

Smyrna Fastpitch League By-Laws

I. Name of Organization

- A. This non-profit organization shall be known as Smyrna Fastpitch League, or SFL.
- B. The mailing address shall be PO Box 157, Smyrna, Tennessee 37167.
- C. The website address shall be www.smyrnafastpitch.org

II. Objective, Purpose and Use of Funds

- A. The objectives of the Organization shall be to implant firmly in the girls of the community the ideals of good sportsmanship, team play, honesty, loyalty, courage and respect for authority. The Organization will attempt to provide an environment that will also remain sensitive to the physical and emotional well being of the players. To achieve this objective SFL will provide a supervised program with rules and regulations as determined by the SFL Board of Directors. All directors, officers, and members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary to providing an environment that fosters good sportsmanship and solid ideals for the youth involved in the program.
- B. Purpose. The purposes of the Corporation are those set forth in these By-Laws as from time to time may be amended or restated by the Board.
 - 1. To promote, improve and provide training and an opportunity for girls 16 and under to learn and play the game of fast-pitch softball, and in doing so, the youth of our community shall obtain qualities to aid them in their adult life towards being confident, responsible and cooperative individuals.
 - 2. To cooperate with other citizens and groups of citizens interested in the same or similar purposes;
 - 3. Receiving, holding, and disbursing gifts, bequests, and funds arising from all sources.
 - 4. Doing of any and all things necessary or incident to the accomplishment of such purposes.
 - 5. To engage in any and all lawful activities which are exclusively for charitable, educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or as the same may from time-to-time be amended; and,

6. That at no time or under any circumstances shall any of the activities of the corporation be directed toward or in furtherance of any activity or function which would disqualify the corporation from exemption under § 501(c)(3) of the Internal Revenue Code of 1954, or the provisions of Tennessee Code Annotated § 48-51-101, et seq., relating to non-profit corporations in Tennessee, or as the same may from time-to-time be amended.
7. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1954, as the same may from time to time be amended or replaced, or any activity inconsistent with or in conflict with the provisions of Tennessee Code Annotated § 48-51-101, et seq., governing Not for Profit Corporations in Tennessee.

C. Use of Funds

1. In making distributions to effectuate the charitable purposes of the Corporation, as Delineated in the Bylaws, the Board of Directors shall have the authority to make distributions of the income and principal in such proportions and amounts as stated in any respected endowment or trust documents, provided that all such distributions are consistent with all applicable federal tax laws and regulations, as herein provided.
2. The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation is distributable to, or inures to, the benefit of its directors or officers or any other private person, except as reimbursement for expenses, and except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in these Bylaws.
3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

- D. Administration of Funds. The Corporation will not engage in any act of self-dealing, as defined in Section 4941(d) of the code, or corresponding provisions of any later federal tax laws; nor retain any excess business holdings, as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws; nor make any investments in a manner that would incur tax liability under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; nor make any taxable expenditures, as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws. In order to fully effectuate the provision of this Section, the Corporation shall adopt such grant procedures, and shall otherwise adhere to such

administrative requirements as may from time to time be necessary, in order to fully comply with all applicable federal tax laws and regulations.

- E. Dissolution of Corporation. The Board shall have the authority to dissolve and terminate the Corporation at any time in which, 3 of the 4 votes of the Executive Board and then 2/3 votes by the remaining Board are approved. Once the Board deems such dissolution and termination appropriate or advisable in such event, after paying, or making provisions for the payment of all liabilities of the Corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the Corporation exclusively for its charitable purposes, as delineated in these Bylaws, in such manner as the Board of Directors shall determine. Any assets not so distributed shall be distributed to one or more organizations then described under Section 501(c)(3) of the Code, or any corresponding provision of any future federal tax laws, as the Board of Directors shall determine. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made for such charitable purposes, or to such organization or organizations which are organized and operated exclusively for such purposes, as such court shall determine.

