

**BYLAWS OF THE  
WEST GROVE GIRLS SOFTBALL LEAGUE  
A California Nonprofit Public Benefit Corporation**

**ARTICLE 1. Name**

**Section 1.1** **West Grove Girls Softball League.** The name of the organization shall be West Grove Girls Softball League, also known as WGGSL.

**ARTICLE 2. Purpose/Mission**

**Section 2.1** **Girls Fastpitch Softball.** The purpose and mission of WGGSL is to develop, promote and regulate the sport of fastpitch softball for girls under the age of 18, more specifically as follows:

- a. Organize educational camps and clinics by qualified instructors for players, coaches and umpires;
- b. Provide equipment and facilities;
- c. Organize local and statewide competitions, tournaments and events, and contribute toward and provide for the award of trophies and prizes therein;
- d. Promote sportsmanlike conduct, honesty and morality;
- e. Promulgate rules;
- f. Organize officials; and
- g. Carry on other activities associated with the general purpose of developing, promoting and regulating the sport of fastpitch softball for girls under the age of 18, including raising funds through registration fees, sponsorship, concessions, and otherwise as allowed by law.

**Section 2.2** **ASA Rules.** WGGSL is a member of the Amateur Softball Association (ASA) and, subject to WGGSL's Rules and Regulations and unless the WGGSL Board of Directors modifies specific rules, play within WGGSL shall be governed by ASA Rules.

**Section 2.3** **Bylaws and Other Governing Documents.** The purpose of these Bylaws is to set forth the organizational structure of WGGSL, to promote consistency and fairness with respect to WGGSL business and decision-making, and to promote continuity for WGGSL government and organization. Other documents which set forth WGGSL policies, rules, regulations, and procedures include the Articles of Incorporation, Rules and Regulations (and all documents incorporated therein), Codes of Conduct for players, parents and coaches, and the documented process for the selection of All-Stars and regular season player draft.

## ARTICLE 3. WGGSL Membership

**Section 3.1** **Classes of Membership.** There shall be two classes of membership in WGGSL: General Membership and the Board of Directors.

**Section 3.2** **General Membership.** General membership is limited to parents and legal guardians of current players. General members are to represent the players at all General Membership meetings, are afforded the right to vote at General Membership meetings, and all other privileges identified in these Bylaws, Rules and Regulations and other policies that may be established by the Board of Directors. Each current player shall be afforded a total of only ONE vote through the representation of her parents and/or legal guardians.

**Section 3.3** **Board of Directors.** The Board of Directors (BOD) of WGGSL shall consist of the following twenty-one (21) ELECTED positions:

- a. President (4.2)
- b. Vice-President (4.3)
- c. Secretary (4.4)
- d. Treasurer (4.5)
- e. Player Agent (4.6)
- f. Chief Commissioner (4.7)
- g. Equipment and Safety Director (4.8)
- h. Field Maintenance Director (4.9)
- i. Umpire in Chief (4.10)
- j. Publicity Director (4.11)
- k. Snack Bar Director (4.12)
- l. Yearbook Coordinator (4.13)
- m. Ways and Means Director (4.14)
- n. Tournament Director (4.15)
- o. Uniform Director (4.16)
- p. All-Star / Seasonal Commissioner (4.17)
- q. Five Division Representatives (one per division) (4.18)

In addition to the positions set forth above, one or more Assistants may be appointed for each position to serve on the Auxiliary Board.

**Section 3.4** **Auxiliary Board of Directors.** The Auxiliary Board of Directors (AUX BOD) of WGGSL shall include the following APPOINTED positions and committees:

- a. BOD Assistant Positions
- b. Team Parent Coordinator
- c. Scorekeeper Coordinator
- d. Events Coordinator
- e. Events Committee
- f. Awards Coordinator
- g. Sponsorship & Fundraising Committee

## ARTICLE 4. Board of Directors

**Section 4.1** **Powers.** Subject to limitations of the Articles of Incorporation, these Bylaws, and the Rules and Regulations, the activities and affairs of WGGSL shall be conducted and all corporate powers shall be exercised by or under the direction of the BOD. All BOD members shall be elected annually as specified within these Bylaws. BOD Members may be appointed to an open position after annual elections by the President. After being appointed by the President and approved by a simple majority of the elected BOD, the appointed members of the BOD shall have voting and discussion rights equal to those of all elected BOD members. All BOD members, in addition to their duties and responsibilities described below, shall attend and participate in BOD meetings, be required to work BMOD (Board Member on Duty) shifts during each season (Fall and Spring), and have access to their own e-mail and ability to work with a computer and computer software such as Microsoft Excel and Word. It shall be cause for removal if any BOD member is absent from two consecutive BOD meetings without legitimate excuse.

