

**BYLAWS
SAN LORENZO VALLEY GIRLS SOFTBALL (SLVGS)
A CALIFORNIA PUBLIC BENEFITS CORPORATION**

ARTICLE I

Section 1: Purpose

A. It is the purpose of this organization to achieve the following:

1. Provide the facilities, equipment and supervision necessary for the youth of the San Lorenzo Valley to learn to play fast pitch softball.
2. To develop softball skills and to gain an appreciation and knowledge of the game.
3. To develop good sportsmanship and character.
4. To develop the qualities of citizenship and leadership through the game of softball.
5. To promote physical fitness for the players.

B. In addition, it is the intent of this organization to provide an advanced level of softball for players. This advanced level of softball competition will consist of USA Softball tournament level play, through the Mountain Dream competitive teams and the Mountain Dream Committee.

Section 2: Volunteers

All adult volunteers who are involved are to work for the guidance, wellbeing and welfare of all participating players.

Section 3: Propaganda or Influence of Legislation

No substantial part of the activities of SLVGS (San Lorenzo Valley Girls Softball) shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and SLVGS shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 4: Charitable Purpose

SLVGS is irrevocably dedicated to charitable purposes and no part of the net income or assets of SLVGS shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of SLVGS, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

Section 5: Prohibition against Sharing Corporate Profits and Assets

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

Section 6: Maintenance of Records

The following written records shall be maintained at all times:

- A. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- C. A record of its members, indicating their names and addresses; and
- D. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be available to inspection by the members.

Section 7: Fiscal Year

The fiscal year of the corporation shall begin on October 1st and end on September 30th in each year.

Section 8: Location of Operation

SLVGS operations and activities are primarily conducted in the San Lorenzo Valley within Santa Cruz County, California.

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ARTICLE II

Section 1: Membership

- A. Membership is open to all players, their parents, guardians and interested adults of the community, regardless of race, color, creed, or religion. Prospective members must meet the requirements established by these Bylaws.
- B. Membership includes:
 - 1. Participating Members
 - 2. General Members
- C. SLVGS will allow "Interleague Play" with other USA Softball registered leagues outside of SLVGS. For the purposes of membership players, board members, coaches and other participants in any league other than SLVGS for the current playing year, will not be considered members of SLVGS even though they are playing games together.

Section 2: Participating Membership

- A. Participating Members include all registered players whose ages are league age 5 (five) through 18 (eighteen) on January 1st of the calendar year of play.
- B. The current Board of Directors, based on projected expenses, will establish membership fees each year.
- C. All SLVGS players must present legal proof of date of birth to register, unless a copy is on file with the league registrar.

Section 3: General Membership

General Members are:

- A. Parents or guardians of all currently registered players.
- B. All Board Members.
- C. Other interested adults in the community as approved by the Board. These members will be denoted as "Members at Large."
- D. The Board of Directors shall adopt a written code of conduct which will have the same force and effect as these bylaws, and which shall be binding upon and enforceable with respect to coaches, managers, board members, players, parents or guardians of players, and umpires and shall include, without limitation, guidelines with respect to approved procedures, protocol and process for attracting new participants, guidelines for behavior at games by players, coaches, parents and spectators, including game administration conduct and such other matters as the Board may from time to time deem appropriate and advisable. The code of conduct may be amended by the board and enforced.

Section 4: Voting Privileges

- A. Each General Member shall be entitled to vote at the Annual Meeting and shall be entitled to one (1) vote in the election of the Executive Board.
- B. Proxy votes will be accepted as per Article III, Section 5.

Section 5: Termination of Membership

- A. Participating Members may terminate their membership by notifying the appropriate Division Representative.
- B. General Members may terminate their membership by sending a letter of resignation to the League President.
- C. The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of SLVGS. The Member involved shall be notified of such meeting, informed of the general nature of the charges, and be given an opportunity to appear at the meeting to answer such charges.
- D. Members who fail to pay their membership fees within thirty (30) days of registration may by vote of the Board be dropped from SLVGS and shall forfeit all rights and privileges of membership.