III. Board Structure and Duties

- A. The Board shall consist of five Executive Board s, eight Board of Directors and four members-At-Large (see League Board Position Structure Document – attachment 1)
- B. All Board members shall be voting members except the President. (The President will vote only when a tie is present on voting matters).
- C. All members of the Board shall serve a one year term.
- D. If for any reason, other than election, a position vacates (eg. The Treasurer resigns or is voted out), the board will appoint a replacement for the vacated position only for the remainder of the term.
- E. Any Board Member can be dismissed with just cause (eg. absent from three consecutive board meetings, lack of participation, misconduct etc...) with a unanimous vote.
1. All Board Members, other than the president and Board Member in question, must vote either by secret ballot at the meeting or by signing a secret ballot document witnessed by an Executive Board Member

F. All Board Members must Complete a Board members Application as well as pass a Background check as well as be certified in Concussion Training approved by SFL.

- G. The Executive Board shall consist of the following members:

1. President: To preside over regular and special meetings of the Board; to supervise all league activities; to supervise all scheduling of league events; to ensure that all league rules and by-laws are followed and implemented; to serve as a representative

of SFL in matters concerning the Town of Smyrna Parks and Recreation Department. The President shall supervise all responsibilities of the Executive Division. This role includes, but is not limited to, supervision of the Vice-President, Treasurer, Secretary and League Commissioner.

2. Vice-President: To perform all duties of the president in the absence of the president; to carry out additional duties as assigned by the president; to secure pricing and bids on all necessary equipment and uniform purchases, including awards and present findings and recommendations to the Board; to act as the tournament director for all tournaments. The Vice President shall supervise all responsibilities of the Purchasing Division. This role includes, but is not limited to, supervision of the Equipment Director and Uniform Director, as well as Member-At-Large in that division.
3. Treasurer: To receive, record, and dispense league funds as directed by the president and approved by the Board; to make sure checks are signed by appropriate parties; to prepare monthly, quarterly and annual reports as directed by the president or the Board (These reports shall be filed with the minutes of the meeting in which the reports were submitted); to check the post office box and distribute contents accordingly. The Treasurer shall supervise all responsibilities of the Income Generating Division. This role includes, but is not limited to, supervision of the Public Relations Director and Concessions Director, as well as Member-at-large in that division.
4. Secretary: To record, maintain and read the minutes of all meetings – including providing copies when requested; to maintain permanent records as designated by the Board; to give notice of all board and public meetings; to oversee the player registration process in general. The Secretary shall supervise all responsibilities of the Records and Communication Division. This role includes, but is not limited to, supervision of the Player Agent and Team Mom Director, as well as Member-at-large in that division.
5. League Commissioner: To assume responsibility for all activities as related to the general operation of the league and its playing divisions; to monitor the activity of all coaches and Umpire In Chief; to supervise the teams of each playing division; to communicate to all coaches, the scheduling of all games, practices and events as each relates to the day-to-day operation of the league; to report to the president and Board regarding league activities. The League Commissioner shall supervise all responsibilities of the Seasonal Operations Division. This role includes, but is not limited to, supervision of the Upper Conference Commissioner and Lower Conference Commissioner, as well as Member-at-large in that division.

F. The Board of Directors shall consist of the following:

1. Equipment Director: To maintain an accurate inventory of equipment and suggest needs to the Board; oversee orders and physically secure all equipment, and awards from approved vendors; to distribute all equipment and awards to teams.
2. Uniform Director: To maintain an accurate inventory of uniforms and suggest needs to the Board; oversee orders and physically secure all uniforms and apparel from

approved vendors; to distribute all uniforms to teams. Oversee Board and League apparel.