**Section 4.2** **President.** The President shall be elected, shall have discussion rights, and shall have the following duties and responsibilities:

- a. Preside at all BOD meetings and General Membership meetings;
- b. Be an ex-officio member of all committees;
- c. Appoint, subject to BOD approval, any other committees or director positions as deemed necessary by the BOD to fulfill the Purpose/Mission of WGGSL;
- d. Vote at any meeting only if necessary to break a tie;
- e. Be represented at all WGGSL functions;
- f. Direct activities and assist the following directors as outlined in the WGGSL Hierarchy: Equipment and Safety Director, Field Maintenance, Player Agent, Treasurer, Secretary, Chief Commissioner, Chief Umpire and Vice President;
- g. Act as the official liaison between WGGSL and the City of Garden Grove and GGUSD and /or facilities used by WGGSL for WGGSL activities and events and obtain authorization for use of facilities needed to conduct WGGSL functions;
- h. Initiate phone or email votes in the event an emergency decision is needed on an issue or non-budgetary expense;
- i. Ensure League Insurance is updated;
- j. Serve as the principal executive officer of the corporation, and sign checks drawn on the WGGSL treasury and execute on behalf of the corporation, upon majority vote of the BOD, any contracts, bonds, agreements, or other instruments necessary or appropriate in carrying out the purposes of the corporation;
- k. May call or cancel Board Member Meeting when necessary.
- l. Responsible for distribution and collection of all league keys including team keys and BOD keys. BOD keys must be collected at

the end of each term unless re-elected.

**Section 4.3** **Vice-President**. The Vice-President shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Perform the duties and responsibilities of the President in the absence of the President;
- b. Be an ex-officio member of all committees;
- c. Chair the Scheduling Committee;
- d. Schedule all games, schedule teams for snack bar shifts and schedule BMOD (Board Member on Duty) shifts.
- e. Fulfill any duties and responsibilities delegated by the President;
- f. Direct activities and assist the following directors as outlined in the WGGSL Hierarchy: Tournament Director, Uniform Director, Ways and Means Director, Snack Bar Director and Publicity Director.

**Section 4.4** **Secretary**. The Secretary shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Keep records of the proceedings of all meetings of WGGSL, including meetings of the BOD and General Membership meetings;
- b. Be responsible for all WGGSL correspondence;
- c. Be custodian of the Bylaws; work with Rules and Regulations Committee on the proposal of any changes to the Bylaws and facilitate changes approved by the BOD;
- d. Prepare and distribute the agenda for all meetings and make proper notification of all meetings;
- e. Be responsible for maintaining all paper supplies, including ordering and/or copying WGGSL letterhead, envelopes, registration forms, pitching change slips, rosters, line-up forms and any miscellaneous supplies within the yearly budget;
- f. Act as a member of the budget committee and submit a yearly budget to the BOD for approval;
- g. Be an ex-officio member of all committees as requested by the BOD.

**Section 4.5** **Treasurer**. The Treasurer shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Receive, deposit and distribute all funds of WGGSL as authorized by the BOD;
- b. Sign all WGGSL account checks and obtain co-signatures by the President, or else the Vice-President if the President is unavailable;
- c. Submit written financial reports at each BOD meeting and at each General Membership meeting to include profit and loss statements, balance sheet, check register and ending checkbook balance of all WGGSL accounts;
- d. Arrange for a Certified Public Accountant to review all WGGSL

accounts at the end of each league year and/or as requested by written petition signed by at least fifty percent (50%) of the general membership. The Treasurer shall remain in office until such review is completed;

- e. File any returns, documents or other forms, on behalf of WGGSL, as required by tax authorities and as necessary or appropriate to obtain and maintain tax exempt status;
- f. Chair the Budget Committee;
- g. Chair the Financial Aid Committee;
- h. Act as a member of the Fundraising & Sponsorship Committee.
- i. Be responsible for maintaining the P.O. Box and distributing the contents to the proper parties in a timely manner.

