Board of Directors. The Board is responsible for overall policy and direction of the Corporation and delegates day-to-day operations to members and sub-committee members. The Board shall have up to fifteen and not fewer than twelve members. The Board receives no compensation. All Board members shall agree to post an email and phone contact number on the League website for access by League Membership. All Board members shall serve one year terms, but are eligible for re-election.

(The following are general descriptions only, detailed descriptions are contained in the League Rules and Policies document.)

Section 3.02 President. The President shall be responsible for the performance of the League. He/she shall ensure that the Board and League operate within the By-Laws, Rules and Regulations, and Policies and Procedures. It shall be the duty of the President to preside at all meetings of the Corporation. He/she shall be an ex-officio member of all committees. He/she shall have the power to appoint ad-hoc committees as deemed necessary. He/she shall facilitate transitions to new Board members by arranging for handoff of job descriptions, records, contacts, etc. and shall arrange for the permanent storage of league records. He/she shall develop and maintain the League Master Calendar. Any complaints concerning League operations by players or their parents shall be directed to the President. He/she shall address the complaint as appropriate with the individuals. The President shall not have the right to vote at any meeting except to break a tie.

Section 3.03 Vice President. In the absence of the President, the Vice President shall perform the duties of the President. He/She shall chair the Fundamentals & Development Committee and the Team Selection Committee, and shall be a member of the Protest & Rules Committee. He/She shall obtain authorization to use facilities needed to conduct league practices, games, and tournaments.

Section 3.04 Secretary. It shall be the duty of the Secretary to keep accurate records of the proceedings of all meetings of the Corporation, including meetings of the Board of Directors and Regular Membership meetings. He/She shall be responsible for all league correspondence and be custodian of the By-laws of the Corporation. He/She shall also be responsible for the preparation of the agenda for all meetings and making proper notification of said meetings. He/She shall serve on the Financial Aid Committee. He/She shall be responsible for getting background checks on all team parents and inputting them in the system.

Section 3.05 Treasurer. It shall be the duty of the Treasurer to have charge of all the money of the Corporation and pay all properly attested expenses. He/She shall provide financial reports detailing the income received and payments made at each Board meeting and at each Regular Membership meeting. All checks drawn on the Corporation shall be signed by at least 2 officers, one of which shall be the Treasurer and the other shall be the President or the Secretary. The accounts of the Corporation shall be audited annually in the month directly following the close of the fiscal year and /or as requested in writing by fifty percent (50%) of the regular membership. He/she shall arrange for the League's independent outside CPA prepare and file the annual tax reports. He/she shall chair the Financial Aid Committee.

Section 3.06 Umpire-In-Chief. The Umpire in Chief shall be responsible to obtain adequate umpires to officiate all League games. He/She shall schedule umpires for all games and evaluate the performance of all League umpires. He/She shall assist with the planning for all tournaments in which the League is participating or conducting. He/She shall chair the Protest & Rules Committee, and be a member of the Team Selection Committee and the Fundamentals & Development Committee.

Section 3.07 Equipment Commissioner. The Equipment Commissioner shall be responsible for obtaining, inspecting and distributing all equipment needed to the managers of League teams. He/she shall make a detailed recommendation of new equipment needs, including vendors and estimated costs to the Board at its January meeting. Equipment used by the League should ensure safe play and be functional and compliant with the regulations of the relevant governing bodies (e.g., ASA). He/She shall inventory all equipment prior to the season, again at the close of the season and insure the security of the equipment during the off-season. Said inventory shall be written and at the end of the fiscal year, an itemized inventory shall be presented to the Board and the incoming Equipment Commissioner in August. He/She shall be a member of the Safety Committee.

Section 3.08 Fields & Safety Commissioner. The Fields & Safety Commissioner shall be responsible for the care and maintenance of the fields of play including dugouts and practice areas and shall serve as the safety officer of the Corporation. He/she will maintain the records documenting field conditions for the duration of his/her term. He/She shall chair the Safety Committee.

Section 3.09 Publicity Commissioner. The Publicity Commissioner shall be responsible to publicize the activities of the league through the local media or other suitable methods. He/She shall also assist with the planning and coordination of all tournaments in which the league is participating or conducting. He/She shall serve on the Activities Committee.

