



## LEAGUE BYLAWS



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## About this Manual

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### Revision History

Version	Date	Revision Description	Revised by
1.0	2/2/2022	If a check is for payment of an already approved budget item or an item that was approved via Board vote, then two signatures are not required.	Renee Erwin
2.0	4/16/2022	Adjusted disciplinary actions to be approved by a disciplinary committee instead of full Board vote.	Renee Erwin
3.0	7/11/2022	Updated appointed positions.	Renee Erwin
4.0	9/7/2022	Annual Board Review	Renee Erwin
5.0	10/10/2022	Addition of NorCal Softball to grounds for discipline.	Renee Erwin
6.0	08/01/2023	Annual Board Review	Renee Erwin
6.1	09/24/2023	Change to Disciplinary Process for Umpires and change of Thunder Player Agent position.	Cassi Ponzio

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## Article I: Name, Status and Location

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### Section 1: Name

The name of this organization shall be Roseville Girls Softball, herein after known as RGS or the League.

### Section 2: Non-Profit Status

RGS shall be a non-profit 501c3 pursuant to the laws of the State of California.

### Section 3: Location

RGS has defined boundaries in which members must either reside or attend school within. The RGS boundaries include anywhere within the City of Roseville. Boundaries may extend past City of Roseville limits as decided upon in agreement with USA Softball.

A full boundary map can be found on the website. Waivers for participation may be obtained in certain circumstances as allowed by USA Softball.



## Article II: Mission, Objectives

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### Section 1: Mission Statement

The mission of RGS shall be to foster, develop, promote, and expand recreational softball for girls age 4-16 in the Roseville area. RGS shall promote friendly competition with the goal of educating players about the sport of softball, sportsmanship, teamwork, fellowship, courtesy, discipline, and integrity.

### Section 2: Objectives

The objectives of RGS shall be:

1. Teach girls the fundamentals of the game of softball.
2. Encourage development and good sportsmanship of all players.
3. For the players to have fun, make new friends, and grow as a member of a team.
4. To help players become physically fit and value fitness in their lives.
5. To encourage continued participation by building a passion for the sport of softball.
6. Fostering positive community relations through meaningful outreach.



## Article III: Membership & Affiliations

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### Section 1: League Membership

RGS membership is defined as any individual currently registered with the League and in good standing and may include: players, team staff, umpires, and Board Members. Good standing is defined as any individual not currently on suspension or probation and with no overdue payments. All RGS members and their families agree to abide by the rules set forth in these bylaws.

Further clarification of membership can be found in the Operating Policy.

### Section 2: Affiliations

RGS will maintain affiliation with USA Softball, the National Governing Body of Softball in the United States. Through this affiliation, RGS will be governed by all associated playing and eligibility rules.

RGS will maintain affiliation with NorCal Girls Softball, a collective group of local leagues. Through this affiliation, RGS will be governed by all associated playing and eligibility rules.



## Article IV: Administration

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### Section 1: Board of Directors

The Board of Directors (Board) shall direct the administration and general affairs of this organization. The Board consists of Elected Officers and Appointed Positions as indicated below. All Board Members are allowed one vote in matters coming before the Board except as noted. If a member holds more than one position on the Board, they are limited to one vote. Special advisors or support positions, like those listed below, are non-voting members of the Board and will be included in Board activities as appropriate. Board Members are expected to attend all Board Meetings and be active participants in the management of the League. There shall be no vote by proxy however if a member is present via electronic means, they can vote.

#### Elected Officers: (Also known as the Executive Committee)

The Executive Committee is a sub-committee of the Board, designed to function as a steering committee that reports back to the full Board on its activities and decisions. The Executive Committee's decisions must be endorsed by the Board to become binding on the League.