- 3 Public Relations Director: To supervise solicitation of sponsors; suggest and implement promotions for special events; to price and secure all special signage; to supervise the creation and implementation of all fundraising activities as directed by the Board.
- 4 Concessions Director: To assume any and all responsibilities as it pertains to the operation of the concession stand and its goods and services; to secure pricing, purchasing and distribution of all goods related to the concession stand; to notify the Board of all matters pertaining to the operation of the concession stand; to supervise the daily operation (or appointments for this purpose) of the concession stand.
- 5 Player Agent: To record all information as it applies to the players in this league; to input registration records; to provide the necessary information for the implementation and success of the player draft; to address all issues to the Board as it applies to player placement and movement; to verify records as necessary; to work in conjunction with the Team Mom Director and Secretary to maintain proper files for the league.
- 6 Team Mom Director: To oversee and communicate with all team moms in relation to the needs of each team and those of the league, as deemed by the Board; to collect birth certificates and any other information team moms may turn in; to oversee and coordinate team concession duty; to work in conjunction with Player Agent and Secretary to maintain proper files for the league.
- 7 Lower Conference Commissioner: Oversees all coaches and teams in the Pee Wee (4u), Training (6u), Rookie (8u) and Jr. Varsity (10u) Divisions; coordinates with League Commissioner for any problems, etc. Responsible for communication to all lower conference coaches as it relates to league functions deemed by the Board.
- 8 Upper Conference Commissioner: Oversees the coaches and teams in the Varsity (12u) and Collegiate (16u) Divisions; coordinates with League Commissioner for any problems, etc. Responsible for communication to all upper conference coaches as it relates to league functions deemed by the Board.

G. Members-At-Large shall consist of four positions. Each of the four divisions of the board shall have a member-at-large. These Board Members may be utility positions for their specific division with whichever area needs them at any particular time. They may also be specific helpers to designated areas of the Board when necessary. (Special events, extra board duties etc.).

H. Standards of Conduct

1. Standards of Conduct. A director or an officer of the Corporation shall discharge his or her duties as a director or as an officer, including duties as a member of a committee:

- a. In good faith;
 - b. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - c. In a manner he/she reasonably believes to be in the best interest of the Corporation.
2. Reliance on Third Parties. In discharging his/her duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
- a. One or more officers or employees of the Corporation who the director or officer reasonably believes to be reliable and competent in the matters presented;
 - b. Legal counsel, public accountants, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; or
 - c. A committee of the Board of Directors of which the director or officer is not a member, as to matters within its jurisdiction, if the director or officer reasonably believes the committee merits confidence.
3. Bad Faith. A director or officer is not acting in good faith if he/she had knowledge concerning a matter in question that makes reliance otherwise permitted by Section III(C)(2) unwarranted.
4. No Liability. A director or officer is not liable for any action taken, or any failure to take action, as a director or officer, if he/she performs the duties of his/her office in compliance with the provisions of this Article, or if he/she is immune from suit under the provisions of Section 48-58-601 of the Act.
5. No Fiduciary. No director or officer shall be deemed to be a fiduciary with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

IV. Membership

Section 1 - Eligibility and Classes - Any person sincerely interested in active participation to support the objectives of this Organization will be recognized as an active member. Such membership roster shall include the following classes of members

- 1. a) Player Members: Any girl meeting the requirements set forth by the Board of Directors shall be eligible for participation, but shall have no rights, duties or obligations in the management or in the property of the Organization. Player members will have no voting privileges.

2. b) Regular {parent-guardian} Members: Any parent or guardian may be considered a regular member upon payment of all registration fees for the current league season identified as January 1 to December 31 of each year. Regular members must be in compliance with the Code of Conduct Rules and Regulations. Regular parent /guardian members in good standing may vote in a Board of Director election.
3. c) Volunteer Member Participants: This includes any active coaches, managers, and assistant coaches. This also includes any person 18 years or older that has volunteered for the organization during the current season including snack stand work, fundraising, administrative and maintenance work. All volunteer members must be in compliance with the code of conduct rules and regulations and are subject to a SFL evaluation to be considered an active member in good standing and thereby eligible to vote in elections.
 - a. The Board of Directors shall determine “members in good standing” by votes held as necessary at Board meetings.