Section 6: Length of Membership

- A. Participating Memberships begin at the time of registration and continue in effect until December 31st of the same year.
- B. General Memberships, except for Executive Board Membership, begin February 1st and continue in effect until December 31st of the same year.

Section 7: Compensation

No General Member shall receive any monetary compensation for their service as a member of the Board, as a Manager, Coach, or member of any committee.

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ARTICLE III

GENERAL MEMBERSHIP MEETINGS

Section 1: Annual Meeting

The Annual Meeting of the General Members shall be in June each year for the purpose of electing a Board of Directors. Nominations will take place at least one month prior to the Annual Meeting. Candidates for the Board of Directors shall be nominated by a member of the Executive Board or Board Committee Members and approved by a majority vote of the General Membership. Nominating members must be present at the nomination meeting.

Section 2: General Meetings

General meetings will be held on the second Wednesday of the month unless otherwise agreed upon by the Board. General meetings are held every month. All officers and members of the Board are required to attend all General Meetings and the Annual Meeting.

Section 3: Notice of Meeting

At least seven (7) days in advance of each Board meeting, notice of the meeting shall be given to the members in such a form as authorized by the Board.

Section 4: Meeting Certification

No general membership meeting shall conduct business unless certified to do so by the President or acting President.

Section 5: Voting by Proxy

For the express purpose of accommodating a general member in good standing who cannot attend the Annual Meeting; a vote by proxy may be submitted on behalf of any general member in good standing who cannot attend the Annual Meeting, by a proxy age 18 years or older, by no later than the beginning of the Annual Meeting. Said proxy ballot shall be hand-delivered to any member of the Board of Directors, or mail to PO Box 892, Ben Lomond, CA 95005. The vote must be on the official league-generated ballot and signed by the voting general member.

Section 6: 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 quorum shall consist of a majority of the members of the Board of Directors. No executive session Board meeting shall take place unless covered by the Bylaws. Robert's Rules of Order shall govern the proceedings of all meetings, except where conflicts with the Bylaws of the League exist.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: General Powers

The control and management of the affairs, funds and property of SLVGS shall be vested in the Board of Directors, consisting of members of SLVGS in good standing. The Directors of SLVGS as so constituted shall hold office for a one year term (October 1st through September 30th) or until their successors are elected and qualified. Successors are deemed qualified upon certification and notification of official ballot results by the Secretary.

The Board shall exercise all the powers of the organization in the management of the organization, subject to the restrictions imposed by:

1. The law.
2. The Articles of Incorporation.
3. These Bylaws.
4. USA Softball Policy.

Section 2: Confidential Information

At times the Board of Directors will have access to members' personal information. All Board of Directors members shall assume full responsibility for maintaining the confidentiality of personal information, which will be used for SLVGS purposes only.

Section 3: Elected Directors

Candidates for the Board of Directors shall be nominated by a member of the Executive Board or Board Committee positions and approved by a majority vote of the General Membership. The Directors of SLVGS shall consist of (1) a President, (2) a Vice-President, (3) a Secretary, (4) a Treasurer, (5) an Upper Division Rep, (6) a 10u Division Rep, (7) a Lower Division Rep, (8) an Umpire in Chief, (9) a Registrar, (10) an Equipment/Fields Director, (11) a Mountain Dream / Inter-League Director, and (12) an IT Director. This list shall also be the Order of Succession of the Board of Directors. The Board of Directors may appoint such other Directors or Agents as it may deem necessary or desirable, and may prescribe the powers and duties of each, and may fill any vacancy which may occur in any office. Appointed Directors or agents shall have no vote on actions

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taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

Section 4: Vacancy

In case of a vacancy on the Board of Directors, a majority of the remaining Directors shall elect a member in good standing to fill the vacancy for the remainder of the term. An interim director may be appointed to the Board of Directors by the President, subject to a majority approval of the Board of Directors to fill vacancies for the remainder of the term. A vacancy shall be deemed to exist on the Board of Directors in the event of the death, removal, or resignation of a Director.

