

PENINSULA YOUTH SOFTBALL ASSOCIATION

BYLAWS

ARTICLE I: Name

Section 1.1 This organization shall be known as “Peninsula Youth Softball Association” (PYSA).

ARTICLE II: Objective

Section 2.1 The objective of the Peninsula Youth Softball Association shall be to teach the fundamentals of softball and instill in its members the principles of good sportsmanship, leadership, and teamwork through organized and supervised clinics, practices, and games.

ARTICLE III: Government and Procedures

Section 3.1 The Peninsula Youth Softball Association shall govern all softball activities it supervises.

Section 3.2 This organization has been formed exclusively for non-profit purposes within the meaning of Internal Revenue Code Section 501(c)(3). Individual members shall not derive profit from this organization. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization’s contributions that are deductible under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Section 3.3 The government of the Peninsula Youth Softball Association shall be under the direct supervision of the volunteer Board of Directors (also referred to as the Board), which shall consist of the Executive Committee (elected): President; Vice President; Secretary; Treasurer; and Player Agent; and Directors (appointed): Umpire-in-Chief; Division Representatives (14-Under, 12-Under, 10-Under, 8-Under, and 6-Under); Registrar; Sponsorship and Fundraising Coordinator; Tournament Director; Equipment Manager; Field Manager; Immediate-Past President; and others as deemed necessary (sec. 3.17).

Section 3.4 The Board of Directors shall be responsible for administering and enforcing the provisions in these bylaws.

Section 3.5 The Board of Directors shall normally meet monthly. Meetings shall be open to the General Membership and public.

- Section 3.6 The President, and a majority of the Executive Committee, may request a special meeting of the Executive Committee or Board of Directors. Notice of time, place, and purpose of the meeting shall normally be given at least twenty-four (24) hours prior to the meeting
- Section 3.7 A fifty-one percent (51%) majority of all Board Members in person shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- Section 3.8 The President, and a majority of the Executive Committee, shall determine the items to be voted on by the Board of Directors.
- Section 3.9 Any item before the Board of Directors shall be approved with a fifty-one percent (51%) majority vote of Board Members when a quorum is present, and voting by written proxy, except when stated otherwise in these bylaws.
- Section 3.10 All elected and appointed members of the Board of Directors shall have voting privileges and be entitled to one (1) vote on any item before the Board. Votes shall be by a show of hands or written proxy, except when the President calls for a secret ballot.
- Section 3.11 Board Members, who will be absent from a meeting, may exercise their vote on any item on the posted meeting agenda by presenting the President with a written proxy vote prior to the meeting. The proxy vote shall specify the agenda item and the Board Member's intent, and be recorded as a proxy vote in the minutes.
- Section 3.12 The agenda for a meeting of the Board of Directors shall normally be posted at least seventy-two (72) hours prior to the meeting and shall include the day, time, and place of the meeting, a public forum (sec. 3.14), and any items to be discussed and/or voted on by the Board of Directors. The President shall have the authority to establish time limits for any items on the posted meeting agenda. Time limits may be increased or decreased at the meeting by a two-thirds (2/3) vote of Board Members when a quorum is present.
- Section 3.13 The President shall establish the parliamentary rules to govern the proceedings of meetings of the Executive Committee, Board of Directors, and General Membership, except when in conflict with these bylaws.
- Section 3.14 Meetings of the Board of Directors shall include a public forum to allow any member of the General Membership or public up to three (3) minutes to introduce an item from the floor. Items introduced during the public forum shall not be debated or voted on, except when agreed upon by a two-thirds (2/3) vote of Board Members when a quorum is present.
- Section 3.15 Any member of the General Membership or public may speak during the public forum (sec. 3.14) portion of the meeting on any item on the posted meeting agenda for up to three (3) minutes. Time limits may be increased or decreased at the meeting by a two-thirds (2/3) vote of Board Members when a quorum is present.