Section 2 – Termination - Membership may be terminated by resignation or by action of the Board of Directors due to just cause. Just cause may be determined as acts or deeds, which are contrary to the welfare of the Organization or its players including but not limited to violations of the Code of Conduct. (Refer to Appendix A) A two-thirds vote is required for termination. To eliminate any vagaries, behavior shall be defined as acts or deeds of any player or member that are contrary to the objectives as outlined in Article II, and as outlined in SFL’s Code of Conduct. The Board of Directors, by a majority vote of those present at any duly constituted or special meeting shall have the authority to discipline or suspend any members of any class when the conduct of such person is considered detrimental to the best interests of the Organization as defined above. A suspended member loses the right to voice and vote. The Board of Directors, by a two-thirds vote of those present at any duly constituted or special meeting, shall have the authority to terminate any member of any class when the conduct of such person is considered detrimental to the best interests of the Organization as defined above. The member involved shall be informed of the general nature of the charges and given the opportunity to appear at a meeting to answer such charges. The deliberations and subsequent vote of the Board of Directors shall be conducted in a closed session.

V. Meetings

- A. The fiscal year for the SFL shall start January 1st and end on December 31st.
- B. The annual election meeting for the replacement of Board Members shall occur the 1st week in November with the board member transition meeting in December. New officers will take effect on January 1st of the following year.
- C. Monthly Board Meetings shall be held on the first Thursday of every month. An alternate day for the monthly meeting is permitted but must be publicly posted at least one week prior to the modified date.
- D.
 1. Monthly meetings are open to the public

2. Members of the league may have opportunity to discuss matters of the league provided the member gives at least one week notice prior to the meeting for a topic to be on the meeting agenda.
3. The Robert's Rules of Order shall be the basis on any matter not specified by the by-laws of the Smyrna Fastpitch League
4. The Order of Business for monthly Board meetings shall be;
 - a. Call to order by presiding officer
 - b. Reading of the minutes of the previous meeting by the Secretary. These should be amended if necessary and approved by vote of the Board.
 - c. Treasurer's report. This report should be filed with the minutes.
 - d. Committee reports
 - e. Old Business
 - f. New Business
 - g. Adjournment
- D. The President and the Executive Board shall have the authority to call special meetings as they deem necessary provided all Board Members are notified of any such meetings.
- E. 2/3 of the Board shall constitute a quorum.
 1. A majority vote of the Board passes resolution unless otherwise specified in the by-laws.

VI. Election Procedures

- A. Notice of the board election and acceptance of nominations shall be posted on the website and social media no later than October 1st.
- B. Nominations of members in good standing shall be accepted until October 20th and must be submitted to the election committee in writing.
 1. The election committee shall consist of six Board Members each year that went through public election the previous year and wish to return to the board after serving a one year term.
 - a. The six members shall be determined by majority vote by the current board.
 - b. These six members shall represent the first members of the following year board. Therefore current board positions shall have no factor in their relevance to the election committee.
- C. Notice of nominees shall be posted on the website and social media no later than October 21st.
- D. Voting shall take place the first week in November.
 1. Each member in good standing shall be allowed one vote to be cast by secret ballot.

- a. There shall be no proxies or absentee voting.
- 2. The eleven nominees receiving the most votes shall be considered the incoming Board Members.
 - a. In the event of a tie for a final position opening, a second ballot shall be taken for only the nominee's who are tied.
- E. The election committee shall propose placement for all incoming Board Members as well as the six election committee members.
 - 1. The election committee as well as all outgoing Board Members shall vote, by secret ballot at the November Board meeting, on the proposed placement for the new Board structure.

VII. Financial

- A. The Board shall decide on all matters pertaining to finance.
- B. All financial decisions shall be based on maximizing the benefit to SFL players and membership.
- C. The Treasurer shall prepare an annual budget, as well as monthly financial statements, to be presented to the Board members.
- D. A checking account shall be maintained requiring the signature of at least two Executive Board members.
- E. All vendors will be determined by a bid process. SFL will remain with that vendor until the Board votes to dismiss the services. Upon dismissal of a vendor, the bid process will begin for a new vendor.

VIII. Affiliations

- A. The SFL shall maintain an affiliation with USFA, and use it as basis for rules and regulations for league operation.