Section 5: Board of Director Member Removal

Director may be removed from office in any of the following ways:

- A. By the affirmative vote of 2/3 of the total number of Board of Directors members present at any meeting of the Board of Directors, or the vote of a majority of the Board of Directors present at any duly called general meeting.
- B. By the affirmative vote of a majority of the total number of Directors upon the absence of the Director involved from two consecutive meetings of the Board of Directors without having been excused from attendance at each of said meetings by the person presiding at said meetings.
- C. By the affirmative vote of a majority of the Directors present at two consecutive meetings of the Board of Directors, provided that the Director being removed is present at the first meeting, or if not present, is notified by the President following the first meeting of the results of the vote.

Section 6: Non Liability of Board of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 7: Indemnification by Corporation of Board of Directors, Members of the Board, and Other Agents

- A. To the extent that a person who is, or was, a director, officer, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- B. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of California Corporations Code Section 5238 - the California Nonprofit Public Benefit Corporations Law.

ARTICLE V

DUTIES OF THE BOARD OF DIRECTORS

Section 1: President

The President shall:

- A. Be Chairman of the Board and preside over all league meetings.
- B. Coordinate and be responsible for all league activities and the functioning of the league.
- C. Assign duties and projects and support other Board members.
- D. Be responsible for all league assets.
- E. Attend the team draft each year.
- F. Oversee the Safety and Insurance coordinator to ensure the league and the Board has adequate insurance coverage.
- G. Coordinate the operating budget with the Treasurer.
- H. Appoint Temporary Committees.
- I. Be one of the counter signatures on checks with the Treasurer for expenditures over the agreed upon dollar amount for that year.
- J. Provide the tie-breaking vote in the event of a tie.
- K. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 2: Vice-President

The Vice-President shall:

- A. Preside over all league meetings and activities in the President's absence.
- B. Assist the President in all league activities.
- C. Be responsible for the coordination of all volunteers for all league activities including opening day.
- D. Be responsible for requirements and rules.
- E. Arrange special use facilities for clinics, board meetings, registration and other events.
- F. Obtain and maintain current field use permits.

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- G. Maintain a working job description of the duties of this position including a timeline if applicable.
- H. Coordinate the league Playoff Tournament.
- I. Be responsible for all scheduling of games and field agreements and coordination with the various organizations who own the fields.
- J. Be available to assist other Board Members and to assist with other league projects.
- K. Remain apprised of USA Softball

Section 3: Secretary

The Secretary shall:

- A. Be responsible for recording the activities of the league and maintaining appropriate files, mailing lists and necessary records.
- B. Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- C. Maintain a list of all participating members, general members, members at large, elected Directors and committee members and give notice of all meetings of the League, the Board of Directors, and Committees.
- D. Keep the minutes of the meetings of the Members, the Board of Directors, and the Committees, and cause them to be recorded in a book kept for that purpose.
- E. Conduct all correspondence not otherwise specifically delegated in connection with said meetings and be responsible for carrying out all orders, votes and resolutions not otherwise committed. This includes counting and certifying Annual Meeting election results.
- F. Notify Members, Directors, Officers and committee members of their election or appointment.
- G. Maintain a binder with job descriptions for all officer and committee positions and keep electronic copies if available.
- H. Maintain bylaws and league rules.
- I. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 4: Treasurer

The Treasurer shall:

- A. Perform such duties as herein specifically set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.
- B. Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- C. Keep records for the receipt and disbursement of all monies and securities of the Local League, approve all payments from allotted funds, and draw checks therefore in agreement with the policies established in advance of such actions by the Board of Directors.
- D. Prepare an annual budget, under the direction of the President, to submit to the Board of Directors at the Annual Meeting.
- E. Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting.
- F. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 5: Upper Division Rep

The Division Rep shall:

