



SAN PEDRO GIRLS SOFTBALL ASSOCIATION BYLAWS

ARTICLE I ~ NAME

The name of this organization shall be **San Pedro Girls Softball Association, Inc.**, herein after referred to as SPGSA. The League is organized for non-profit purposes and does not contemplate pecuniary gain or profit to the members thereof. SPGSA is affiliated with USA Softball Association 11 for the purpose of playing girls softball. **San Pedro Girls Softball Association, Inc.** shall be used on all business transactions, including, but not exclusively, bank accounts.

ARTICLE II ~ OBJECTIVE

Section 1

A) Purpose of Organization:

1. To provide an organized recreational and advanced competitive softball program for players
2. To provide an enjoyable and memorable experience for the players who participate in the program
3. To develop softball skills and to gain an appreciation and knowledge of the game
4. To develop good sportsmanship
5. To develop the qualities of citizenship and leadership through the game of softball
6. To promote physical fitness for the players

The adults shall bear in mind, at all times, that the attainment of exceptional athletic skill and winning of games is secondary and subordinate to the accomplishment of the above objectives.

B) Types of Teams:

1. Recreational
2. Select
3. All Star
4. Tournament

Section 2

Notwithstanding, any other provision of these articles, the League shall not carry on any other activities not permitted to be carried on by a League exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by league contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Section 3

Upon the dissolution of this League, assets shall be distributed for one or more exempt purpose within the meaning of section 501 (c)(3) of the Internal Revenue Code. Upon the winding up and dissolution of this League, after paying or adequately providing for the debts and obligations of the League, the remaining assets shall be distributed to a non-profit fund, foundation, or League, organized and operated exclusively for charitable, educational, or scientific purposes, and is established as tax exempt under section 501 (c) (3) of the internal revenue code.

Section 4

No substantial part of the activities of this league shall consist of carrying on propaganda, or otherwise attempting to influence legislation. SPGSA shall not participate or intervene in any political campaign on

behalf of any candidate running for public office including the publishing or distribution of statements to its members, trustees, officers, or other private persons.

Section 5

No part of the budget of SPGSA shall ever personally enrich its members, trustees, officers or other private persons. Members, trustees, officers, or other private persons are eligible to request and receive reimbursements for goods and services provided to SPGSA so long as the reimbursement is approved by the SPGSA Treasurer and one additional SPGSA officer.

ARTICLE III ~ MEMBERSHIP

Section 1 - Membership

There shall be but one class of membership that shall be known as General Membership. Membership is open to any youth, their parents, guardians, and interested adults in San Pedro and the surrounding communities who would like to participate and abide by the Codes of Conduct established by the League. General Membership is defined as 1) parents or legal guardians of all currently registered players, 2) all Board approved official managers, coaches, and chaperones, and 3) all Board members. The Board is made up of the people elected to perform the duties as outlined in Article VII.

Section 2 - Qualifications

Every adult person of good character who is interested in the purposes of the SPGSA shall be eligible for membership to the organization, and shall be considered members upon approval of the Board or upon registration of their child in the League.

Section 3 - Registration

A child becomes registered when a registration form is completed, including the required adult signatures, demonstration that the age requirements are met, is physically able to partake in League activities, and has either paid the required registration fee or has met the requirement for a waiver of fees. Demonstration of required age shall be by birth certificate, hospital record, baptismal record, affidavit, or passport. Each Child will be considered to have the required physical ability except when questioned in writing by the Board. If questioned by the Board, the parent must obtain a letter from a qualified doctor and present it to the League Safety Director or Player Agent before partaking in any of the League's activities. The age group of all players shall be as delineated in the "USA Softball Official Rules," latest edition and "USA Softball of Southern California Rules and Regulations" Yellow Book, latest edition. Players and/or Parents that submit a written request, requesting to be on a certain team or not to be on a certain team, or with a certain manager/coach will extend all the way through that year's All-Star season. If there is a player or manager/coach conflict then the person making the request will have to decline the All-Star team.