**Section 4.6** **Player Agent**. The Player Agent shall be elected, shall have voting/discussion rights, and shall have the following duties and responsibilities:

- a. Coordinate player registration, player tryouts, player clinics and team draft process;
- b. Act as a liaison between players and the BOD;
- c. Receive all complaints brought by players or their parents/legal guardians concerning player issues that pertain to WGGSL operations;
- d. Act as a member of the Protest Committee;
- e. Act as a member of the Rules and Regulations Committee;
- f. Act as a member of the Safety Committee;
- g. Act as a member of the Post-Season Team Selection Committee.
- h. Work closely with the Chief Commissioner and Division Commissioners with regards to any player issues
- i. Assist in the recruitment of Coaches and/or Managers
- j. Conduct background checks for all managers and coaches.
- k. Ensure league insurance is distributed to all coaches, managers and made available for review by the General Membership.

**Section 4.7** **Chief Commissioner**. The Chief Commissioner shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Coordinate recruiting and procurement of WGGSL team managers and coaching staff;
- b. Develop, coordinate and conduct training activities for all managers and coaches; (Coaches clinics, Scorekeeping clinics etc.)
- c. Develop and document age division specific instructional guidelines for managers and coaching staff. If such guidelines have already been developed, then the Chief Commissioner shall see that they are kept current and usable;
- d. Direct all activities as outlined in the WGGSL Hierarchy and assist with the issues of all Division Commissioners, All-Star / Seasonal Commissioner;
- e. Chair the Training Committee;

- f. Act a member of the Protest Committee;
- g. Act as a member of the Post-Season Team Selection Committee;
- h. Act as a member of the Rules and Regulations Committee;
- i. Serve as a chairperson of the Training Committee.
- j. Assist the Division Commissioners and the Player Agent with drafts, player placement, recruitment of coaches and managers, etc.

**Section 4.8** **Equipment and Safety Director**. The Equipment and Safety Director shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Obtain, inspect and distribute to team managers all necessary equipment, including but not limited to softballs, catching gear, league keys and first aid kits;
- b. Prepare written inventory of all equipment prior to the season, again at the close of the season and insure the security of the equipment during the off-season;
- c. Act as a member of the budget committee; develop and submit yearly budget to the BOD for approval;
- d. Direct and/or recommend to the BOD the repair, replacement or purchase of all equipment outside of the yearly budget;
- e. Present written, itemized inventory to incoming Equipment and Safety Director;
- f. Ensure League Insurance is distributed to all Coaches, Managers and made available for review by the General Membership;
- g. Maintain all First Aid Kits; distribute kits to all team managers as an inventory item of issued equipment;
- h. Chair the Safety Committee;
- i. Act as a member of the Tournament Committee.

**Section 4.9** **Field Maintenance Director**. The Field Maintenance Director shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Ensure all fields are maintained properly and all required supplies (chalk, rakes etc.) are available during the season for games and practices;
- b. Schedule and coordinate activities of Field Maintenance Crews / Assistants;
- c. Act as a member of the Budget Committee; develop and submit yearly maintenance budget to BOD for approval;
- d. Act as a member of the Safety Committee;
- e. Act as a member of the Training Committee;
- f. Act as a member of the Tournament Committee;
- g. Inventory all field equipment, golf carts, rakes, hoses, diggers, bases, chalkers and all other equipment required to successfully maintain WGGSL facilities at the beginning and end of each season;
- h. Direct and/or recommend to the BOD the repair, replacement and/or purchase of all field maintenance equipment that exceeds the annual budget.

**Section 4.1** **Umpire in Chief.** The Umpire in Chief shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Obtain adequate umpires to officiate all WGGSL games;
- b. Schedule umpires for all games when needed or required;
- c. Evaluate the performance of all umpires;
- d. Act as the liaison for WGGSL with concerns to any umpiring association(s) and/or umpiring association liaison(s);
- e. Act as a member of the Protest Committee;
- f. Act as a member of the Safety Committee;
- g. Maintain, and keep current, ASA rules and regulations;
- h. Chair the Rules and Regulations Committee;
- i. Act as a member of the Training Committee;
- j. Act as a member of the Tournament Committee;
- k. Chair the Disciplinary Committee;

**Section 4.11** **Publicity Director.** The Publicity Director shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Publicize the activities of WGGSL through the local media or other suitable methods;
- b. Maintain WGGSL post-season team standings and report such standings to the local media;
- c. Maintain the WGGSL website and other social media sites (Facebook, Twitter);
- d. Responsible for registration notification to General Membership (distributing flyers to schools, hanging banners etc.);
- e. Act as a member of the Budget Committee; develop and submit yearly budget to the BOD for approval;
- f. Responsible for coordinating all BOD Election activities, including election notification, ballot creation and vote counting;
- g. Act as a member of the Tournament Committee.

