

**BYLAWS OF THE  
NORTH SHORE GIRLS SOFTBALL LEAGUE  
A CALIFORNIA NONPROFIT BENEFIT CORPORATION  
(As amended and restated effective 10-18-10)**

**ARTICLE 1. STATEMENT OF OBJECTIVES**

Section 1.1 The name of this girls softball league is the North Shore Girls Softball League, Inc.

Section 1.2 Area. The geographical area of this League for player registration includes the communities of Carmel Valley, Del Mar, Fairbanks Ranch, Rancho Santa Fe, Solana Beach, and Torrey Hills.

Section 1.3 Mission Statement. The Mission of the North Shore Girls Softball League is to provide the community with organized, recreational girls' softball. Our League is committed to being player-centered, with one of its primary purposes being the enhancement of each girl's self-image. We work to empower our volunteer managers and coaches to create positive athletic experiences for each player, with the express purpose of enhancing her overall physical, emotional, and social development. As a community resource, we encourage families and the community at large to join together in support of our players as they develop skills and learn how to work toward a goal in cooperation with others.

**ARTICLE 2. MEMBERSHIP**

Section 2.1 Classes of Membership. There shall be three classes of membership in the corporation: The Executive Board, the Board of Directors, and Regular Membership.

Section 2.2 The Executive Board. The Executive Board consists of the President, Vice President, Treasurer, Secretary, and Player Agent. The Executive Board is elected by the Regular Membership annually. The Executive Board appoints the remaining members of the Board of Directors and retains special voting rights in the event any one Executive Board member requests a weighted vote on any issue. This power is intended to give the elected members special voting rights on matters that may affect the liability of the Board of Directors or other matters of unusual significance to the league as a whole.

Section 2.3 Board of Directors. The Board of Directors of the corporation shall consist of the Executive Board members and the other committee chairman the Executive Board feels it needs to appoint in order to conduct the business of the league for the year. Members named to the Board of Directors are to attend monthly regular board meetings and are afforded the right to vote at regular board meetings.

Section 2.4 Regular Membership. Regular Members are: (1) the parents of the players currently registered in the North Shore Girls Softball League; and (2) any adult person who is interested in the purposes of the League and whose membership is approved by the Executive Board. Members of the Executive Board and Board of Directors must be regular members during the term their service.

### **ARTICLE 3. OFFICERS**

Section 3.1 Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws and Rules of the league and Regulations, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3.2 President. It shall be the duty of the President to preside at all meetings of the corporation. He/she shall attest to all orders upon the Treasury. He/she shall be an ex-officio member of all committees. He/she shall have the power to appoint such committees as deemed necessary. The President shall be responsible for coordinating the Board members responsible for the season's league play rules, the annual drafting of players by individual teams, and ensuring that the spirit of "balanced teams" is adhered to. The President shall not have the right to vote at any meeting except to break a tie.

Section 3.3 Vice President. In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall assist the President in the performance of his or her duties. He/she shall be responsible for overseeing the evaluation of players. The Vice President shall handle all Board and league-wide insurance policies. He/she shall be responsible for the All Star policies and processes. The Vice President is responsible for coordinating communications between parents and the Board.

Section 3.4 Secretary. It shall be the duty of the Secretary to keep accurate records of the proceedings of all meetings of the corporation, including meetings of the Board of Directors. He/she shall be responsible for all League correspondence and be custodian of the Bylaws of the corporation.

Section 3.5 Treasurer. It shall be the duty of the Treasurer to have charge of all money of the corporation and pay all properly attested expenses. The Treasurer receives, records, and deposits all registration fees. He/she shall submit written financial reports at each Board meeting. All checks drawn on the corporation shall be signed by the Treasurer, President, or Secretary. The accounts of the corporation shall be audited annually in the month directly following the close of the fiscal year, and/or as requested in writing by the Board of Directors, and/or as requested in writing by fifty percent of the Regular Membership. The Treasurer shall retain responsibilities for completion of the audit and tax return preparation even though such work is completed after expiration of the term of office.

Section 3.6 The Player Agent. The Player Agent shall be responsible to coordinate league registration. He/she shall be responsible for coordinating all the activity and inquires of all Division Coordinators. He/she shall assist and coordinate with the President and Vice President all efforts involving evaluation and drafting of players. Upon the drafting of teams, the President and Vice President shall no longer be involved with the player's rights respecting activities during the regular spring season (i.e., trades, replacements, disciplinary actions). Instead, these will be the sole responsibility of the Player Agent. The Division Coordinators shall coordinate all their communication to the Executive Board through the Player Agent.