Section 3.10 Coaches Commissioner. The Coaches Commissioner shall be responsible for the initial screening of all League coaches. He/she shall inform each coach of the requirements for coaching in the league and shall check the initial requirements for each coach. He/she shall be responsible for collecting such coach screening forms as the Board deems necessary and for making recommendations to the Board for coaching assignments. He/She shall conduct a Coaches meeting at least ten (10) days prior to the start of each season to distribute information concerning League operations. He/She is the liaison between the Board and the Head Coach/Manager of each team. He/she is responsible for coordinating annual Coaches background checks and entering it into the ASA Database. He/she shall encourage the Coaches complete and submit Player Evaluation Forms at the conclusion of each season. He/she shall arrange for each coach to be confidentially evaluated on an on line confidential survey by team parents and shall report the results of such evaluation to the Board. He/she shall supervise the coaching staff and report any issues to the President for action. He/She shall serve on the Protest & Rules Committee, the Fundamentals & Development Committee, and Team Selection Committee.

Section 3.11 Player Agent. The Player Agent shall be responsible to coordinate league registration, player try-outs and the team formation process for the Spring, All-Star, and Fall/Winter seasons. He/she is also responsible for registering all players for into the ASA Database. He/She shall act as a liaison between players and the board and shall arrange for Division Representatives to assist with such communication. The Player Agent shall be a member of Financial Aid Committee, Fundamentals & Development Committee, and Team Selection Committee.

Section 3.12 Uniform Commissioner. The Uniform Commissioner shall be responsible for obtaining competitive bids from vendors to provide the teams with uniforms for each season. He/she shall present the uniform designs and bids to the Board for final selection and approval. He/she shall be responsible for delivering the team uniforms to the head coach or other designated representative for each team. He/she shall submit a complete inventory monthly to the secretary including all items. He/she shall work with the Sponsorship Commissioner to coordinate uniform colors and sponsor names.

Section 3.13 Fundraising Commissioner. The Fundraising Commissioner shall arrange for each Spring and Fall/Winter team to have at least one sponsor. He/she will assist each All Star team to secure a three sponsors each. He/she shall provide the Uniforms Commissioner with any sponsor preferences with respect to age group or team color. He/she will be responsible for ensuring the sponsors are properly recognized for their support on the league web page, on banners, or wherever is deemed appropriate by the Board. He/she shall be responsible for collecting sponsorship fees on current and delinquent sponsors. He/she shall be a member of the Activities Committee.

Section 3.14 Special Events Commissioner. The Special Events Commissioner shall coordinate the special events and community events that the League participates in as determined by the board. This includes Opening Day and Closing Day Ceremonies. He / she should coordinate efforts with the Publicity Commissioner to ensure the special events are made known to the league and the community as appropriate. He/She shall chair the Activities Committee.

Section 3.15 Web Site Commissioner. The Web Site Commissioner is responsible for the administration of the League's web site, including ensuring all pages and items are accurate and current. He/she shall provide an annual budget for licenses and other fees related to the website administration, to the Board at the December meeting. He/she shall regularly monitor websites from other local softball leagues and make recommendations for improvements to the League website. He shall post calendar items and messages to the site as approved by the Board.

Section 3.16 Concessions Director. The Concessions Director is responsible for placing, receiving and stocking products, arranging for staffing using league parents and other volunteers to the maximum extent possible, maintaining and operating Concessions in a clean, hygienic manner consistent with Health Department requirements, setting prices in consultation with the Board, and depositing money and preparing financial reports as required by the Treasurer. He/she shall report on Concessions operations at each Board meeting.

Section 3.17 Removal From Office. Any member of the Board of Directors may be removed from office for conduct or behavior not in compliance with the Codes of Conduct or ASA policies. A Board member may be removed by a two-thirds (2/3) vote of the Board. The Regular Membership may remove any or all Board members at any regular membership meeting with a two-thirds (2/3) vote of regular members. The Board will, by majority vote, declare an office vacant if an officer has been absent for three consecutive meetings without good cause or otherwise excused.

