

**BYLAWS OF THE
SIERRA MADRE GIRLS SOFTBALL ASSOCIATION, INC.**
(Revised September 2023)

ARTICLE I – NAME

The name of this organization shall be Sierra Madre Girls Softball Association, Inc. (herein after referred to as "league" or "SMGSA").

ARTICLE II – OFFICES

The corporation's principal executive office shall be fixed and located at such place as the Board of Directors shall determine. The Board of Directors is granted full power and authority to change said principle executive office from one location to another.

ARTICLE III – PURPOSE

The purpose of this organization shall be to provide an athletic program for Sierra Madre and surrounding area girls.

ARTICLE IV – MEMBERS

Members of this organization shall consist of players' parents or guardians, managers, coaches, team sponsors, and board members.

ARTICLE V – OFFICERS

Section 1

Board of Directors: The SMGSA Board of Directors shall consist of a minimum of seven (7) up to a maximum of twenty-seven (27) members. The elected officers of the league shall consist of a President, Vice President, Player Agent, Purchasing Agent -Equipment, Secretary, Treasurer, Scheduler, Umpire in Chief, Purchasing Agent -Uniforms, Director of Coaching, Publicity Officer, Special Activities Officer, Fundraising Officer, Snack Activities Officer, Field Maintenance Officer, Webmaster, Safety Officer and Registrar.

Section 2

President: The President shall be the Chief Executive Officer of the organization and shall have general supervision, direction and control of the business and programs of the league. The President shall preside at all meetings of the league. President shall sit on all committees to ensure fairness and the best interest of the league.

Section 3

Vice-President: In the absence of the President, the Vice President shall perform all the duties of the President. In the event of a vacancy in the office of the President, the Vice President shall complete the unexpired term. The Vice President shall assist the President with supervision, direction and control of the business and programs of the league. The Vice President shall be the direct liaison with other local youth sports organizations and in the event

of a vacancy of the Snack Activities Officer position, the Vice President will assume the responsibility of the diner supervision.

Section 4

Player Agent: The Player Agent shall plan and manage player ratings, evaluations, clinics and drafting. During Fall, the Player Agent will make team assignments subject to approval by the Competition Committee.

Section 5

Purchasing Agent-Equipment: The Purchasing Agent- Equipment shall manage and control all equipment and supplies for the league including purchase, repair, and inventory control.

Section 6

Secretary: The Secretary shall keep or cause to be kept, the minutes of all meetings of the Sierra Madre Girls Softball Association, Inc., and actions of the Board of Directors. The Secretary shall also maintain a roster of the Board of Directors. The Secretary shall conduct correspondence as directed by the President.

Section 7

Treasurer:

a. Books of Account: The Treasurer shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the league, including its assets, liabilities, receipts, disbursements, gains, losses, capital, fund balance, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Board Member at all reasonable times.

b. Deposits and disbursement of money and valuables: The Treasurer shall deposit, or verify deposit, of all money and other valuables in the name and to the credit of the league with such depositories as may be designated by the Board of Directors. The Treasurer shall be the Chief Financial Officer of the league and provide an account of transactions and financial condition of the league whenever requested by the Board of Directors and shall have other powers and perform other duties as may be prescribed by the Board of Directors. The Treasurer shall also oversee the diner financials for the league.

c. Notices, seal and other duties: The seal of the league shall be kept in safe custody of the Treasurer and shall ensure the timely execution of necessary paperwork needing to be filed with the Secretary of State and other corporate documents.

Section 8

Scheduler: The Scheduler shall prepare, coordinate, maintain and distribute the various practice, game, and other league activity schedules, for all age divisions and seasons of play of SMGSA. The Scheduler is also the primary liaison between the league and the points of contact for the various field venues that SMGSA uses. The Scheduler shall also work closely with the Player Agent and Umpire In Chief in the performance of job responsibilities and shall assist with delegated responsibilities.

Section 9

Umpire In Chief: The Umpire In Chief shall recruit paid umpires for all official games and serve as the communication liaison between managers, teams, and umpires. The Umpire In Chief shall work closely with the SMGSA Scheduler to ensure umpire coverage as required, shall chair the Protest Committee, coordinate and chair a pre-season rules review meeting where SMGSA and USA Softball rule books are distributed, participate in post-season rule revision meetings, and recruit, lead, schedule and be responsible for the hiring, training, registering and supervision of Junior Umpires for the 8U division. UIC will work closely with the Treasurer to ensure all upper division and junior umpires are paid in a timely manner.