Section 4 - Suspension or Dismissal

- A) Any member or player is subject to suspension or dismissal by the Board upon displaying conduct of non-conformance with the Articles of the League, Bylaws, Standing Orders, or any decisions by the Board, including owing any money or property to the League, which in the opinion of the Board is detrimental to the League. A written warning will be issued to the offending league member notifying them of the charge against them and what, if any, disciplinary action will be taken.
- B) Evidence of such misconduct or failure to comply with the aforesaid Articles, Bylaws, and Standing Orders shall be in writing at a Board meeting, or a special meeting if deemed necessary. In the event of possible suspension, a Board meeting will be held (within 72 hours of notification of the incident) and the parties involved in the complaint will be notified of the meeting and have the right to appear before the Board. The Board will then discuss what, if any, actions will be taken.
- C) If the Board President declares a charge to be extremely serious, the President will contact and immediately suspend the person charged. The President will then inform the Board of his/her actions within 12-24 hours in writing to the Executive Board.
- D) Any civil or criminal action against the League will result in immediate prosecution by the Board "to the

fullest extent of the law.” Any General Member or Board Member witnessing a crime against the League shall immediately report the incident to the President and Vice President.

- E) The Board making the proper notification by Certified Return Receipt of the Board’s decision to the member/player or members involved within three (3) days will prepare an official letter.
- F) Any decision by the Board shall be by majority vote and may be appealed within seven days. If appeal is denied or is not appealed within seven days, the decision will be final. Failure to adhere to the Board decision will result in further disciplinary action and possible permanent suspension.
- G) Any Executive Board Member subject to suspension or dismissal by the Board upon displaying conduct of non-conformance with the Articles of the League, Bylaws, Standing Orders, or any decisions by the Board including owing any money or property to the League, which in the opinion of the Board, is detrimental to the League. The Board Member subject to suspension may be present for discussion but will be excluded for final vote. Disciplinary votes regarding an Executive Board Member will be conducted by secret ballot.
- H) Any complaints must be made in writing within a timely manner.

ARTICLE IV ~ TERRITORIAL LIMITS

Section 1

There will be no League limits.

ARTICLE V ~ MEETINGS

Section 1 - General Membership Meetings

This League will have meetings before the start of each season or on an as needed basis. In accordance with the Ralph M. Brown Act and as affirmed within Ribakoff v. City of Long Beach, et al., General Members wishing to comment upon an agenda item will be allotted 3 minutes per item.

Section 2 - Board Meetings

The Board shall hold a minimum of one monthly meeting as called for by the President. Any Executive Member may request additional meetings by submitting a 72-hour written request to the President.

All participants should be informed beforehand that any recording will take place, with an opportunity to raise objections. Approval from the Board must occur before any recording takes place. Clarification is needed whether the recording is for minute preparation, compliance, or archival purposes. Define where recordings will be stored, how long they will be kept, and who has access. Editing recordings is prohibited to avoid misrepresentation and establish rules for referencing recordings in future Board actions. Recording of executive or closed sessions is prohibited unless explicitly approved due to the sensitive nature of discussions.

Section 3 - Committees

The Committees shall hold a minimum of one or as needed meetings annually.

Section 4 - Bylaw Meetings

Bylaw meetings shall be held at the discretion of the Bylaw Committee at least once a year. All revisions, changes, additions, and deletions to the Bylaws shall be handled at these meetings. These meetings will also include the changing of standing rules. All changes to the bylaws shall be approved by a majority vote of the Board. These bylaws may be amended or repealed.

Section 5 - Quorum

A quorum for any meeting shall be a majority of the Auxiliary and Executive Board.

Section 6 - Annual Meeting Board Meetings

The newly elected Board will hold its first meeting in July as called for by the incoming President. This will be known as the Annual Meeting in which the duties from the outgoing Board are transferred to newly appointed Board. The outgoing President will begin the meeting and finalize any and all pending matters before the Board. At the conclusion of any and all pending matters, the outgoing President and balance of Executive Board will turn the meeting over to the newly appointed Executive Board. The newly elected Board will hold at least one meeting per month thereafter. The Board meetings will be closed, except after the minutes of the previous meeting are read and approved, and the Treasurer's report is given. At that time, the meeting will be opened to all members for input from the General Membership for a period not to exceed 30 minutes, with a maximum of five (5) minutes per speaker. The President will have the right to request further input from the Membership during the closed session.

Section 7 - Special Meeting of the Executive Board

The President or any two Board members may call a special meeting of the Executive Board providing a "24-hour" notice and specifying the purpose of the meeting is given to each Board member. Only the specified matter will be discussed.

Section 8 - Robert's Rules of Order, Revised

All meetings shall be conducted in an orderly manner; Robert's Rules of Order Revised shall govern the proceedings.

Section 9 - Voting

Each Board Member shall have a vote, excluding the President who will vote only in the case of a tie. The Executive Board shall have a vote in special circumstances such as time-sensitive issues or disciplinary issues, etc.

Section 10 - Voting by Proxy

Voting by proxy is prohibited.