- Section 3.16 The President, and a majority of the Board of Directors, may require any person speaking on a posted meeting agenda item to provide a written copy of their comments. The time period for accepting written comments before, at, or after a meeting shall normally be specified on the posted meeting agenda.
- Section 3.17 The President, with a majority vote of the Executive Committee, shall have the authority to appoint Board Directors, as deemed necessary.
- Section 3.18 The President, with a majority vote of the Executive Committee, shall have the authority to fill any vacancy on the Board of Directors.
- Section 3.19 The Board of Directors shall have the authority to suspend or remove any Board Member for any reason by a three-fourths (3/4) vote of Board Members when a quorum is present, and voting by written proxy. Any aggrieved party shall have the right to be heard by the Board of Directors, provided they petition the Board in writing within ten (10) days of the suspension or removal.
- Section 3.20 Board Members shall recuse themselves from voting on items or performing duties when it would not be in the best interest of the PYSA.
- Section 3.21 Any member of the Executive Committee who does not have at least one (1) child registered in the PYSA by the first day of the playing season (sec. 10.4) for spring shall resign their Board position immediately.
- Section 3.22 In the absence or removal of the President, the Vice President, Player Agent, Secretary, and Treasurer, in that order, shall assume all duties of the President.

ARTICLE IV: Board Members and Duties

- Section 4.1 **THE PRESIDENT**, shall
- A. Be elected by the General Membership annually at the general meeting.
 - B. Be a voting member of the Board of Directors and Executive Committee.
 - C. Preside at meetings of the Executive Committee, Board of Directors, and General Membership, and be an ex-officio member of committees.
 - D. Appoint, with a majority vote of the Executive Committee, Board Directors and committee chairs.
 - E. Serve as the official representative of the PYSA.
 - F. Serve as the liaison between the PYSA and the Amateur Softball Association. Supervise PYSA activities and administer rules and policies.
 - G. Be responsible for volunteer personnel.
 - H. Be responsible for PYSA assets, including equipment.
 - I. Have the authority to sign PYSA checks.
 - J. Share responsibility with the Treasurer for receiving and depositing PYSA monies in a financial institution approved by a majority of the Executive Committee.

- K. Share responsibility with the Treasurer for paying all bills.
- L. Be responsible for PYSA insurance.
- M. Be responsible for initiating background checks and enforcing results, as necessary.
- N. Be required to have a child registered in the PYSA.

Section 4.2 **THE VICE PRESIDENT**, shall

- A. Be elected by the General Membership annually at the general meeting.
- B. Be a voting member of the Board of Directors and Executive Committee.
- C. Assist the President with managing PYSA activities.
- D. Preside, in the absence of the President, at meetings of the Executive Committee, Board of Directors, and General Membership.
- E. Serve as the PYSA representative at the Robb Field Recreation Council.
- F. Be required to have a child registered in the PYSA.

Section 4.3 **THE SECRETARY**, shall

- A. Be elected by the General Membership annually at the general meeting.
- B. Be a voting member of the Board of Directors and Executive Committee.
- C. Keep the permanent minutes of all meetings.
- D. Make approved minutes available to the Board and, upon written request, the General Membership.
- E. Record, in the minutes, the number of players registered for each season.
- F. Be responsible for official incoming and outgoing PYSA correspondence.
- G. Be required to have a child registered in the PYSA.

Section 4.4 **THE TREASURER**, shall

- A. Be elected by the General Membership annually at the general meeting.
- B. Be a voting member of the Board of Directors and Executive Committee.
- C. Share responsibility with the President for receiving and depositing PYSA monies in a financial institution approved by a majority vote of the Executive Committee.
- D. Share responsibility with the President for paying all bills.
- E. Keep all financial records.
- F. Have the authority to sign PYSA checks.
- G. Submit monthly financial reports to the Board of Directors.
- H. Submit an annual financial report to the Board of Directors.
- I. Make monthly and annual financial reports available, upon written request, to the General Membership.
- J. Be responsible for filing all tax forms.
- K. Be required to have a child registered in the PYSA.

Section 4.5 **THE PLAYER AGENT**, shall

- A. Be elected by the General Membership annually at the general meeting.
- B. Be a voting member of the Board of Directors and Executive Committee.
- C. Serve as the official representative of all players in the PYSA.
- D. Investigate grievances between players and team management.
- E. Supervise registration and attend walk-up events.
- F. Review requests for player financial assistance and submit recommendations to the President for approval.
- G. Maintain a file of all registered players.
- H. Supervise player evaluations and skill assessments.
- I. Maintain player skill ratings for the draw/draft.
- J. Supervise the draw/draft, as directed by the Board of Directors.
- K. Place players, who register after the draft, on a team.
- L. Not manage a team in the PYSA.
- M. Be required to have a child registered in the PYSA.