- A. Be the Board of Directors liaison for their division.
- B. Be the representative of all the players in their respective division.
- C. Recommend to the Board of Directors managers and coaches for their playing division and confirm that each coach is ACE Certified for the current year.
- D. Be responsible for the behavior and activities of all coaches, managers and players in their respective divisions.
- E. Resolve any player problems and/or coach or manager problems subject to Board approval.
- F. Be responsible for coordinating registration for their division, including:
 - 1. Verifying the accuracy of playing ages.
 - 2. Confirming any players "playing up" or "playing down," subject to Board approval.
 - 3. Verifying the accuracy of all player information and keeping it confidential.
- G. Furnish coaches a copy of the registration form (Note: this also is the medical release form).
- H. Work with the Umpire-in-Chief on division playing rules for their playing division.
- I. Be responsible for their division's team draft, including:
 - 1. Pitcher draft.
 - 2. Compiling final team rosters for each team and for the Board.
- J. With Uniform and Equipment Directors, ensure distribution of uniforms, equipment, and correspondence to their teams.
- K. Coordinate with the Scheduler any rain outs rescheduled and notify their teams.
- L. Coordinate with the Vice President the year-end league tournament.
- M. Coordinate division standings with the Vice President for end of year tournament seeding.

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- N. Be available to assist other Board members and to assist with other league projects.
- O. Preside over pitcher and player draft.
- P. Attend coaches' meetings and coaches' clinic.
- Q. Maintain player list and distribute to coaches.
- R. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 6: 10U Division Rep

The Division Rep shall:

- A. Be the Board of Directors liaison for their division.
- B. Be the representative of all the players in their respective division.
- C. Recommend to the Board of Directors managers and coaches for their playing division and confirm that each coach is ACE Certified for the current year.
- D. Be responsible for the behavior and activities of all coaches, managers and players in their respective divisions.
- E. Resolve any player problems and/or coach or manager problems subject to Board approval.
- F. Be responsible for coordinating registration for their division, including:
 - 1. Verifying the accuracy of playing ages.
 - 2. Confirming any players "playing up" or "playing down," subject to Board approval.
 - 3. Verifying the accuracy of all player information and keeping it confidential.
- G. Furnish coaches a copy of the registration form (Note: this also is the medical release form).
- H. Work with the Umpire-in-Chief on division playing rules for their playing division.
- I. Be responsible for their division's team draft, including:
 - 1. Pitcher draft.
 - 2. Compiling final team rosters for each team and for the Board.
- J. With Uniform and Equipment Directors, ensure distribution of uniforms, equipment, and correspondence to their teams.
- K. Coordinate with the Scheduler any rain outs rescheduled and notify their teams.
- L. Coordinate with the Vice President the year-end league tournament.
- M. Coordinate division standings with the Vice President for end of year tournament seeding.
- N. Be available to assist other Board members and to assist with other league projects.
- O. Preside over pitcher and player draft.
- P. Attend coaches' meetings and coaches' clinic.
- Q. Maintain player list and distribute to coaches.
- R. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 7: Lower Division Rep

The Division Rep shall:

- A. Be the Board of Directors liaison for their division.
- B. Be the representative of all the players in their respective division.
- C. Recommend to the Board of Directors managers and coaches for their playing division and confirm that each coach is ACE Certified for the current year.
- D. Be responsible for the behavior and activities of all coaches, managers and players in their respective divisions.
- E. Resolve any player problems and/or coach or manager problems subject to Board approval.
- F. Be responsible for coordinating registration for their division, including:
 - 1. Verifying the accuracy of playing ages.
 - 2. Confirming any players "playing up" or "playing down," subject to Board approval.
 - 3. Verifying the accuracy of all player information and keep it confidential.
- G. Furnish coaches a copy of the registration form (Note: this also is the medical release form).
- H. Work with the Umpire-in-Chief on division playing rules for their playing division.
- I. Be responsible for their division's team draft, including:
 - 1. Pitcher draft.
 - 2. Compiling final team rosters for each team and for the Board.
- J. With Uniform and Equipment Directors, ensure distribution of uniforms, equipment, and correspondence to their teams.
- K. Coordinate with the Scheduler any rain outs rescheduled and notify their teams.
- L. Coordinate with the Vice President the year-end league tournament.
- M. Coordinate division standings with the Vice President for end of year tournament seeding.
- N. Be available to assist other Board members and to assist with other league projects.
- O. Attend coaches' meetings and coaches' clinic.
- P. Maintain player list and distribute to coaches.
- Q. Maintain a working job description of the duties of this position including timeline if applicable