- President
- Vice President
- Chief Player Agent
- Treasurer
- Secretary

The Executive Committee has the authority to make time sensitive decisions that cannot wait until the next regularly scheduled Board meeting. Their decisions are only in effect until the next Board meeting where the decision can be ratified by the Board. Exclusions include:

- Amending bylaws or operating policy
- Approving or changing the budget
- Making major structural decisions (example: adding or eliminating programs; dissolving the corporation)

#### Appointed Positions:

- 6u Player Agent
- 8u Player Agent
- 10u Player Agent
- 12u Player Agent
- 14u/16u Player Agent
- Thunder Player Agent
- Registrar
- Field Manager
- Equipment Manager
- Sponsorship & Fundraising Coordinator
- Uniform Coordinator
- Umpire-In-Chief
- Snack Bar/Vendor Coordinator



- Scheduler
- Yearbook Coordinator

### Special Advisors & Support Positions:

- Past President (Non-Voting)
- Past Executive Committee Members (Non-Voting)
- Assistant UIC (Non-Voting)
- Thunder Advisor (Non-Voting)

## Section 2: Election of Officers

Any current Board Member is eligible to submit a Board application for a position of an elected officer when the position is open for re-election. These members should reside or have children attending school within the RGS boundaries or have a current waiver on file with USA Softball. Any eligible person wishing to apply must submit the application for consideration by May 15th of the current year to the League President.

If there is more than one name to be considered for a position, a special League meeting of the membership shall be conducted during the month of June in order to conduct a vote. Each member of the League (as defined in Article 3 of this document) will be allowed one vote.

If there is no current Board Member wishing to apply for the position, then it can be opened to the general league membership.

## Section 3: Appointed Board Members

Any person is eligible to submit a Board application for a position of an appointed Board Member. Interested persons wishing to apply must submit their application for consideration by May 15th of the current year to the League President.

The Elected Officers shall name their appointed Board Members by July 31<sup>st</sup>.

## Section 4: The Board Duties

It shall be the duty of the Board to direct the administration and general affairs of this organization. For a general outline of duties for each position, please refer to the League operating policy.

## Section 5: Term

Each position on the elected Board has a defined term of service of two years. The President, Secretary, and Treasurer positions are up for re-election in even years. The Vice-President and Chief Player Agent positions are up for re-election in odd years.

Each appointed position on the Board has a defined term of service of one year.

All terms will begin on August 1 and terminate on July 31. There is no limit to the number of terms a Board Member may serve if re-elected or re-appointed.





## Section 6: Vacancies

Vacancy of appointed Board Members due to resignation, incapacity, or other reason will be accepted. During interim vacancies of appointed members, job duties of the vacant position will be filled by current Board Members and/or volunteers as designated by the President.

Vacancies occurring in elected offices before the expiration of that term shall be appointed by the President with the approval of a two-thirds vote of the remaining Board.

If any member of the Board is absent from 3 Board meetings during the term year, the Executive Committee will review the position and make a recommendation to the Board whether the member has left his/her position vacant.

## Section 7: Indemnification

Right of Indemnity. To the full extent by law, this League shall indemnify its Board Members and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including an action by or in the right of the League, by reason of the fact that such person is or was a person described by such Section and including an action by or in the right of the League, by reason of the fact that such person is or was a person described by such. "Expenses" as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

1. Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Board Members who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Board Members who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.
2. Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by these bylaws shall be advanced by the League prior to the final disposition of the proceeding upon receipt by the Club of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the League therefore.

## Section 8: Removal of Directors

Resignations shall be by written notice to the President and must be accepted by the Board.



Any disciplinary actions brought against a Board Member will follow procedures outlined in Article V.

The Board of Directors shall have the authority to suspend or remove any director by a two-thirds majority vote of those present at any Board meeting or special Board meeting called for that purpose. The grounds for removal of director shall include but not limited to:

- A. Recommendation from a disciplinary committee.
- B. Recommendation by the Executive Committee.
- C. Recommendation by the Executive Committee for failure to meaningfully contribute toward the goals and objectives of RGS and/or a lack of participation on the RGS Board.

Individuals being brought forth for removal will be notified no less than 24 hours prior to the scheduled vote. During the meeting the individual subject to removal shall have the opportunity to address the Board prior to the vote. Thereafter a secret ballot vote for the removal of said Board Member will occur. The Board Member up for removal has the ability to vote. Proxy votes will not be accepted.