Section 10

Purchasing Agent - Uniforms: The Purchasing Agent -Uniforms shall be responsible for designing, coordinating purchase of, and distributing league uniforms for all divisions and seasons of league and competitive play. The Purchasing Agent -Uniforms shall also manage the specialized apparel for SMGSA to sell online and in the diner while keeping track of inventory. The Purchasing Agent-Uniforms will work closely with the Treasurer on apparel sales profit and loss.

Section 11

Director of Coaching: The Director of Coaching shall be responsible for soliciting, interviewing and supervising the coaching services for SMGSA teams and presenting coaching candidates to the Board of Directors for final approval for the Spring and Fall seasons. The Director of Coaching shall coordinate, plan, and conduct coaching clinics or cause to have such clinics conducted. The Director of Coaching shall give a performance rating of each manager and give to the Secretary for future reference. Director of Coaching should plan to attend a majority of the seasons games while evaluating and providing feedback to managers throughout each season.

Section 12

Publicity Officer: The Publicity Officer shall develop and place league press releases and public relations information with area media outlets. It shall be the responsibility of this officer to prepare and distribute communications information to league members via the leagues social media sites.

Section 13

Special Activities Officer: The Special Activities Officer shall coordinate all aspects of Opening and Closing Day ceremonies, coordinate and promote special events for SMGSA. The Special Activities Officer shall coordinate, or cause to be coordinated, the ordering, purchasing, and distribution of trophies, photos and yearbooks for all divisions of SMGSA play. Special Activities Officer should partner with the Publicity Officer and be an active participant on the leagues social media sites with postings of upcoming events as well as posting highlights of a recently completed event.

Section 14

Fundraising Officer: The Fundraising Officer shall coordinate, or cause to be coordinated, fundraising activities and team sponsors for all league divisions and seasons of play. The Fundraising Officer shall work closely with the Special Activities Officer to maximize fundraising opportunities and events. The Fundraising Officer shall oversee team parents and conduct meetings as appropriate to ensure maximum participation in league fundraising and other related activities. Fundraising Officer shall coordinate sponsorship promotions such as field signage, contests, sponsor levels, sponsor ads for the yearbook and sponsorship gratitude.

Section 15

Diner Manager: The Snack Activities Officer shall be responsible for snack/diner venues at Heasley Field. The Snack Activities Officer shall coordinate, or cause to be coordinated, the conducting of inventory, purchasing, management and staff hiring, staff certifications, and other related duties for those fields that offer snack/diner service. The Snack Activities Officer shall work closely with the Treasurer to get staff's legal documentation completed and to ensure staff is paid in a timely manner. This officer will be the point of contact and supervising board member for all diner employees/management.

Section 16

Field Maintenance Officer: The Field Maintenance Officer shall coordinate, or cause to be coordinated, the necessary work crews for special field projects, maintenance, and preparation of SMGSA fields of play. The Field Maintenance Officer shall work closely with Field Maintenance officer from Sierra Madre Little League during the season on planning and executing major projects and field maintenance that benefit both leagues. He/she will also work with Sierra Madre Little League in planning the "Field Maintenance Day" usually hosted by both leagues 2-3 weeks prior to start of the season, work closely with the league Scheduler to ensure proper field setup is accomplished as required and brief league managers and coaches on their responsibilities in regards to field maintenance and preparation. He/she and shall be responsible for the purchase of, upkeep and distribution of field materials needed for games and practices. The Field Maintenance Officer is also responsible for the maintenance of the leagues storage sheds and vehicles. Field Maintenance Officer shall provide to the board in the May and October meetings any capital improvements needed for fields for the following season.

Section 17

Webmaster: The Webmaster shall be responsible for the maintenance of the SMGSA website, to include the posting of pertinent and current league information. The Webmaster shall work closely with the Fundraising Officer to post sponsors up on the league site. The Webmaster is also responsible for the training of all league managers and/or team parents on the proper use of their team page website.