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Section 8: Equipment/Fields

- A. The Equipment/Fields Director shall:
- B. Provide procurement, security, accountability, distribution and return of all equipment used by league teams only, in league play, including practices and tournaments.
- C. Maintain a written record of equipment, as defined above, owned by the league.
- D. Develop and submit to the Treasurer a detailed budget, identifying the quantity and cost of equipment, as defined above, which will be required to accommodate the enrollment projected by the Board.
- E. Obtain a minimum of two quotations for equipment purchases.
- F. Maintain facility in which all League equipment and field service equipment will be stored to ensure optimum security.
- G. Distribute and maintain a sign-out sheet of the keys to locks or combination distribution on storage facility.
- H. Oversee and manage the Fields Coordinator position.
- I. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 9: Umpire-in-Chief

The Umpire-in-Chief shall:

- A. Arrange for and schedule of umpires for all regular and make up games and locally scheduled interleague games.
- B. Insure that all umpires are USA Softball registered and promote USA Softball umpire certification.
- C. Schedule an umpiring clinic, for any adult and youth umpires and any managers or coaches interested which will include league policy, rules of the game, basic mechanics, testing and dress code.
- D. Work with Division Reps to establish division rules specific for each division.
- E. Attend the annual coaches meeting to discuss umpiring in the league and answer questions.
- F. Monitor the umpires throughout the season and if necessary fill out an evaluation on each umpire at the season end as to his or her suitability to be considered as a returning umpire the next year. Any problems or attributes that happen during the year shall also be noted. The evaluations are to be kept in strict confidence and should only be used in determining if someone should not be allowed to return as an umpire in subsequent years. These evaluations shall be turned in to the President when completed.
- G. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 10: Registrar

The Registrar shall:

- A. Be responsible for the new member attraction programs to be held prior to registration.
- B. Organize and execute registration with the Division Reps.
- C. Maintain a current and complete CONFIDENTIAL file of birth certificates, registrations and membership. Personal confidential information of players, volunteers and umpires of the league shall be destroyed after verified with USA Softball within two years of the end of that person's involvement with the league.
- D. Supply Division Reps with player information for their respective divisions.
- E. Be Responsible for all follow-ups to inquiries either via phone, fax, message or machine regarding league registration.
- F. Be Responsible for all league insurance requirements.
- G. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 11: Interleague/Mountain Dream Director

- A. Be responsible for the formation and/or tryouts for any teams.
- B. Maintain a separate checking account to differentiate Rec League financials from Mountain Dream financials.
- C. Work with the Registrar to Register all Mtn. Dream teams and verify each team's player insurance.
- D. Work with the Treasurer to create financial budget and reports that adhere to SLVGS Financial Reporting structure.
- E. Work with Webmaster to update website.
- F. Oversee any fundraising events that benefit the Mountain Dream program.
- G. Stay apprised of all USA Softball rules and regulations.

Section 12: Director of IT (Information Technology)

- A. Be responsible for managing the organization's electronic systems.
- B. An "electronic system" is any software based system that requires a username/password to login.
- C. Director of IT shall maintain a list of electronic systems and document:
 - 1. Vendor
 - 2. Account numbers
 - 3. Current SLVGS administrator (owns password)
 - 4. System functionality and manual (if exists)
 - 5. Web links to the system
 - 6. Licenses and agreements
- D. Director of IT shall maintain backups of data/systems critical to functioning of the corporation.

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- E. Assign roles and responsibilities as needed.
- F. Be responsible for updation of content and configurations (e.g. website, email server).
- G. Propose, research and prototype new projects.

