

# TULARE SOFTBALL ASSOCIATION

## BY-LAWS

Revised February 2024

### ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Tulare Softball Association. Hereinafter, referred to as T.S.A.

### ARTICLE II. CORPORATE PURPOSE

#### Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Section 2. Specific Purpose

Tulare Softball Association's mission is to provide a high-quality youth softball experience focused on fun and fair play that, in turn, develops improved softball skills and an increased love of the game, all while providing an environment that embodies and celebrates sportsmanship and teamwork.

The specific objectives and purpose of this organization shall be:

- a. To foster, develop, promote and regulate amateur softball for all youth regardless of race, color, creed, religion, sex, national origin or ancestry;
- b. To provide facilities, equipment, and officials for youth to engage in the promotion and participation of the sport of softball;
- c. To provide opportunities for participants to engage in recreational, competitive, and championship softball;
- d. To sponsor, host and/or participate in events and activities that promote the sport of softball.

### ARTICLE III. MEMBERSHIP

The membership of Tulare Softball Association shall consist of the members of the Board of Directors.

## ARTICLE IV. MEETINGS OF MEMBERS

## ARTICLE V. BOARD OF DIRECTORS

### Section 1. General Powers

The affairs of Tulare Softball Association shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of Tulare Softball Association.

### Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than two (2) nor more than fifteen (15) including the following officers: President, Vice-President, Secretary, Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time. Those two Board members will be allowed one vote. If a Board member holds more than one Board position, they will only be allowed one vote.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least 75% of scheduled meetings of the Board per year.

### Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of January of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than seven (7) days prior to the meeting date.

## Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

## Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, electronic methods, or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

## Section 6. Quorum

The presence in person of a majority of current members of the Board of Directors and Committee Chairs shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

## Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1<sup>st</sup> shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

## Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

## Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

## Section 11. Confidentiality

## Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

## Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## Section 14. Removal

Any member of the Board of Directors, Committee Chairs, or members of the Advisory Council may be removed with or without cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of T.S.A. would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

## ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

### Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. Presides at league meetings and assumes full responsibility for the operation of their respective league. The President receives all mail, supplies, and other communication from headquarters. The President must see to it that league personnel is properly briefed on all phases of rules, regulations and policies of their league and is responsible for league protests and disputes. The league President is the contact between the local organization and league headquarters. Enforces the safety code of the League and coordinates insurance claims between the league and insurance carriers.
- b. If the President is temporarily absent or unable to act, the Vice-President shall act as President.
- c. If the President resigns or is removed, a new President shall be elected by a majority vote of the Board of Directors from among its members.
- d. The President will be an authorized signer on all league accounts and will countersign checks with the Treasurer.
- e. The President has the authority to approve any suggestion, bill, and/or motion when a quorum is not present.
- f. Any decisions that need to be made outside of the timeframe allowed will be approved or declined by the President.

### Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice President will be an authorized signer on all league accounts and may countersign checks with the Treasurer or President. Responsible for carrying out such duties and assignments as may be delegated by the President.

### Section 3. Secretary

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- b. He/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.

- c. He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the President.

#### Section 4. Treasurer

The Treasurer's duties shall be:

- a. Responsible for all funds in all T.S.A. bank accounts. He/She will sign all checks when directed by the Board. All checks must have two signatures. This individual will oversee any collections made for T.S.A. by any T.S.A. personnel giving them a receipt and deposit those funds in the appropriate accounts in a timely manner. They will submit financial statements at all Board meetings as directed by the board. They will submit a profit/loss report during each meeting, including all T.S.A. assets and equipment at the end of each league year. This person shall develop, for Board approval, an annual budget for the next fiscal year prior to leave of office.
- b. No accounts will be paid in cash.
- c. Any non-regular or non-budgeted expenditures must be approved by the Board.
- d. The Treasurer will coordinate with our accountant. An outgoing Treasurer will work with the incoming Treasurer until the books have been audited.
- e. The Treasurer shall turn in all records, documents, software files and league owned software to the Board of Directors within 72 hours of leaving office.
- f. Responsible for carrying out such duties and assignments as may be delegated by the President.
- g. The Treasurer at no time shall use Tulare Softball Association and/or T.S.A. All-Star funds for personal usage and/or personal loans, for any reason at any time while in office, resigning from office, or volunteering.

#### Section 5. All Other Officers

Players Agent

Coaches Agent

Fundraiser Chairperson

Equipment Manager

Webmaster

Facilities Chair

Grounds Chair

All-Star Coach

### Section 13. Election of Officers

When a Board vacancy occurs or an officer's term ends, the current Board of Directors will vote to fill that position. The Board can also vote to move existing officers to different positions on the Board.

### Section 14. Removal of Officer

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing ten (10) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

### Section 15. Vacancies

Vacancy on the Board shall be filled by appointment by the President and approved by a majority vote of the remaining board. The newly appointed officer will serve through the term of the office being filled.

## ARTICLE VII. COMMITTEES

### Section 1. Committee Formation

The Board shall create at least four of the following committees: concessions, fundraising/sponsorships, equipment, technology, grounds, facilities, umpire-in-chief, coaches agent, player's agent. Committee chairs are appointed by the President with Board approval for a term of one (1) year. All committee chairs shall be voting members of the Board.

### Section 2. Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

### Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income,

expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

## ARTICLE VIII. CORPORATE STAFF

## ARTICLE IX. Conflict of Interest and Compensation

### Section 1. Purpose

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

### Section 2. Definitions

#### a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

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

### Section 3. Procedures

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

### Section 4. Records of Proceedings

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

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### Section 6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

## ARTICLE XII. AMENDMENTS

### Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### Section 2. Bylaws

The Board of Directors may amend these Bylaws by a majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and manner provided for the giving of notice of meetings of directors.

## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 11th day of February, 2024.

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Joey Garsa, President - Tulare Softball Association

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ATTEST: Ashley Collins, Secretary - Tulare Softball Association