**Section 4.12** **Snack Bar Director.** The Snack Bar Director shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Organize the operation of WGGSL snack bar facilities;
- b. Organize the purchasing of food and supplies for the WGGSL snack bar facilities
- c. Act as a member of the scheduling committee;
- d. Organize staffing of snack bar operations;
- e. Arrange for proper handling of monies earned at snack bar facilities;
- f. Be sure snack bar is inventoried and stocked on a regular basis;
- g. Inventory and advise BOD of snack bar facility equipment issues;
- h. Chair Snack Bar Committee whose members will consist of the assistant Snack Bar Director(s) and/ or members of WGGSL BOD

and/or WGGSL general membership appointed by the Snack Bar Director and approved by the BOD;

- i. Act as a member of the Tournament Committee.

**Section 4.13 Yearbook Coordinator.** The Yearbook Coordinator shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Responsible for all WGGSL yearbook activity, including gathering team photos and information, creating the yearbook, and ordering and distribution of yearbooks to purchasers;
- b. Coordinate WGGSL picture day activities for each season (Fall, Spring, Post-Season),;
- c. Solicit vendor bids for picture packages to present to BOD;
- d. Act as a member of the Budget Committee; develop and submit yearly budget to the BOD for approval.

**Section 4.14 Ways And Means Director.** The Ways And Means Director shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Plan, coordinate, staff, and implement WGGSL activities, such as, but not limited to, Opening Day and Closing Day Ceremonies, Opening Day Raffle, etc.;
- b. Locate and secure sponsors for WGGSL activities;
- c. Chair the Fundraising & Sponsorship Committee;
- d. Chair the Events Committee;
- e. Act as a member of the Tournament Committee;
- f. Order sponsor plaques, league pins, medals and/or trophies as required for all league activities;
- g. Act as a member of the budget committee; develop yearly budget and submit to the BOD for approval;
- h. Plan and implement activities and programs that raise money for WGGSL;
- i. Regularly communicate to the BOD about the status of the fundraising activities;
- j. Investigate and apply for available government grants, including those available for California Nonprofit Corporations;
- k. Conduct a survey at the end of each season to get fundraising ideas from players, parents, coaches, and managers;
- l. Communicate regularly to the Publicity Director about the date, time and type of fundraising event to ensure proper notice can be given to players, parents and media.

**Section 4.15 Tournament Director.** The Tournament Director shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Coordinate all tournament activities before, during and after a tournament, including waste disposal, fences, equipment, etc.;



- b. Chair the Tournament Committee, working closely with members to ensure proper field maintenance, snack bar and umpire scheduling; trophy/pin procurement, advertising, etc.;
- c. Locate and secure tournament vendors, negotiate terms and submit to the BOD for approval;
- d. Work closely with All-Star Commissioner on post-season tournaments.

**Section 4.16 Uniform Director.** The Uniform Director shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities:

- a. Timely purchase and distribution of all player uniforms for regular season and post season play;
- b. Timely purchase and distribution of league apparel for each new BOD member;
- c. Timely purchase and distribution of all coach and manager apparel as ordered by each team;
- d. Locate and secure best vendors for league apparel;
- e. Review materials and designs of uniforms and league apparel, make improvement suggestions and submit to the BOD for approval;
- f. Act as a member of the Budget Committee; develop and submit seasonal budget to the BOD for approval.
- g. Provide written instruction to all teams with regards to the disbursement, sizing and return of WGGSL uniforms;

**Section 4.17 All-Star/Seasonal Commissioner.** The All-Star/Seasonal Commissioner shall be elected, shall have voting / discussion rights, and shall have the following duties and responsibilities during the SPRING season only:

- a. Coordinate all Post Season tournament activities for each team, including hotel reservations, maps to all tournaments, etc.;
- b. Act as a member of the Tournament Committee;
- c. Work closely with the Publicity Director to advertise all Post- Season activities;
- d. Submit information on all WGGSL hosted All-Star tournaments to the ASA Officials in a timely manner to ensure proper listing in the ASA tournament book;
- e. Work with ASA Central District Commissioner on all Post-Season activities as they pertain to the WGGSL;
- f. Distribute ASA rules and regulations for all District Tournaments to Post-Season Managers;
- g. Act as a member of the Rules and Regulations Committee;
- h. Chair the Post-Season Team Selection Committee;
- i. Coordinate all post-season team selection activities, including team selection/process pre-meetings;
- j. Organize the Post Season Team Vote, ensuring the integrity of the WGGSL processes are not jeopardized;
- k. Announce Post-Season teams at Closing Day Ceremonies.