Section 3.18 Vacancies. Vacancies of any board office may be filled by recommendation by the President to the Board and affirmed by a majority vote of the board. Board vacancies may also be filled by a majority vote of the regular membership present at any regular membership meeting. When a vacancy on the Board exists, nominations for new members should be received by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members via email or regular mail to be voted upon at the next Board meeting.

Article IV. STANDING COMMITTEES

Section 4.01 Protest and Rules Committee. The committee shall interpret existing rules and regulations of the league, as long as such interpretation does not involve an official protest, and make recommendations for changes, if any, to the Board. The committee shall be responsible to investigate any and all protests filed during the season and report findings to the Board. The committee shall meet four times (December, March, June, September) and whenever necessary to review an official protest. The committee shall submit rule changes and recommendations to the Board at least one month prior to each season (Spring, All-Star, Fall/Winter). The Committee shall consist of the Umpire-In-Chief (Chair), Vice President, Coaches Commissioner and the Division Representative of each division (8U, 10U, 12U, 14U).

Section 4.02 Activities Committee. The Activities Committee shall be responsible for the planning and implementation of all special activities and programs conducted by the corporation. Such activities shall include, but not be limited to, Opening Day Ceremonies, Closing Day Ceremonies, and participation in community events. This committee shall be appointed and have their first meeting in November. The committee shall present to the Board, at its December meeting, a preliminary Activities Calendar and at its February meeting, recommendations as to conducting Opening Day Ceremonies, including a budget identifying costs and projected revenues. The committee shall also provide to the Board of Directors, at its April meeting, recommendations for Closing Day Ceremonies and special awards, with budget identifying costs and projected revenues. The Committee shall consist of the Special Events Commissioner (Chair), Publicity Commissioner, Sponsorship Commissioner and two At-Large Members appointed by the President.

Section 4.03 Team Selection Committee. The Team Selection Committee shall be responsible for planning and conducting the Team selection process, including All Star and tournament teams. The committee shall prepare recommendations for such selection and submit them to the Board for approval. Any member of the Team Selection Committee shall not vote on specific player or coach assignment issues for which they have a conflict of interest. The Committee shall consist of the Vice-President (Chair), Player Agent, Coaches Commissioner, Umpire-in-Chief and two At-Large Members selected by the President. At least one At-Large Member should be a non-Board member.

Section 4.04 Financial Aid/Scholarship Committee. The Financial Aid/Scholarship Committee shall be responsible for administering the League Financial Aid/Scholarship Program, ensuring that all players are eligible to participate in League recreational play regardless of financial circumstance. The committee shall prepare recommendations for eligibility criteria and parent participation for Spring and Fall/Winter seasons to the Board at its December meeting. Financial Aid/Scholarship criteria for All-Star play shall be addressed in a separate meeting of the Committee, President, and Vice-President. The Committee shall consist of the Treasurer (Chair), Player Agent and Secretary.

Section 4.05 Safety Committee. The Safety Committee shall be responsible to implement the League Risk Management Program. The Committee is responsible for coordinating and documenting field inspection, equipment condition, investigating accidents, maintaining safety records and addressing insurance issues. The Committee will provide a League Safety Manual to the Board at its January meeting. The Committee shall consist of the Safety & Fields Commissioner (Chair), Equipment Commissioner and one At-Large Member appointed by the President.

Section 4.06 Fundamentals & Development Committee. The Fundamentals and Development Committee shall be responsible for the on-going development of players and coaches. This will include evaluating performance levels of players and coaches and identifying skills development clinics and programs to improve performance and skill levels, both on and off the field. The Committee will present a schedule of clinics and development opportunities to the Board at its January meeting. The Committee shall consist of the Vice-President (Chair), Player Agent, Coaches Commissioner, Umpire-in-Chief and two At-Large Members appointed by the President. At least one At-Large Member should be a non-Board member.

Article V. OTHER COMMITTEES

(The below list is not all encompassing. Additional committees can and will be formed at the discretion of the Board to conduct business for presentation to the Board for final approval. The descriptions below are intended as a brief description of the committee responsibilities.)

Section 5.01 Nominations Committee. The Committee shall recruit and present a slate of candidates for all Board positions to the Board by April 30th. The list of candidates shall be presented to the League Membership 14 days prior to the May Regular Membership Meeting, which should occur within 10 days after the final Spring season game. The President shall appoint three members to the Committee by March 30

Section 5.02 Other Committees. The President, with the approval of the Board of Directors, shall have authority to appoint any additional committees as deemed necessary to fulfill the mission of the corporation.