Section 11 - Abstaining

No member of the Board shall be allowed to abstain on a vote unless there are grounds for a conflict of interest agreed upon by the remaining Board members.

Section 12 – Undisclosed (Secret) Ballots

Undisclosed ballots may be taken on any sensitive issue as long as the Board in attendance agrees that a need is present. The President, acting Secretary, and one (1) Auxiliary Board Member, shall perform the count.

Section 13 – Electronic Voting

Electronic voting will be permitted only in a severe emergency that is time sensitive. The Secretary must print out the electronic votes and keep them with the minutes.

ARTICLE VI ~ OFFICERS AND DIRECTORS {18 positions}

PRESIDENT

It shall be the duty of the President to preside at meetings of the Board and General Membership and to act as

a spokesperson overseeing all Board Member duties. The President shall be responsible for signing all League documents, unless he or she has delegated the duties to a fellow Board Member. He/she shall act as the liaison between the Board, the Navy and the personnel at the LAPD Pistol Range facility. The President shall attend all USA League President meetings. He/she shall also handle all legal issues involving the League. He/she shall handle insurance needs of the Board. He/she shall submit a chairperson candidate for the Bylaw Committee and any other committees deemed necessary by the President or the Executive Board. The candidate for President must be a current Board Member (either Executive or Auxiliary) who has served two years on the Board.

VICE PRESIDENT

He/she shall be liaison between the Board and the community. He/she shall attend community meetings and be responsible for community relations. He/she shall assist the President in league activities. In the absence of the President, it shall be the duty of the Vice President to preside at meetings of the Board and General Membership and carry out the responsibilities of the President's office. He/she shall work in conjunction with the Player Agent for Spring, Summer, and Fall seasons. He/she shall work in conjunction with the Player Agent to monitor team personnel activities and make recommendations for improvements where needed. He/she shall work in conjunction with the Player Agent to oversee the evaluation and recommendation of all Managers for all divisions. Based on the growth of the League and/or need, the President can nominate an additional Vice-President position to serve the League. The candidate for Vice President must be a current Board Member (either Executive or Auxiliary) who has served one year on the Board.

TREASURER

The Treasurer shall provide the Board with a preliminary budget within 30 days of term commencement, which will be used as a guide for final approval after necessary changes are made by the Board. He/she shall maintain the League funds and keep accurate records. He/she shall be responsible for the disbursement of League funds and shall provide an itemized statement containing all monthly expenditures at each monthly board meeting and at the expiration of his/her term in office to the League's accountant for the purposes of filing tax documentation. All League funds shall be protected by two party signature accounts. All checks require the signature of two authorized Board Members. He/she will also be responsible for payment to umpires for their services. The candidate for Treasurer must be a current Board Member (either Executive or Auxiliary) who has served one year on the Board.

SECRETARY

He/she shall be responsible for recording the minutes of monthly Board and General Membership meetings. Copies of the minutes shall be provided to the Board within 10 calendar days after the Board meeting. He/she shall notify Board Members of meetings with at least three days notification. He/she shall keep a record of Board Member attendance. He/she shall conduct general correspondence. He/she shall notify Board Members of meetings at least three days in advance of the meeting. He/she shall maintain the league records, including Bylaws, Policies and Rules. The candidate for Secretary must be a current Board Member (either Executive or Auxiliary) who has served one year on the Board.

PLAYER AGENT

He/she shall be in charge of player registration, player skills assessment, player draft (including player waiting list), and team placement. He/she shall act in conjunction with the Vice President as the liaison between managers, parents, and players. He/she shall represent the interests of each participating member and ensure that all actions taken by Managers, Coaches, Board or General Membership are taken for the well-being and welfare of these younger members. He/she shall present any matters to the Board, which will require disciplinary action. He/she shall present a written report on any decisions made involving any player or Manager at each Board meeting.

The Player Agent shall represent all players within their respective divisions. The Player Agent can add a Division Representative to assist him/her with player drafts for each division. The Player Agent assigns players to teams after the division drafts have been completed. The Player Agent shall be responsible for

collection of interest of managers and coaches to present to the Board for final approval. The Player Agent acts as the league representative to USA for personnel issues, in conjunction with the President. The Player Agent acts as the authority on rules governing personnel issues. The Player Agent cannot be part of a coaching staff, in the dugout, or on the dirt. In the case of an emergency, the Player Agent may be in the dugout at the discretion of the Board. The candidate for Player Agent must be a current Board Member (either Executive or Auxiliary) who has served one year on the Board.