Section 4.6 **THE UMPIRE-IN-CHIEF**, shall

- A. Be appointed by the President, with a majority vote of the Executive Committee.
- B. Be a voting member of the Board of Directors.
- C. Be the final authority on playing rules for the PYSA.
- D. Be responsible for notifying managers and coaches of PYSA Standing Rules.
- E. Be responsible for scheduling PYSA games and umpires.
- F. Serve as the liaison between the PYSA and umpires.
- G. Investigate grievances against umpires.
- H. Be responsible for acting on protests.
- I. Be responsible for verifying, compiling, and updating game scores and posting current division standings.
- J. Not manage a team in the PYSA.
- K. Not be required to have a child registered in the PYSA.

Section 4.7 All other Board positions shall be defined in the PYSA Standing Rules.

ARTICLE V: Committees

Section 5.1 The Board of Directors shall have the authority to authorize a committee on any item by a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 5.2 The President, with a majority vote of the Executive Committee, shall have the authority to appoint committee chairs.

Section 5.3 The President shall be an ex-officio member of committees.

- Section 5.4 Committees shall establish the parliamentary rules to govern the proceedings of committee meetings, except when specified by the Board of Directors or in conflict with these bylaws.
- Section 5.5 Committees shall have the authority to determine the length of time any speaker may address a specific item, the number of speakers that may address a specific position, and/or require that speakers provide written copies of their comments.

ARTICLE VI: Executive Committee Nominations and Election

- Section 6.1 A nominating committee, consisting of at least three (3) Board Members, shall be appointed by a majority vote of Board Members when a quorum is present, and voting by written proxy, to solicit prospective candidates for the Executive Committee.
- Section 6.2 The nominating committee shall meet at least one (1) month prior to the general meeting at Closing Ceremonies (sec. 7.3), for the purpose of nominating candidates for the Executive Committee. All nominees shall consent to their nomination.
- Section 6.3 The nominating committee shall present a slate of nominees for the Executive Committee to the Board of Directors at least seven (7) days prior to the general meeting at Closing Ceremonies (sec. 7.3). Additional nominations shall be accepted from the floor if the nominees are present and consent to their nomination.
- Section 6.4 The Board of Directors shall approve a final slate of nominees for the Executive Committee by a majority vote of Board Members when a quorum is present, and voting by written proxy.
- Section 6.5 The nominating committee shall present a final slate of nominees for the Executive Committee to the General Membership for approval by majority consent at the general meeting at Closing Ceremonies (sec. 7.3). If there is more than one nominee for an office, the election shall be by secret ballot.
- Section 6.6 The new Executive Committee shall take office September 1 and serve for a term of one (1) year.

ARTICLE VII: General Membership and Meetings

- Section 7.1 The General Membership shall consist of each family with a child registered with the Peninsula Youth Softball Association. Each family shall be entitled to one vote at general meetings (sec. 7.2).
- Section 7.2 Meetings of the General Membership shall normally be held at Team Night and Closing Ceremonies. The President, and a majority of the Executive Committee, may request a special meeting of the General Membership. Notice of time, place, and purpose of the meeting shall normally be given at least twenty-four (24) hours prior to the meeting.

Section 7.3 The meeting of the General Membership at Closing Ceremonies shall include the election of Executive Committee members for the following year.

ARTICLE VIII: Member Conduct

Section 8.1 All members shall be held, at all times, to a high standard of conduct that is in the best interest of the Peninsula Youth Softball Association. This shall include, but is not limited to, treating others with respect; refraining from the use of verbal abuse, profanity, derogative behavior, and discrimination; and not publicly displaying undue anger or animosity toward one another.

Section 8.2 The Executive Committee, by a majority vote, shall have the authority to suspend, discharge, or otherwise discipline any general member, umpire, or other person whose conduct is considered detrimental to the best interest of the Peninsula Youth Softball Association. Any action by the Executive Committee shall be ratified at the next regularly scheduled meeting of the Board of Directors by a majority vote of Board Members when a quorum is present, and voting by written proxy. Any aggrieved party shall have the right to be heard by the Board of Directors, provided they petition the Board in writing within ten (10) days of the suspension, discharge or discipline.

ARTICLE IX: Player Registration

Section 9.1 The Peninsula Youth Softball Association shall hold player registration prior to each playing season.

Section 9.2 Each player shall provide proof of age and be registered by a parent or legal guardian.

Section 9.3 The Board of Directors shall establish registration fees prior to each playing season by a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 9.4 Registration fees shall be paid in full at the time of registration. No potential player shall be denied the privilege of participating in the Peninsula Youth Softball Association for reason of financial hardship. In cases of extraordinary circumstances, all or a portion of registration fees may be waived. The Player Agent shall review all requests for financial assistance and submit recommendations to the President for approval.