Section 18

All-Star Coordinator: The All-Star Coordinator shall be responsible for coordinating administrative duties for the all-star season, including tournament selection and registration, fee collection, distribution and execution of the All-Star Commitment Form and insurance. The All-Star Coordinator will work with the Player Agent on player evaluations and notification of

such. All-Star Coordinator will work with Purchasing Agent-Uniforms to order and distribute uniforms and spirit wear. The All-Star Coordinator shall disseminate and enforce USA recreational league All Star eligibility rules and ensure that the members of the All-Star teams and coaching staff represent SMGSA in a positive manner both on and off the field.

Section 19

Safety Officer: The Safety Officer is responsible for ensuring all managers have the necessary tools to treat minor injuries, including but not limited to purchasing and distributing first aid kits. The Safety Officer is to ensure all coaches are certified in Concussion Protocol, First aid and CPR. The Safety Officer is also responsible for ensuring fields are safe and have working water fountains, lights (where applicable) etc. In addition, Safety Officer is responsible for the proper equipment being used by all players, including helmets, bats and cleats.

Section 20

Registrar: The league Registrar works directly with USA Softball and submits board member, coaches and players lists to them. As Registrar, responsibilities include collecting necessary paperwork and submitting background checks for all volunteers, the setting up, monitoring and overall maintenance of the registration system, obtaining all-star player USA cards and Junior Umpire registrations.

Section 21

Division Commissioners: There will be a Division Commissioner for each of the following divisions of the Sierra Madres Girls Softball Association: 8U, 10U, 12U, and 14U. The Division Commissioners shall principal liaison between their respective division and SMGSA Board, with most common points of contact to the league Registrar (to support 100% registration and volunteer compliance), the Coaching Director and the Player Agent. The Division Commissioners will communicate with Managers to make sure practices and games are proceeding as scheduled, fields are prepared, that families are receiving good communication and responding positively, and that the progress of player development is excellent. All player, family or coach concerns that cannot be solved with traditional advice, or that persist, should be brought to the Player Agent and/or Coaching Director, depending on the situation. In the absence of the Diner Manager the Commissioners are in charge of filling in to manage the diner.

Section 22

Select Coordinator: The Select Coordinator shall be responsible for coordinating administrative duties for the Select seasons, including tournament selection and registration. The Select Coordinator will work with the Player Agent on player evaluations and notification of such. Select Coordinator will work with Purchasing Agent-Uniforms to order and distribute uniforms. The Select Coordinator shall disseminate and enforce USA recreational league All Star/Select eligibility rules. The Select Coordinator shall ensure the members of the Select teams and coaching staff represent SMGSA in a positive manner both on and off the field.

Section 23

Social Media Chair: The Social Media Chair is responsible for managing all SMGSA social channels. Gathering and executing consistent content. The Social Media Chair will work directly with the Publicity Officer and Webmaster to ensure the messaging is consistent on all communication platforms.

Section 24

Diner Administrator: The Diner Manager shall be responsible for snack/diner venues at Heasley Field. The Diner Manager shall coordinate, or cause to be coordinated, the conducting of inventory, purchasing, management and staff hiring, staff certifications, and other related duties for those fields that offer snack/diner service. The Diner Manager shall work closely with the Treasurer to get staff's legal documentation completed and to ensure staff is paid in a timely manner.

Section 25

Team Parent/Volunteer Coordinator: The Team Parent/Volunteer Coordinator will communicate expectations to Team Parents. They will help recruit team parents for each team and fill in if a team parent can not be filled. The Team Parent/Volunteer Coordinator will help create Sign-Up genius forms for special events and volunteer opportunities.

Section 26

General: SMGSA Board members will vote on and adopt a semi-annual budget in June and November of each year. SMGSA Board members are expressly forbidden to commit the league to any debt in excess of \$500.00 U.S. Dollars without prior approval of the SMGSA Board of Directors. Unusual or extraordinary circumstances will be addressed on a case-by-case basis with the President, Vice President, Secretary, and Treasurer collectively reserving the right to approve expenditures beyond the set amount if appropriate.

ARTICLE VI - ELECTION AND TERM OF OFFICES

Section 1

Elections: Elections shall be by a majority of the votes cast by the general membership on the final day of the spring season.

Section 2

Terms of office: Terms of office shall be for one year for all officers. Terms shall begin on July 1st and end on June 30th of the corresponding calendar year.