IX. Insurance and Player Fees

- A. All players are required to be insured by the SFL. The cost of such insurance shall be considered when establishing the player registration fee each year.
- B. The league shall abide by all requirements for insurance as mandated by the Town of Smyrna.

- C. Player fees shall be established at reasonable levels by the Board each year. Fees shall be based upon, but not limited to:
 - 1. Insurance fees
 - 2. Equipment needs
 - 3. Uniform needs
 - 4. Participation trophies (optional)
 - 5. Coaches background checks
 - 6. Other supplies
- D. Player fees for participation in the SFL shall be established in keeping with the basic range charged by similar leagues.
- E. The Executive Board shall be authorized to establish payment plans, reduce or waive player registration fees of those registrants requesting financial assistance. The registrant must fill out the approved financial assistance form which must then be reviewed and voted upon by the Executive Board in a majority vote.

X. Other Sources of Income and Expenditures

- A. The league shall be authorized to seek sponsorships by local reputable businesses for the support of individual teams as well as the entire league needs. The fees shall be established each year by the Board.
- B. Other sources of income shall include, but not limited to:
 - 1. Concession revenue
 - 2. Tournament revenue
 - 3. Fundraising revenue
 - 4. Player Registration Fees
- C. League expenditures shall include, but not limited to:
 - 1. Equipment purchases
 - 2. Uniform purchases
 - 3. Trophy purchases (optional)
 - 4. Concession stocking
 - 5. Payment of Umpires
 - 6. Insurance fees
 - 7. Signs and banners
 - 8. Public Relations needs
 - 9. Coaches background checks
 - 10. Maintenance Fees and Park Upkeep

XI. Coaches

- A. All coaches shall be of good character and standing in the community.
- B. Coaches need not have a daughter participating in the league or the division being coached.
- C. Any member of the Board shall be allowed to Head Coach or Assistant Coach a team in the league.
 - 1. A Board Member coaching shall have no authority as a Board Member while their team is on the playing field or any protest which may apply to their team.
- D. All coaches are limited to coaching one team per season.
 - 1. The spring season consists of a lower division season and an upper division season.
 - 2. The fall season consists of one season of the lower division and upper division combined at the same time.
- E. Head Coach Selection:

Anyone interested may apply to be a head coach of a team.

All applicants for head coach (and assistant coach) must complete a coach application and must be certified thru NAYS. All applicants must consent to a national background check which will be performed annually by the Town of Smyrna and/or SFL. All Applicants must be Certified in Concussion Training approved by SFL.

A special meeting will be held by the SFL Board of Directors to review all candidate applications for head coaches. Prospective coaches may be subject to a personal interview by the SFL Board of Directors.

SFL Board of Directors will consider a number of factors in choosing the head coaches including the following:

- Coaching Philosophy
- Reasons you are interested in coaching youth sports
- What you are willing to do to help the league
- Coaching experience
- Past Coaching conduct
- Experience with children
- Willingness and ability to coach both spring and fall seasons
- A key factor in the final decision will be the coach's demonstrated ability to build teams and create positive experiences for children.
- The fact that someone has been a coach in the past does not guarantee them a spot in the future.

- If someone has only a limited coaching background, but they have the ability to work well with children, they should not be discouraged from applying for a position.
- SFL reserves the right to remove any volunteer from coaching or volunteering in the program. No appointments or dismissals are final until approved by the Board.

F. Team Parent:

-Each team is Responsible to have one team parent.

-Anyone interested may apply to be a team parent of a team.

All applicants for Team Parent must complete a team parent application and must be certified in Concussion Training approved by SLF and All applicants must consent to a national background check which will be performed annually by the Town of Smyrna and/or SFL. Team Parents may be allowed in the team's dug out only, If they wish to asst with practices or games at any time, they must fill out coaches app.