A majority vote of the Executive Committee has the authority to immediately remove a Board Member for the following reasons:

- A. Convicted of a felony.
- B. Convicted of a misdemeanor involving:
  - a. Any sort of lewd or violent act.
  - b. An act involving the abuse of drugs and or alcohol.
  - c. An act involving the abuse or neglect of a child/children.
- C. Willful destruction of property of the League.
- D. Multiple RGS violations resulting in a disciplinary action.
- E. Any act compromising the safety of a League member.



## Article V: Disciplinary Action

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### Section 1: Disciplinary Process

The Board has the right to discipline any player, manager, coach, Board Member, or any persons associated with an RGS team who exhibits behavior that is contrary to the purpose of these bylaws. Disciplinary action is any restrictive penalty up to and including removal from the League.

Disciplinary actions will be determined by a disciplinary committee made up of five Board Members. The committee must include the Disciplinary Committee Chair who will be the division's Player Agent (or appointed designee), one Executive Committee member, and three additional Board Members. The Disciplinary Committee Chair will select the committee members based on availability. Exception: Disciplinary panels for umpires will consist of 1 executive board member, 1 appointed board member, the UIC and two umpire staff members as appointed by the UIC.

Disciplinary action against any member, and/or all persons associated with a team will be considered if a written request (Incident Report Form) is submitted. The Executive Committee will review the Incident Report Form and any accompanying documentation and determine if a disciplinary committee is required to be formed. Should a disciplinary committee be formed, the accused party will be notified of the allegation and given the opportunity to respond. The disciplinary committee will make a decision on the appropriate action in a timely manner and notify the Board of the results. The disciplinary committee's decision is final.

### Section 2: Grounds for Discipline

There shall be standards of conduct expected from every Board Member, member, and all persons associated with RGS teams. Team managers and coaches will be held responsible for the actions of spectators. A Board Member, manager, coach, player, or any person(s) associated with RGS teams shall not commit any of the following violations:

1. Violation of the League Code of Conduct as agreed to on behalf of the family during registration.
2. Non-Compliance with League Playing Rules or other League Policies.
3. Commission of acts that are contrary to the objectives and purposes of Roseville Girls Softball, USA Softball, and NorCal Softball.
4. Violation of state or local laws.
5. Failure to pay fees.
6. Destruction of property.
7. Unsportsmanlike Conduct
8. Engaging in physical violence, such as an attack on an umpire, League official or fellow participant.
9. Use of vulgar or abusive language toward an umpire or other participant.
10. Engaging in a fight or verbal conflict with another participant or spectator.
11. Commission of fraud, such as playing under a false name or age.
12. Participation in a League activity when not meeting eligibility requirements.
13. Knowingly participating with or against individuals or teams which are suspended.



14. Violation of USA Softball substance abuse policies.
15. Bullying, hazing, emotional misconduct, physical misconduct, or harassment in any capacity.
16. Misconduct that reasonably calls into question the member or participant's suitability to participate in league activities.
17. Consuming alcoholic beverages or controlled substances on the premises - prior to, during, or immediately following any on field events.
18. Use of tobacco products of any kind while on the playing field or in the immediate team area.

### Section 3: Penalties

The Board may provide penalties in the form of League probation, suspension, or loss of membership. A participant who is subject to suspension shall be subject to a minimum penalty of a one game suspension and a maximum penalty of expulsion from the League.

Suspension is defined as not being allowed to participate in any capacity, at all team or League activities, including but not limited to: practices, games, clinics, team parties, opening/closing ceremonies, etc.



## Article VI: Meetings

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### Section 1: Board Meetings

The RGS Board will hold Board meetings at a minimum of once-monthly.

### Section 2: Notice of Meeting

Location and time of monthly Board meetings must be placed on the League website at least five days prior to the meeting.