ARTICLE X: Playing Rules and Regulations

Section 10.1 The Board of Directors shall decide matters relating to playing rules and regulations by a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 10.2 The Amateur Softball Association Guide and Playing Rules and PYSA Standing Rules shall govern the playing rules of the Peninsula Youth Softball Association.

Section 10.3 The Board of Directors shall have the authority to review and revise the Standing Rules prior to the first day of the playing season (sec. 10.4). Revisions to the Standing Rules shall be approved by a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 10.4 The first day of the playing season shall be the day that any division begins its draw/draft.

ARTICLE XI: Financial Policy

Section 11.1 The Board of Directors shall decide matters relating to finances and financial policy with a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 11.2 The fiscal year of the Peninsula Youth Softball Association shall be January 1 to December 31.

Section 11.3 The Board of Directors shall approve an annual PYSA budget prior to January 1 with a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 11.4 Any expense that will exceed the amount allocated in the approved annual PYSA budget by \$250 or more shall require a new approval by a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 11.5 Any monetary expenditure not included in the approved annual PYSA budget shall require prior approval by a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 11.6 Executive Committee members shall be authorized to make purchases for the PYSA not to exceed \$500 without prior Board approval. No other member shall, at any time, incur debts in the name of the Peninsula Youth Softball Association without prior approval by a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 11.7 All expenses shall be remitted to the Treasurer, with a detailed list of items purchased and a receipt, to be considered for reimbursement by the PYSA.

Section 11.8 The Board of Directors shall direct and oversee sponsorship and fundraising activities with a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 11.9 The Board of Directors shall establish sponsorship fees prior to each season with a majority vote of Board Members when a quorum is present, and voting by written proxy.

Section 11.10 All monies received shall be deposited by the President or Treasurer directly into a PYSA account in a financial institution approved by a majority vote of the Executive Committee.

- Section 11.11 No individual or firm shall make a direct gift or contribution to any player, manager, coach, or team that is excessive, as deemed by a majority vote of Board Members when a quorum is present, and voting by written proxy.
- Section 11.12 All sponsors shall agree that the Peninsula Youth Softball Association has the sole authority to dictate team policies and conduct.
- Section 11.13 Monthly and annual financial reports shall be made available, upon written request, to the General Membership.
- Section 11.14 An independent review of the PYSA financial records shall be conducted, as deemed necessary by a majority vote of Board Members when a quorum is present, and voting by written proxy.

ARTICLE XII: Indemnification and Insurance

- Section 12.1 The Peninsula Youth Softball Association to the maximum extent permitted by California Nonprofit Mutual Benefit Corporation Law, and in accordance with California Corporations Code Section 317 and the law, indemnify each of its “agents” against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with a “proceeding” as those terms in quotations are defined in California Corporations Code Section 317(a). This indemnification shall be made by Peninsula Youth Softball Association only if the agent acted in good faith on behalf of the PYSA and in a manner that the agent believed to be in the best interest of the PYSA. No indemnification shall be made by the PYSA for any of the situations described in California Corporations Code Section 317(c)(1), (2), and (3).
- Section 12.2 The Peninsula Youth Softball Association shall have power to purchase and maintain insurance on behalf of any agent of the PYSA against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the PYSA would have the power to indemnify the agent against such liability under provisions of this Article XV.

ARTICLE XIII: Dedication and Dissolution

- Section 13.1 The property of the Peninsula Youth Softball Association shall be irrevocably dedicated to recreational, non-profit purposes. No part of the net income or assets of the PYSA shall ever be used for the benefit of any member, or to the benefit of any private person or persons.

Section 13.2 Upon the dissolution or winding up of the Peninsula Youth Softball Association, assets remaining after payment or provision for payment of all debts and liabilities of the PYSA shall be distributed to a like non-profit organization or fund, which is organized and operated exclusively for recreational or charitable purposes and which has established tax-exempt status specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV: Amendments

Section 14.1 These bylaws may be amended or repealed by a two-thirds (2/3) vote of the General Membership at any general meeting. The intent to amend or repeal bylaws must be publicized a minimum of ten (10) days prior to the general meeting.

ARTICLE XV: Ratification

These bylaws of the Peninsula Youth Softball Association, adopted by the Board of Directors on December 15, 2009, and adopted by the General Membership on February 8, 2010, shall supersede all previous bylaws and minutes issued by the Peninsula Youth Softball Association or any previous affiliation either written or oral.

ATTEST:

President

Secretary