XII. Age Divisions

- A. The league will be divided into age divisions for the purpose of competitive play.
- B. The age groupings for the league shall be as follows (based on sufficient registration):
 1. Age brackets for the league may be combined at the discretion of the Board, based on registration numbers.
 - a. 4 Years Old — Pee Wee Division (Start Smart Program)
 - b. 6 and under—Training Division
 - c. 8 and under—Rookie Division
 - d. 10 and under—Junior Varsity Division
 - e. 13 and under—Varsity Division
 - f. 16 and under—Collegiate Division
 - g. 18 and under— Pro Division
- C. The Pee Wee, Training, Rookie and Junior Varsity Divisions shall be considered the lower conference.
- D. The Varsity, Collegiate, and Pro Divisions shall be considered the upper conference.
- E. The League Commissioner shall set forth a copy of all SFL League Rules (as they vary from NSA rules), and provide a copy to each coach in that division. The rules require prior approval of the Board.
 1. Game rules of play will be separate from the by-laws and will not require an amendment to the by-laws. Changes may be approved by the Board at the conclusion of each Spring and Fall Season.
- F. Teams must be Collegiate names with corresponding mascots and color schemes.
 1. The Board will determine the list for coaches to choose from, based on well known schools and/or the top 25 ranked softball teams from the previous year standings.

XIII. Player Registration and Placement

- A. Player registration requirements shall be established by the Board, in keeping with all rules and regulations as stated in the SFL By-Laws.
- B. A birth certificate shall be required for player registration.
- C. A designated player registration fee shall be established each year by the Board.
- D. Records of player registration shall be maintained by the Secretary, and recorded by the Player Agent.
- E. Registration procedures for the spring season will be held in January/February. Registration for the fall season in June/.
- F. Each player's age as of December 31st of the previous year will determine their playing age for the spring season and July 31st for the fall season.
 - 1. Any player may choose to play up in the next age division by one season during the spring or fall season.
 - 2. Any player wishing to play up by more than one season but no more than 1 year, during the spring or fall season shall require board approval, **and if approved, can not return to the division below.**
- G. Rules and guidelines for player placement shall be as follows:
 - 1. SPRING SEASON:
 - a. Teams shall be determined by a draft for all players consisting of protected players, assessed players and blind draft players.
 - 1. Protected Player - Each coach may have up to four protected players which must be new to SFL or moving up from a younger division.
 - 2. Assessed Player - If the player attends player assessments their draft card shall be placed face up in the draft.
 - 3. Blind Draft Player - If the player is not protected and did not attend player assessments their draft card shall be placed face down in the draft. Blind draft players shall not be picked until there are not enough face up cards to be picked for a full round of picks for those teams still in the draft.

- b. If a team does not have an identifiable pitcher before the regular draft begins, they may draft from a pitcher's draft prior to the draft.
- c. All players may return to their spring team for subsequent fall and spring seasons within an age division.
 - 1. If they choose not to return to their spring team they will be considered a blind draft player throughout their remaining seasons in that age division.
 - 2. If they move up to the next age division they are eligible to be a protected player or attend assessments.
- d. Each lower conference team will be allowed a team staff consisting of one Head Coach, three Assistant Coaches, one Team Mom with a maximum of four of the team staff members allowed inside the fences during games.
- e. Each of the upper conference teams will be allowed a team staff consisting of one Head Coach, two Assistant Coaches, one Team Mom with a maximum of three of the team staff members allowed inside the fences during games.

2. FALL SEASON:

- a. The procedure for each fall season shall be open draft except for those players choosing not to return to their spring team. Which will make them blind draft players. Blind draft players shall not be picked until there are not enough face up cards to be picked for a full round of picks for those teams still in the draft.

XIV. Smyrna Travel Team

A. Smyrna Travel Teams are elective travel teams.

B. SFL shall allow one Smyrna travel team to be formed from each recognized age division (8U, 10U, 13U, & 16U). These teams shall be allowed to participate in tournaments from April through of each year for the spring and September through November in the fall. If there are more than 2 travel teams formed, then a Travel Team commissioner shall be appointed.