### Section 3: Board Members and the Public

If there are any persons present at the Board meeting that are non-Board Members, they may address the Board in public comment at the beginning of the meeting. The Board reserves the right to limit this time as needed. Any member of the League can observe a Board meeting during open sessions. If needed, the Board may go into closed session to discuss certain matters as allowed.

### Section 4: Special Meetings

The Executive Committee or President may call special meetings of the Board at their discretion. All members of the Board must be notified in writing 24 hours in advance.

### Section 5: Transaction of Business

Meetings of the Board shall be held as required for the transaction of business after all Board Members have been notified of the time and place. A majority of the Board Members (one plus half of the current number of Board Members) must be present at a meeting to constitute a quorum for the purpose of transacting business.

All Board meetings must have a quorum to transact business. A quorum is defined as half of the current number of Board Members plus one. All business coming to a vote needs a majority to pass or fail, unless otherwise specified in these bylaws. Any matters not specifically addressed in these bylaws will follow the guidelines set forth in Robert's Rules of Order.

Committees will assist the Board of Directors with important elements of League planning. Committee decisions must be endorsed by the Board to become binding on the League. Committees shall not conduct business without approval from the Board.

Business is defined as:

- Amending bylaws or operating policy
- Approving or changing the budget
- Making major structural decisions (example: adding or eliminating programs; dissolving the corporation)



## Article VII: Finances

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### Section 1: Capital and Uses

The capital of RGS shall be obtained through fees of membership, fundraising, voluntary donations, and tournament proceeds. This League shall be a non-profit organization and shall be categorized by the IRS as a 501c3. The organization shall not be conducted or operated for profit.

### Section 2: Membership Fees

Registration fees and sponsor packages will be determined in a meeting by the Board annually unless otherwise necessary. The fees shall be initiated to defray the operating expenses of the League.

### Section 3: Equality

The Board of Directors shall decide all matters pertaining to the finances. No individual team shall have an advantage over any other team regarding expenditures.

### Section 4: Authorization

All monies shall be deposited to the credit of the League within 14 days of the time of the receipt. Two authorized members of the Board shall sign all checks written for \$1000 or more. If a check is for payment of an already approved budget item, or an item that was approved via Board vote, then two signatures are not required. An authorized member, other than the Treasurer, must review and sign off on all League disbursements monthly.

### Section 5: Report

A financial report shall be provided at every monthly Board meeting for the Board to review. Additionally, a financial report must be made available to any League member within ten (10) days upon receipt of written request.

### Section 6: Audit

The Treasurer's books shall be reviewed at the discretion of the Board. The Auditor shall be a designee of the Board.

### Section 7: Financial Aid

In the event of hardship situations, the Board and/or Executive Committee may approve deferred payments or waiver of fees if requested in writing following the League's financial aid process.

### Section 8: Reimbursement of Registration Fees

Reimbursement of registration fees will be provided, subject to the refund policy stated in the current programs registration process. If the request for reimbursement is submitted after registration closes, the Board reserves the right to review the request for approval or denial. In the event that the League cannot place a registered player on any age-appropriate team, a full refund will be given.



## Section 9: Board Expenditures/Reimbursements

Board Members that make purchases as necessary to ensure League operations, may request reimbursement within 30 days and must include an itemized receipt.

Certain Board Members can authorize League members to make emergency purchases for the continued operation of the League as necessary in the following amounts.

- President/Vice-President/Chief Player Agent– Up to \$500



## Article VIII: Amendments

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An annual review of the bylaws shall be done each year.

Any Board Member may make a proposal to amend these bylaws at any time during the year, provided they are presented 30 days prior to the Board meeting and provided in writing to all voting members. All amendments to the bylaws require a two-thirds vote to be approved.

A complete history of the amendments to the bylaws shall be recorded in the files of the League and be maintained by the Secretary.





## Article IX: Dissolution

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The Roseville Girls Softball Corporation is a non-profit organization and shall not be operated for the financial benefit of any individual or group of individuals. In the event of dissolution, all remaining funds will be put in a trust to be used exclusively for the promotion and development of recreational fastpitch softball.