Article VI. MEETINGS

Section 6.01 Board of Directors. The Board of Directors shall meet monthly at a regularly set time and place. All Board meetings shall be open to any member of the Corporation, including parents or legal guardians of players with “active” League registration status. Board minutes will be recorded and shall be made available to all members of the Corporation. The time and location of all scheduled Board meetings shall be posted on the League website. Fifty percent (50%) plus one (1) member of the Board shall constitute a quorum at a Board meeting. A Board member must be present to vote.

Section 6.02 Regular Membership Meetings. The Corporation shall conduct at least one regular membership meeting each year. At least one of these shall be held within ten (10) days after the final scheduled game of the Spring season. Any action by the Board may be changed by a majority vote of eligible members of the Corporation attending a Regular Membership meeting. A General Membership meeting must be on Master Calendar. All Board members must attend.

Section 6.03 Special Regular Membership Meetings. A majority vote by the Board is needed to call a special meeting of the regular membership. Also, the regular membership may call a special regular membership meeting by serving a petition upon the Board bearing the signature of at least fifty percent (50%) of the regular membership. Said Special meeting shall then be called by the Board within ten (10) days of receipt of such petition.

Section 6.04 Action Without Meeting. Subject to section 5513 of the California Nonprofit Public Benefit Corporation Law, any action, including the election of board members, which under any provision of the California Nonprofit Public Benefit Corporation law may be taken at any Board, Regular Membership or Special meeting, may be taken without a meeting if the written ballot of every member is solicited and number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

Section 6.05 Proxies. Persons entitled to vote at any meeting may do so only in person. Proxies may not exercise voting rights.

Article VII. ELECTIONS

Section 7.01 Nominations. The President shall appoint a Nominating Committee as described in Section 5.1.

Section 7.02 Voting. All nominees, whether nominated by the Nominations Committee or from the floor at the Regular Membership meeting, must have given consent to the nomination. If there is more than one nominee for an office, each candidate shall be given the opportunity to present an argument for their election to the membership. The contested elections shall be by written ballot and the uncontested elections by voice vote.

Section 7.03 Terms. Terms shall be for one year and one month, beginning July 1, ending August 31. All outgoing Board members must attend the July meeting with the incoming Board member to hand over all information and documents. August meeting will mark the first day of the Corporation's new fiscal year.

Article VIII. RULES AND POLICIES

Section 8.01 Rules & Policies. The Board of Directors will follow a set of league Rules and Regulations that identify the formal policies to be followed for the conduct of routine business. These policies should be reviewed periodically and modified as needed to provide formal guidelines to follow in conducting routine league business. Items that should be included are: Scholarship eligibility requirements All Star Coach Selection, All Star Player Selection, Head Coaches Selection, Player Selection and Team Formation, Board Member attendance, Volunteer requirements, Non-Compliance Penalty, Protocol, Confidentiality requests, etc. These policies are expected to be followed to ensure fair and equitable application to League issues. Rules and Policies can be adopted or changed by simple majority vote of the Board.

Section 8.02 Job Descriptions. The Board of Directors will develop detailed job descriptions and maintain those as part of the league Rules and Regulations document. These job descriptions should be used when soliciting candidates for Board positions.

Article IX. INDEMNIFICATION AND INSURANCE

Section 9.01 Indemnification. The Corporation shall, to the maximum extent permitted by California Nonprofit Mutual Benefit Corporation Law, and in accordance with that law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts arising by reason of the fact any such person is or was an agent of the corporation. For purposes of this section, an "agent" of the Corporation includes any person who is or was an officer, employee or other agent of the corporation, or is or who was serving at the request of the corporation as a officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

Section 9.02 Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

Article X. AMENDMENTS

Section 10.01 These By-laws or the articles of incorporation may be amended or repealed by a two-thirds (2/3) vote of the full Board at any duly called Board meeting. These bylaws were approved by the Board of Directors on the XXth day of October 2009.

Attest: Danielle Garro, Secretary	Approved: Larry Lugo, President
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