C. The Head Coach for each team shall be determined by a ballot of interested parties conducted by the League Commissioner and Division Commissioners. Up to Three possible Head Coaches shall be recommended by the Commissioners and voted on by the Board. The Head coach may then appoint up to 3 Assistant coaches.

D. Each age division may hold a tryout to obtain players for the team.

- 1. If a particular age division does not have enough players try out to form a competitive

travel team for that age division then a team shall not be formed for that year.

2. Try-outs will be held no later than the 2nd week after the draft.

E. The players for each Smyrna Travel team shall be determined during the Spring Season. If players need to be added for the Fall season, then another tryout may be held.

1. A player MUST be enrolled and be an active member in the SFL during the spring/fall season to be eligible to try out for a Smyrna Travel team.

F. Each team shall consist of 10 players and up to 3 alternate players. All shall be announced before entry into the first tournament.

1. Any changes to a roster must be submitted to the appropriate Conference/League Commissioner.

G. Each Smyrna Travel team shall be provided with the following items:

2. Insurance

3. Practice fields (fields picked at the draft once all rec teams have chosen)

4. Access to SFL pitching machine (Rec Teams shall have priority)

5. Equipment (Same as Rec Team)

H. SFL shall waive the tournament entry fee into all SFL sponsored tournaments for each Smyrna Travel team. However, SFL shall not waive gate fees into SFL sponsored tournaments for Travel Teams. Any additional tournaments must be paid for by the Teams participants with fundraising efforts or parent contributions.

I. SFL shall require each Travel team to coordinate their own fundraising for any additional funds needed.

XV. Amendments to By-Laws

A. Amendments to the By-Laws shall require 3 of the 4 votes of the Executive Board, and then receive 2/3 votes by the remaining Board Members.

B. Amendments may be made annually at the November Board Meeting

1. Exception: 100% attendance by Board Members during monthly meetings and a unanimous vote to pass an amendment during such meetings.

XVI. Conflicts of Interest

A. Purpose The purpose of the conflict of interest policy is to protect the Corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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.

B. Definitions

1. 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.
2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
 - (d) "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - (e) A financial interest is not necessarily a conflict of interest. Under Section XVI(C)(2), 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.

C. Procedures

1. 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.
2. 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, or approval of a conflict of interest may be obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.
3. Procedures for Addressing the Conflict of Interest

- (a) 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.
 - (b) 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.
 - (c) After exercising due diligence, the governing board or committee shall determine whether the Corporation 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.
 - (d) 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 Corporation'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.
 - (e) If the governing board or committee is unable to approve or disapprove of a transaction or arrangement through the procedures set forth in Section XVI(C)(3)(a)-(d) herein, then the Corporation may seek approval of the transaction or arrangement from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.
4. Quorum Requirements. For purposes of this Section XVI(C), a conflict of interest transaction or arrangement is authorized, approved or ratified if it receives the affirmative vote of a majority of the members of the governing board or committee, who have no direct or indirect interest in the transaction or arrangement; but a transaction or arrangement may not be authorized, approved or ratified under this Section XVI(C) by a single director. A quorum is present for the purpose of taking action under this Section XVI(C) if a majority of the members of the governing board or committee who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction or arrangement.
5. Violations of the Conflicts of Interest Policy
- (a) 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.

- (b) 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.

D. Records of Proceedings The minutes of the governing board and all committees with board delegated powers shall contain:

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;
 - (a) the nature of the financial interest,
 - (b) any action taken to determine whether a conflict of interest was present, and
 - (c) the governing board's 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;
 - (a) the content of the discussion,
 - (b) any alternatives to the proposed transaction or arrangement, and
 - (c) a record of any votes taken in connection with the proceedings.

E. Compensation

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

F. 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:

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, and
4. Understands the Corporation 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.

G. Periodic Reviews To ensure the Corporation 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:

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 Corporation'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.

H. Use of Outside Experts When conducting the periodic reviews as provided for in Section XVI(G), the Corporation 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.

XVII. Exempt Status

- A. The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c) (3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the Code, upon obtaining notice from the Internal Revenue Service granting the corporation tax exempt status.