**During the FALL season only**, the All-Star/Seasonal Commissioner shall have the duties and responsibilities described above, and shall also have the following duties and responsibilities:

- a. Serve as the liaison between WGGSL and the Central League Fall Ball alliance;
- b. Distribute all information to WGGSL BOD, Division Commissioners and Team Managers as requested by CLFB;
- c. Work closely with the Vice President to ensure all schedules are completed and distributed in a timely manner;
- d. Act as a member of the Tournament Committee;
- e. Work closely with Player Agent and Publicity Director to monitor all Fall Ball Registration and Advertising activities;
- f. Work closely with the Chief Commissioner on the approval of coaches and managers;
- g. Act as a member of the Protest Committee;

**Section 4.18 Division Commissioners.** Division Commissioners are elected, one for each WGGSL age division: 6U, 8U, 10U, 12U and 14U. The division commissioners shall have voting / discussion rights as BOD Members. Additionally, they shall have the following duties and responsibilities:

- a. Act as liaisons between the BOD and the coaches and managers from their respective age divisions;
- b. Distribute all information to Coaches and Managers as requested by the BOD;
- c. Maintain pitching outs and submit to the Player Agent at the end of each season;
- d. Maintain divisional standings; work closely with Publicity Director to ensure the timely sharing of game scores to be posted on the web site (Spring only);
- e. Serve as members of the Protest Committee;
- f. Serve as members of the Post Season Team Selection Committee;
- g. Assist All-Star Commissioner with divisional post-season team voting;
- h. Work closely with the Chief Commissioner on training, mentoring and resolving conflicts between coaches and managers;
- i. Conduct divisional meetings to instruct, inform and assist Coaches and Managers with the successful operation of their teams at the beginning of each season;
- j. Assist the Player Agent with divisional drafts, player evaluations and in resolving conflicts between players and the coach and/or manager;
- k. Act as members of the Training Committee.

**Section 4.19 Board Member Misconduct.** Board member misconduct includes, but is not limited to, any of the following:

- a. Failure to discharge the duties of their position.
- b. Chronic and/or unexcused absences from scheduled meetings.

- c. Using their position to exert an undue or threatening influence on any coach, parent, or player.
- d. Verbal or physical abuse of any player, member, spectator, or game official.
- e. Use of foul or abusive language.
- f. Use or influence of alcohol, tobacco products, or illegal drugs at the playing fields or at any league function.
- g. Any ejection from a game involving an away or home game.
- h. Blatant, purposeful, or multiple violations of the WGGSL or ASA rules or any other behavior that reflects poorly on WGGSL.

**Section 4.20 Disciplinary Action.** Charges of Board misconduct shall be made in writing to the League President or, if it involves the President, to the Vice President or other Executive Board member. The Executive Board shall act upon the charges of misconduct within seven (7) days. Disciplinary action may include an oral or written reprimand or other such action that the Executive Board deems appropriate.

**Section 4.21 Removal From Office.** Any elected member of the BOD may be removed from office for failure to perform assigned duties with a two-thirds (2/3) absolute majority vote of the BOD. The general membership may remove any or all BOD members at any General Membership Meeting with a two-thirds (2/3) absolute majority vote of eligible members. If any appointed BOD member fails to perform assigned duties, such BOD member may be removed from office by a two-thirds (2/3) vote of the BOD.

**Section 4.22 Vacancies.** Vacancies on the board may be filled by the President. In the event that the Office of the President becomes vacant, the Vice President will automatically assume the duties of the presidency for the unexpired term. All vacancies will require a two-thirds (2/3) majority vote to pass. Verification of nomination must be done by the President before voting can take place.

**Section 4.23 Auxiliary Board Members.** AUX BOD Members may be appointed to an open position by the President and approved by a simple majority of the elected BOD. AUX BOD Members shall not have voting and discussion rights and shall not be required to attend BOD meetings. AUX BOD Members will not be required to work BMOD (Board Member on Duty) shifts during each season. Access to your own e-mail is required.

## **ARTICLE 5. Officers**

**Section 5.1 Officers.** The officers of WGGSL shall be a President, a Vice President, a Secretary, and a Treasurer (also known as a Chief Financial Officer). The directors elected as President, Vice President, Secretary and Treasurer shall be the officers of WGGSL, each holding the same title and position as he or she holds as a director.