Section 3

Vacancy: A vacancy in any office, with the exception of the President, shall be filled through appointment by the President for completion of the unexpired term. In the event of a vacancy in the office of the President, the Vice-President shall fill the office and complete the unexpired term.

ARTICLE VII - GOVERNING BODIES

Section 1

Governing Bodies: The governing bodies of the league shall consist of a Board of Directors, an Executive Committee, and other committees as necessary, to effectuate the league's purposes.

Section 2

Board of Directors: The Board of Directors shall be made up of the elected officers of the league. The Board of Directors shall administer league programs, review budgets as submitted by the President and Treasurer, determine and review policy for the league, and take action on other business as may appropriately come before it. The Board of Directors shall appoint committees required to implement the programs of the board members.

Section 3

Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Player Agent.

Section 4

Protest Committee: The Protest Committee shall be made up of three (3) board members, including and chaired by the Umpire-In-Chief. The Protest Committee shall hear and rule on protests submitted in accord with league policy. Any Protest Committee officer who has a conflict of interest involving a specific protest shall be declared ineligible to act in that instance by the remaining committee members. The remaining committee members shall appoint a replacement for that specific protest to be heard from members of the Board of Directors. The Division Commissioner shall be involved in the hearing of any protest involving their respective division, but will not have a vote in deciding a protest.

Section 5

Finance Committee: The Finance Committee shall be made up of the Executive Committee. Prior to the Board Meeting that precedes any the registration and/or marketing of an upcoming event, including but not limited to the next Spring or Fall season, potential tournaments, fundraisers, or new programs of any kind, President and Treasurer shall draft a detailed budget for review and approval by the Board of Directors.

Section 6

Concern Committee: The Concern Committee shall be made up of three (3) Board Members, chaired by the Vice President, who does not have a vote with regard to the decisions made by the Concern Committee Members. The Concern Committee shall field all Complaint forms submitted by league members, which in general will identify disputes, conflicts or concerns regarding subjects including but not limited to the conduct of, or interaction between, players, coaches, family members or umpires.

The Concern Committee shall conduct a thorough and confidential investigation to the full extent of their authority, subject to the Bylaws and Safe Sport protocols, and additionally consult with any Board members as necessary, when the subject of a given case falls within their respective purview – such as with the Safety Officer, the Competition Committee, and/or the Player Agent.

The Concern Committee shall then provide to the President a recommended ruling or action for each case, in accord with league policy. The President reserves the right to rule and

implement actions differently than a given recommendation of the Concern Committee.

Any Concern Committee officer who has a conflict of interest involving a specific case shall be declared ineligible to act in that instance by the remaining committee members. The remaining committee members shall appoint a Board member replacement for that specific Concern Committee case.

Section 7

Competition Committee: The Competition Committee shall be made up of three (3) Board Members, chaired by the Player Agent. The purpose of the Competition Committee is to maintain fair conditions in every softball activity of the League. Areas of ongoing observation and review include, but are not limited to the Draft process, All-Star selection, local game rules at individual age levels, and new inter-league or player enrichment program opportunities that may enhance the league. For all such ongoing areas of review, the Competition Committee shall present to the Board recommended Bylaw Amendment(s) for approval. All such Amendments, and/or new program adoptions, must be presented to and approved by the Board prior to the Draft of the upcoming season.

The Competition Committee shall also be the sole party to review proposals from coaches, families, or the Board for individual player-placement cases, such as post-draft trades and late registrant additions. All such rulings by the Competition Committee shall ensure these moves are structured to main balance within each Competition level. In many cases they may determine that there is suitable option and deny a given proposal. The Division Commissioners, All-Star Coordinator, or other Board Members may provide opinions on applicable matters, but will not have any vote in any decisions made by the Competition Committee.

Any Competition Committee officer who has a conflict of interest involving a specific case shall be expected to recuse him or herself from the given case, and/or may be declared ineligible to participate by the Executive Committee. The remaining Committee members shall appoint a replacement, who may or may not be a Board Member but must be approved by the Executive Committee.

Section 8

Nominating Committee: The Nominating Committee shall consist of three (3) Board Members, chaired by the Vice President. The Nominating Committee shall interview individuals nominated to sit on the Board and present those nominations to the Board at the monthly meeting prior to the closing game of Spring.

Section 9

Other Committees: The Board shall appoint other committees as deemed necessary, whether to investigate and propose action on specific project(s), or to address long term functions of the league.