Section 3.7 Removal from Office. Any member of the Board of Directors may be removed from office for failure to perform assigned duties with a two-thirds vote of the Board of Directors. If any member of the Executive Board calls for a weighted vote, a four-fifths vote of the Executive Board is required for removal of a Board Member.

Section 3.8 Vacancies. Vacancies of any Board office may be filled by recommendation by the President to the Board of Directors and affirmed by a majority vote of the Board. Board vacancies may also be filled by a majority vote of the Board of Directors at any Board meeting.

#### **ARTICLE 4. MEETINGS**

Section 4.1 Executive Board. The Executive Board may meet as deemed necessary by the President in order to conduct business continued from Regular Board meetings. Executive Board meetings are attended only by Executive Board members, unless the Executive Board extends a written invitation to attend to other individuals.

Section 4.2 Board of Directors. The Board of Directors shall meet monthly at a regular set time and place. All Board of Directors meetings shall be open to any member of the corporation if the Board of Directors receives advance notification of the on-board attendee(s). Non-board attendees will not have voting rights at board meetings and may place the attendee on the agenda for the meeting. The normal procedure for members of the Regular Membership to address the board is (1) through the Player Agent if it is a matter concerning an individual player; (2) through the appropriate Division Coordinator if it is a matter concerning a team, Coach, Manager; (3) through the Parent Liaison if it is a matter of concern to a parent. The Secretary has the right to refuse permission to speak to non-board attendees if the agenda schedule does not allow time for the matter. In this event, the Secretary shall accept a written synopsis of the matter and distribute it to all members of the Executive Board for their consideration. If the Executive Board deems it necessary, a special meeting of the Board of Directors or of an established or named committee may be called to discuss the matter.

Fifty percent plus one member of the Board of Directors shall constitute a quorum at a Board meeting. A Board member must be present to vote. At the request of any member of the Executive Board, a special Board of Directors meeting may be called.

Section 4.3 Action without Meeting. Subject to section 5513 of the California Nonprofit Public Benefit Corporation law, any action including the election of Board members which under any provision of the California Nonprofit Public Benefit Corporation law may be taken at any Executive Board, Board of Directors, or special meeting, may be taken without a meeting if the written ballot of every member is solicited and number of ballots cast within the time period specified equals or exceed the quorum required to be present at a meeting authorizing the action.

Section 4.4 Proxies. Persons entitled to vote at any meeting may do so only in person. Voting rights may not be exercised by proxies.

## **ARTICLE 5. ELECTIONS**

Section 5.1 Nominations. The President shall appoint a Nominating Committee of three in the month of April. The Nominating Committee shall present a slate of officers at the end of spring playing season for consideration of the Regular Membership.

Section 5.2 Voting. All nominees must have given consent to the nominations. Election may be conducted using either mail-in ballots or electronically distributed ballots. Regular Members shall only vote for one officer per position, per slate and must be authenticated or the vote will not count.

Section 5.3 Terms. Terms of the board shall be for one year beginning on September 1<sup>st</sup>, which shall also mark the first day of the corporation's new fiscal year. The President, Vice President, and Player Agent may not hold the same position on the Executive Board for more than two consecutive years.

## **ARTICLE 6. INDEMNIFICATION AND INSURANCE**

Section 6.1 Indemnification. The corporation shall, to the maximum extent permitted by California Nonprofit Public Mutual Benefit Corporation law, and in accordance with that law, Indemnify each of its agents against expenses, judgments, fines, settlements and other amounts arising by reason of the fact any such person is or was an agent of the corporation. For purposes of this section, an "agent" of the corporation includes any person who is or was an officer, employee or other agent of the corporation, or is or who was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise or was as a director, officer, employee or agent of a corporation which is predecessor corporation of the corporation.

Section 6.2 Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation 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 corporation would have the power to indemnify the agent against such liability under provision of the Article 6.

## **ARTICLE 7. AMENDMENTS**

Bylaws, rules and regulations, and playing rules may be amended at meetings of the Board of Directors subject to a two-thirds affirmation vote of present voting members. Upon the introduction of an amendment, the subject amendment may be tabled once by a majority affirmative vote of the voting members present. At the subsequent meeting where a bylaw or rule or regulation is being amended, a two-thirds affirmative vote of those present is required for adoption. Adoption of the original bylaws and rules and regulations shall be made by an affirmative vote of a simple majority of the vote members present.

These amended and restated bylaws were approved and adopted at a Board of Directors meeting on the 18<sup>th</sup> day of October, 2010.