ARTICLE VI

MEMBERS OF THE BOARD-APPOINTED POSITIONS AND COMMITTEES

Section 1: Coordinator of Managers and Coaches - reports to President

The Managers/Coaches Administrator shall:

- A. Be responsible for the procurement of, and maintaining league training materials.
- B. Coordinate with Division Reps in obtaining managers and coaches.
- C. Conduct a "Welcome" meeting for all Managers and Coaches. This meeting is to be held before the first scheduled managers/coaches meeting that is held before the season begins.
- D. Hold Managers/Coaches Meetings in conjunction with the Division Rep(s), before the season and at midseason, or as required in order to:
 - 1. Discuss and disseminate league information, and Distribute literature.
 - 2. Discuss common problems and to share softball information and knowledge.
 - 3. Assist in ACE Certification for all coaches and managers and verify that every coach is ACE certified.
- E. Coordinate the registration of Managers/Coaches to USA Softball and League-sponsored coaching clinics. Maintain records of coaching clinic certifications and attendance as applicable.F6.
- F. Act as liaison between team managers and the board of directors in non-player issues.
- G. At the Managers/Coaches meeting, furnish each team with a Manager's packet, which includes:
 - 1. Bylaws
 - 2. League Policy
 - 3. League and Division Rules
 - 4. A list of duties and responsibilities of the Managers and Coaches.
- H. Work with the Umpire-in-Chief in setting up at least one (1) Umpires/Managers/Coaches meeting.
- I. Train league scorekeepers and hold scorekeepers' clinic before the start of league play.
- J. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 2: Safety - reports to President

The Safety Coordinator shall:

- A. Develop a Safety Plan/Program for Participating Members and Investigate any player injuries.
- B. Conduct safety seminars for managers and coaches with the Coordinator of Managers and Coaches.
- C. Assist the President in obtaining team insurance coverage.
- D. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 3: Fields - reports to Director of Equipment/Fields

The Fields Coordinator shall:

- A. Manage field maintenance for all fields used for SLVGS play.
- B. With the Coordinator of Coaches/Managers, recruit personnel to assist in the preparation of the fields prior to league play.
- C. Repair all dangerous and adverse field conditions and submit report to the board if necessary.
- D. Develop security, accountability and distribution of field service equipment to be used, by league teams only, in league and tournament play, including: Pitching rubbers, Bases, Home plates, Base lining equipment, Related supplies.
- E. Advise equipment manager in timely manner when field service material is required.
- F. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 4: Uniforms - reports to Registrar

The Uniforms Coordinator shall:

- A. Maintain a written record of uniforms as provided by the league.
- B. Provide procurement, security, accountability, and distribution of all uniforms used by league teams only, in league play, including tournaments.
- C. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 5: Pictures, Awards and Yearbook - reports to Treasurer

The Pictures, Awards and Yearbook Coordinator shall:

- A. Be responsible for selecting a picture vendor and negotiating the contract of service for the league.
- B. Negotiate best price packets and present best selection of vendors to the board of directors for review and approval.
- C. Schedule day/time for picture day for all team members and coordinate makeup picture appointments.

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- D. Select, purchase, and distribute all awards for league participants.
- E. Coordinate with Sponsorship chairperson to select sponsor plaques and plan distribution efforts of sponsor plaques.
- F. Plan, coordinate, and monitor picture collection from teams for the distribution of the league yearbook.
- G. Coordinate with team representative to acquire pictures for the yearbook.
- H. Select a publisher/graphic designer for yearbook publishing and coordinate distribution to league members.
- I. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 6: Sponsorship/Fundraiser - reports to Treasurer

The Sponsorship/Fundraiser Coordinator shall:

- A. Be responsible for league sponsorships, which includes communicating to the managers the league goal of obtaining a minimum of one (1) team sponsorship for each team.
- B. Develop, plan, direct and submit formal plan on any fundraising projects.
- C. Coordinate and assist in fundraisers.
- D. Coordinate with Picture and Awards Chairperson to get team pictures for sponsorship plaques.
- E. Obtain and distribute any sponsorship awards.
- F. Be responsible for soliciting and obtaining corporate community sponsorships, with strong emphasis before registration.
- G. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 7: Scheduler - reports to VP

The Scheduler shall:

- A. Schedule and reschedule practices and league games for the season
- B. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 8: Publicity/Advertisement Coordinator: - reports to Registrar