Section 10

Committee Term Limits: Terms of office shall be for one year for all committees. Terms shall begin on July 1st and end on June 30th of the corresponding calendar year.

ARTICLE VIII - MEMBERSHIP MEETINGS

Section 1

Annual Meeting: The membership shall meet annually in February to discuss the state of the league, describe league expectations and provide dates of upcoming events.

Section 2

Meetings: Any member may attend any meeting of the governing bodies and may speak to any point being considered but may not cast a vote.

Section 3

Quorum:

a. Annual Meeting: Quorum for the annual meeting consists of those who attend the annual meeting.

b. Executive Committee: Quorum shall consist of those who attend the Committee Meeting.

c. Board of Directors: Quorum shall consist of a minimum of thirteen (13) members of the Board of Directors.

ARTICLE IX – POWERS

Section 1

General Corporate Powers: Subject to the provisions of the California Nonprofit Corporation Law and limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business affairs of the league shall be managed and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 2

Special Powers: Without prejudice to those general powers, and subject to the same limitations, the Board of Directors shall have the power to:

a. Select and remove any/all officers, members, and employees of the league; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws, and fix their compensation.

b. Change the principle executive office or the principle business office in the State of California from one location to another.

c. Adopt, make and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

d. Borrow money and incur indebtedness on behalf of the league and cause to be executed and delivered for the corporation' s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgaged, pledges, hypothecation, and other

evidence of debt and securities.

ARTICLE X – FUNDS

Section 1

Fund Basis Accounting: The league shall maintain a General Fund and other funds as needed to conduct its business using Fund Basis Accounting.

Section 2

Disbursement of Funds: Disbursement of funds by check shall require two (2) signatures, one of which must be a member of the league Board of Directors. Additional signatures may come from an authorized signer as designated by the Board of Directors for ease of conducting league business. A league credit card may be used for the purchase of league affiliated items or events so long as more than one member has access to view the charges. Any/all benefits that come from the credit card shall benefit the league. The league shall use a payroll company (ex. Square) for paying diner employees through a direct deposit system. Any and all payroll disbursements shall require two (2) approvals, one of which must be a member of the league Board of Directors. Additional approvals may come from an authorized banking signer as designated by the Board of Directors for ease of conducting league business.

ARTICLE XI - LEAGUE POLICY AND RULES OF PLAY

Section 1

Policy: The policy of the league shall be those rules that govern the administration of the league. Included within the policy shall be rules governing eligibility of players, managers, and coaches, dues, fees, rules governing player draft, protests, conduct of players, managers and coaches, and any other rules deemed necessary by the Board of Directors for the administration of the league.

Section 2

Policy Review and Amendments: The policy shall be reviewed annually at a meeting of the Board of Directors and may be voted on and amended prior to fall registration commencing by a 2/3 vote of the Board of Directors.

Section 3

Rules of Play: SMGSA is a member of and plays by the rules of the United Softball Association (USA), but in the instance of conflict with SMGSA local playing and ground rules, the SMGSA rules shall prevail.

Section 4

Rules of Play Review and Amendment: The Rules of Play shall be reviewed **prior to each season (twice a year)** as directed by the Board of Directors. Potential changes will be presented and reviewed prior to the **Fall and Spring** first recreational practice of the commencing with amendment/change approval requiring a 2/3 vote of the Board of Directors.

ARTICLE XII – AMENDMENTS

These bylaws may be amended by a 2/3 vote of the entire Board of Directors (not the stated quorum). Proposed amendment(s) must be submitted in writing and signed by ten (10) members of the membership. Amendment(s) proposals will be reviewed at next Board Meeting following any proposed Amendments. The voting on the proposals will follow at the next Board Meeting following the Board of Directors' discussion on the proposals. No amendments to the Bylaws can be made after April 1 of the league year.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Except as otherwise provided for in its Articles of Incorporation, bylaws, league policy, and standing rules, the league shall be governed in its proceedings by the current edition of Robert's Rules of Order, Revised.

ARTICLE XIV – DISSOLUTION

In the event of dissolution of this league (corporation), voluntary, involuntary, or otherwise, then all of the property and assets of this corporation shall go to one or more nonprofit fund, foundation or corporation whose purpose is similar to that of this league and which has published its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.