UMPIRE IN CHIEF (UIC)

The elected Board shall appoint him/her, and they are a regular member of the Board. He/she shall be in-charge of all umpires and the interpretation of the USA rules and their exceptions as adopted by the Board. The UIC shall be responsible for scheduling all umpires for games. He/she shall monitor the umpires throughout the season. He/she shall maintain house rules for all age divisions, which shall be disbursed to the managers/coaches. He/she shall resolve disputes between managers/coaches and umpires. He/she shall maintain tournament rules for any/and all league hosted tournaments.

SNACK BAR COORDINATOR

The elected Board shall appoint him/her, and they are a regular member of the Board. He/she shall be responsible with the help of an assistant, to assign volunteer and team parents to work the snack bars, and maintain an accurate inventory of all products and moneys. Open, close, and control access to the snack bars. Moneys shall be counted and signed for by the assigned Board Member at the close of the day.

FUNDRAISING CHAIRPERSON

The elected Board shall appoint him/her, and they are a regular member of the Board. He/she shall develop, plan, and present to the Executive Board for approval all fundraising projects. He/she shall submit a written accounting of each project upon completion. The Fundraising Chairperson can select his/her own committee members with Board approval.

EQUIPMENT MANAGER

The elected Board shall appoint him/her, and they are a regular member of the Board. They shall be in charge of all equipment as directed by the Board.

FIELD MAINTENANCE

The Field Maintenance is appointed by the elected Board Members and is a regular member of the Board. They shall be in charge of field maintenance and the forming of committees for the same, as directed by the Board.

UNIFORM COORDINATOR

The Uniform Coordinator is appointed by the elected Board Members and is a regular member of the Board. They shall be responsible for all uniforms, including all league attire for both Spring and Fall Seasons, and shall assist with All-Star uniforms and gear as directed by the Board. They shall also coordinate the sales and production of League Fan Gear.

WEBMASTER

The Webmaster is appointed by the elected Board Members and is a regular member of the Board. They shall be responsible for operation of the league's website in all respects.

LEAGUE SCHEDULER

The League Scheduler is appointed by the elected Board and is a regular member of the Board. He/She is

responsible for scheduling the Spring games, inter-league games, and practice schedules for both Spring and Fall Ball. If SPGSA hosts any tournaments, such as Turkey Tournament or Friendlies, he/she may be responsible for game schedules. The candidate for League Scheduler must be a current Board Member (either Executive or Auxiliary) who has served one year on the Board or has had previous Manager/Coach experience.

PLAYER DEVELOPMENT CHAIRPERSON

The Player Development Chair is appointed by the elected Board and is a regular member of the Board. He/She can select his/her own committee members with Board approval. He/she will coordinate league-sponsored clinics focusing on fundamentals and development of all players in all divisions. He/she can also schedule third-party run clinics with approval of the Board.

SPONSORSHIPS

The Sponsorships Coordinator is responsible for securing, organizing, and managing league sponsorships to support the financial health of the softball program. He/she will provide sponsorship packets or information outlining available levels and benefits, track incoming sponsorship payments, and required materials (e.g., logos, business info). He/she will maintain a sponsorship database and ensure all obligations to and from sponsors are fulfilled. He/she will collect high-quality sponsor logos for banner creation, coordinate the printing and delivery of sponsor banners (may involve working with a print vendor), and ensure banners are hung prominently at the fields before Opening Day and remain up throughout the season.

SOCIAL MEDIA/YEARBOOK

The Social Media/Yearbook Coordinator is responsible for managing the league's online presence and overseeing the creation of the end-of-season yearbook. This position plays a key role in promoting league events, celebrating players and volunteers, and engaging the local community through digital content and storytelling. Creates, schedules, and posts engaging content on league social media platforms (e.g., Facebook, Instagram, Twitter). He/she shall promote registration, game schedules, fundraisers, volunteer opportunities, and league news; take or collect photos and videos from games and events, respond to messages, comments, and tag requests in a timely and professional manner and ensure all content is appropriate and aligns with SPGSA branding and policies. He/she shall plan, organize, and produce the annual league yearbook by coordinating with team parents and coaches to gather photos, player names, and highlights. They will design the yearbook layout and work with a printing vendor as well as manage deadlines for submissions, proofing, and final printing.

VENDOR COORDINATOR

The vendor coordinator will schedule local community vendors for Opening and Closing day, tournaments, and any other weekend game days with approval of the Board.

PICTURES/TROPHIES CHAIRPERSON

The Pictures/Trophies Chairperson is appointed by the elected Board members and is a regular member of the Board. They shall be responsible for the scheduling of picture day with League and photographer. They shall be responsible for securing trophies/rings for all league activities and tournaments.