The Publicity/Advertisement Coordinator shall:

- A. Be responsible for appropriate publicity of all League functions and division standings to the press.
- B. Use avenues of free publicity with the local newspapers, radio station and television stations.
- C. Make recommendations to the board for paid advertisements and mailers as needed.
- D. Prepare and distribute all league flyers for registration to area schools.
- E. Make or coordinate the making of all banners, signs and posters as needed.
- F. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 9: Webmaster - reports to Director of IT

The Webmaster shall:

- A. Coordinate and maintain the league Internet web site. Web site shall only include board-approved material and items.
- B. Maintain a working job description of the duties of this position including a timeline if applicable.

Section 10: Mountain Dream - reports to Interleague/Mountain Dream Director

- A. Promote Mountain Dream program internally and externally to SLVGS.
- B. Inform and recruit rec league players interested in playing on higher level Mountain Dream teams.
- C. Order uniforms for all teams.
- D. Schedule practice slots/tournaments/events.
- E. Approve player fees.
- F. Approve season budget.
- G. Vet and Approve managers and coaches.
- H. Have prepared a standard operating procedure for the competitive ball season.
- I. Stay apprised of all USA Softball rules and regulations.
- J. Report to membership in minutes from all meetings of the committee.

ARTICLE VII

MANAGERS, COACHES AND UMPIRES

Section 1: Managers and Coaches

Managers and Coaches shall:

- A. Be appointed annually by the President, with the approval of the Board of Directors, and may be responsible for the selection of their teams via player draft in upper divisions, and for their actions on the field.
- B. Complete and submit a Manager/Coaches application form.
- C. Attend required meetings as determined by the Board of Directors.
- D. Be ACE Certified.
- E. 5. Be subject to a background check.
- F. 6. Be subject to the Dispute Resolution Process and Code of Conduct

amended 6/11/2018

Section 2: Umpires

Umpires shall:

- A. Attend at least one umpire clinic prior to umpiring their first game.
- B. Be responsible for reading and understanding the USA Softball and divisional supplementary rules.
- C. Junior umpires must be 12 years old or older.
- D. An umpire must be 14 years old or older to umpire the game from behind home plate.
- E. Pay scale for Umpires shall be determined jointly by the Umpire-in-chief, Treasurer and President and approved by the Board of Directors concurrent with the budget approval.
- F. Be subject to the Dispute Resolution Process and Code of Conduct

ARTICLE VIII

CONFLICT OF INTEREST

Section 1: Purpose

The purpose of the conflict of interest policy is to protect SLVGS's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of SLVGS 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. A financial interest is not necessarily a conflict of interest. Under Section 2, Paragraph 4, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 2: Procedures

- A. Purchase of goods, services or assets: Any purchase of goods, services or assets from SLVGS Members, or other board members shall follow the policy and procedures contained in SLVGS Bylaws ARTICLE VIII.
- B. Establishment of leases, contracts, loans, or other agreements: Any leases, contracts, loans, or other agreements established with SLVGS Members, or other board members shall follow the policy and procedures contained in SLVGS Bylaws ARTICLE VIII.
- C. 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.
- D. 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.
- E. Procedures for Addressing the Conflict of Interest
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether SLVGS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in SLVGS'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.

Section 3: Compensation

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

ARTICLE IX

amended 6/11/2018

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REVISING THE BYLAWS

Section 1: Revisions to Bylaws

Any revisions to these Bylaws must:

- A. Be submitted in writing.
- B. Be voted on at the next Board meeting with a minimum of 7 days from the time it is submitted before it can be voted upon. This timing rule may be shortened by a 75% approval vote from the Board of Directors to do so.
- C. Require 75% vote approval by the Board of Directors.

Section 2: Revision History

1. November, 2008 – Rewrote and ratified bylaws previously in place since 2002.
2. September, 2011 – Rewrote and ratified bylaws previously in place since 2008.
3. March, 2012 – Added language.
4. June, 2018 – Rewrote, updated, modified and ratified bylaws previously in place since March 2012.