XVIII. Miscellaneous

- A. Any actions not covered by the SFL By-Laws shall be left to the Discretion of the Board.
- B. All actions taken by the SFL must adhere to the policies and Regulations of the Town of Smyrna.

SFL By-Laws, Appendix A

Please note: "The Code of Conduct" is appendix A of the SFL By-laws.

THE CODE OF CONDUCT

COACHES

Coaches shall remain unconditionally supportive of the Organization's commitment to the ideals of good sportsmanship, team play, honesty, loyalty, courage and respect for authority. Likewise, coaches shall remain sensitive to the physical and emotional well being of the players on his/her team. In order to adhere to these doctrines the coaches agree as follows: Coaches will be positive role models.

Coaches will display and instill in their players the principles of good sportsmanship and team play.

Coaches will conduct themselves in a manner that best serves the interests of the players. Coaches will do their best to provide the players a positive experience.

1. Coaches will ensure that winning and/or losing teams do so in a manner, which exhibits respect and good sportsmanship.
2. Coaches will treat all players, parents, spectators and league officials with respect.
3. Coaches will provide instruction in a manner that is constructive and supportive.
4. Coaches will not ridicule or demean players, umpires or league officials in any public forum.
5. Coaches will not tolerate behavior that endangers the health or well-being of a child.
6. Coaches will comply with the decisions of league officials and observe all rules, policy and procedure as established or endorsed by SFL.
7. Coaches will teach the game of softball to the best of their ability.
8. Coaches will be drug and alcohol free while at any SFL athletic event.
9. Coaches will not use any tobacco products in the dugout or on the playing field.

Coaches acknowledge the need to demonstrate fundamental proficiencies with respect to the game of softball. Consequently, all coaches agree to attend, any skill sessions that may be required by the Board of Directors.

PARENTS, SPECTATORS, AND VOLUNTEERS

The Parent and Spectator shall support the players, coaches, umpires and league officials. Parents and Spectators shall not "coach" or "officiate". Parents and Spectators agree as follows:

1. Parents and Spectators will be positive role models.
2. Parents and Spectators will display and instill in all players, the principals of good sportsmanship and team play.
3. Parents and Spectators will conduct themselves in a manner that best serves the interests of the players.
4. Parents and Spectators will do their best to provide the players a positive experience.
5. Parents will make certain that their children show respect for all other players, coaches, officials and spectators.

6. Parents and Spectators agree not to ridicule or demean players, coaches, umpires, or league officials in any public forum.
7. Parents agree to inform the coach of any disability or ailment that may affect the safety of their child.
8. Parents and Spectators agree to treat all players, coaches and umpires fairly and with respect.
9. Parents and Spectators will comply with the decisions of league officials.
10. Parents will support the rules, regulations and bylaws as established or endorsed by the SFL.
11. Parents and Spectators will not question an umpire's call.
12. Parents and Spectators will respect the opponent and avoid any confrontation with opposing players, spectators, or coaches.
13. Parents and Spectators will be drug and alcohol free while at any SFL athletic event.

PLAYERS

Players **shall**...

1. Display good sportsmanship and team play at all times.
2. Follow the direction of the Coaching Staff.
3. Respect all, coaches, players, league officials, umpires and spectators.
4. Make every attempt to be on time and ready to play for all games and practices.

Players **shall not**...

1. Use abusive or profane language.
2. Taunt or humiliate any other player.
3. Question an umpire's call.
4. Abuse, mistreat or mishandle any SFL equipment or property (e.g., throwing batting helmets)

CONSEQUENCES

All members of the Organization are subject to consequences which may lead to discipline or possible termination of membership as determined necessary by the SFL Board of Directors due to failure to comply with the Code of Conduct. All members agree to abide by these rules as part of their registration in the program. It is the responsibility of all members to be familiar with the guidelines set forth in the Code of Conduct.

CERTIFICATION

I certify that these Bylaws were duly adopted on this the ____ day of _____ 2008.

By: _____
_____, President SOC