Article VII ~ General Board Duties

- A) Must attend all regularly scheduled Board meetings. Any Board Member missing two consecutive meetings without prior written notification to the President may be subject to removal from the Board.
- B) A Board Member(s) shall oversee and work shifts in the snack bar, as well as supervise fields during scheduled games (i.e. field duties, clean up, opening and closing of facilities).
- C) ALL BOARD MEMBERS are required to perform scheduled duties during ALL league tournaments.
- D) All Board Members are required to be present at skill assessments, Opening Day, and Closing Day.
- E) Failure to actively participate in General Board Duties may result in suspension from all league

functions and/or removal from Board position.

ARTICLE VIII ~ COMMITTEES

Section 1

The Executive Board must approve all Committee chairperson candidates. The Board shall determine committee size, objective, and responsibility. Each Committee Chairperson shall be responsible for appointing committee members as approved by the Executive Board. The Committee Chairperson is to report directly to the Executive Board regarding the committees' accomplishments and responsibilities. The Board can remove any committee member failing to fulfill their duties at any time.

ARTICLE IX ~ ELECTION OF OFFICERS

Section 1

Self-nomination sign-up sheet will be posted at the snack bar a minimum of one week prior to closing day.

Section 2

All elections shall be by undisclosed (secret) ballot. Voting will be held on Closing Day. General Members are entitled to one vote per household. Write-in votes are allowed and will be tallied. All ballots shall be counted on same day and at same location. Ballots must remain in the voting area (snack bar). If removed, that ballot shall become null and void and an additional ballot will not be signed out. Loitering at the polling place is not allowed.

Section 3 – Terms of Office

All Board positions shall serve a one-year term, but can be re-elected by majority vote of the membership each year.

The Executive Board shall be comprised of:

- President
- Vice President
- Treasurer
- Secretary
- Player Agent/Registrar

The incoming Executive Board shall appoint the following positions:

- Umpire In Chief (UIC)
- Snack Bar Coordinator
- Fundraising Chairperson
- Equipment Manager
- Field Maintenance
- Pictures/Trophies Chairperson
- Uniform Coordinator
- Webmaster
- League Scheduler
- Sponsorships
- Vendor Coordinator
- Social Media/Yearbook
- Player Development Chairperson
- Division Representatives 4U-14U, one per division, at discretion of Player Agent

Section 4

A Board vacancy shall be filled by a nomination by the President with a majority approval of the Executive Board. Board-appointed members should remain in office until his/her successor is elected at the following election.

Section 5

The Vice President shall fill a vacancy in the Presidency until a new President is elected by the General Membership. In the event the Vice President is unable to fulfill the President's vacancy, the Board will select an existing Executive Board member to fill that position.

No restriction shall be placed upon any election of an officer to prevent his/her election or re-election except when:

- a. A person has been removed from office by impeachment.
- b. A prior elected Board Member who has not completed their term.

Section 6

Board Members must be a minimum of 21 years of age. All Board Members will be background checked and Safe Sport certified.

ARTICLE X ~ LIABILITY

The Board Members of this League are not personally liable for debts, liabilities, or obligation of the League. No Board Member, organizer, sponsor or supervisor shall be liable for damages or claims arising from injury to any participant, whether the result of negligence, or for other cause.

Article XI ~ CONFLICT OF INTEREST POLICY (RE NON-PROFIT)

Section 1 - Purpose

- A) The purpose of the conflict of interest policy is to protect this tax-exempt organization's SAN PEDRO GIRLS SOFTBALL ASSOCIATION (SPGSA) 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.
- C) Compensation – includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.
- D) A financial interest is not necessarily a conflict of interest. Under Section III, Item B, 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 will leave the governing Board or committee meeting while the determination of 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 Board Members 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 correction action.

Section 4 - Records of Proceedings

- A) The minutes of the governing Board and all committees with Board-delegated powers shall contain the following:
 - 1. 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 Board or committee's decision as to whether a conflict of interest in fact existed.
 - 2. 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

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

1. has received a copy of the conflicts of interest policy;
2. has read and understands the policy;
3. has agreed to comply with the policy;
4. understands that 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

- A) Periodic reviews shall be conducted to ensure the Organization operates in a manner consistent with charitable purpose and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews shall, at a minimum, include the following subjects:
1. whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
 2. 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 from Section 7, 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.

Section 9- Copyright

SPGSA holds the copyright to the League logo. Anyone wishing to use it must have written permission from the Board.

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Date Ratified: **May 27, 2025**