**Section 5.2** **Executive Board.** The Executive Board of WGGSL shall be a President, a Vice President, a Secretary, a Treasurer (also known as a Chief Financial Officer), a Player Agent, a Chief Commissioner, and an Umpire in Chief. The directors elected as President, Vice President, Secretary, Treasurer, Player Agent, Chief Commissioner and Umpire in Chief shall be the Executive Board of WGGSL, each holding the same title and position as he or she holds as a director. The Executive Board shall exercise or delegate any powers not specifically addressed within these Bylaws.

## **ARTICLE 6. Committees**

**Section 6.1** **Rules and Regulations Committee.** The Umpire in Chief is responsible for forming and chairing a committee to review the league rules and make recommendations for changes to the BOD at least fourteen (14) days prior to the Spring General Membership meeting. Additionally, the Committee shall interpret existing rules and regulations of the league, as long as such interpretation does not involve an official protest. This Committee shall consist of at least the Player Agent, the Umpire in Chief, Chief Commissioner and one other BOD members, none of whom shall be related to each other or the Umpire in Chief. This Committee shall be formed and meet at least once prior to the start of the league play. The Committee shall meet at least one more time during the year to evaluate rules and make recommendations for changes.

**Section 6.2** **Fundraising & Sponsorship Committee.** The Ways and Means Director is responsible for forming and chairing a committee to plan and implement all fundraising and sponsorship programs. If there is no volunteer specifically performing Sponsorship duties, then this Committee shall be responsible to solicit sponsors for all teams within the league and to act as a liaison between the league and said sponsors. The Committee shall consist of at least three members. The Ways and Means Director shall present to the BOD during their December meeting(s) recommendations as to conducting opening ceremonies and the type of fundraising to be conducted by WGGSL.

**Section 6.3** **Events Committee.** The Ways and Means Director is responsible for forming and chairing a committee to plan and implement all special activities and events conducted by WGGSL. Such activities shall include, but not be limited to, opening ceremonies, closing ceremonies, and Family Fun & Parade Day. The Committee shall consist of at least three members. The Ways and Means Director shall present to the BOD during their December meeting(s) recommendations as to conducting opening ceremonies. Included in this information shall be a budget identifying costs associated with each event. The Ways and Means Director shall also provide to the BOD during their April

meeting(s), recommendations for closing ceremonies and awards. A budget shall be provided with the recommendations.

**Section 6.4** **Protest Committee.** The Protest Committee shall be responsible for reviewing and ruling on all protests properly filed with the league as specified in the "Rules and Regulations". Members of this committee shall consist of the five Division Representatives, the Umpire in Chief, Chief Commissioner, Player Agent, and the Vice President. The Protest Committee shall meet for the first time at least ten (10) days prior the start of the season for purpose of electing a chairperson of the Committee. Said chairperson must be one of the division representatives. Every member of the Protest Committee must be notified to meet to decide all protests, and at least 2/3 of the committee is required to be present to decide protests. A majority vote of the committee members present will be sufficient to decide protests.

**Section 6.5** **Post Season Team Selection Committee.** The Post Season Team Selection Committee shall be responsible for coordinating and monitoring the voting and formation of all WGGSL All-Star teams according to the process outlined in the WGGSL Post Season Team Selection Procedure. The Committee shall consist of the All-Star Commissioner, who shall act as committee chairperson, the Player Agent, Chief Commissioner and Four Division Commissioners.

**Section 6.6** **Financial Aid Committee.** The Financial Aid Committee shall be responsible for implementing monetary aid from WGGSL for players who may not have the financial means to participate in WGGSL softball in accordance with the policies adopted by the BOD. If the BOD has adopted no such policies, then the Committee Chair shall have the responsibility to formulate such policies and submit them for BOD approval and adoption. The Committee shall be chaired by the Treasurer and will consist of the Player Agent and (1) other member of the BOD appointed by the President. Included in the responsibilities of the Committee will be identifying, soliciting and distributing funds for financial assistance.

**Section 6.7** **Safety Committee.** The Safety Committee shall be responsible for implementing WGGSL's Risk Management Program. The Safety Committee's responsibilities include coordinating field inspection, documenting the condition of the equipment, investigating accidents, maintaining safety records and dealing with insurance issues. The Equipment and Safety Director shall chair this Committee. Other members of the committee shall include one member of the public not affiliated with WGGSL (selected by the committee Chair), a second BOD member appointed by the President and one team manager (selected by the committee Chair).

**Section 6.8** **Training Committee.** The Training Committee shall be responsible to plan, advertise and conduct a clinic for the managers and coaches of

league teams and a player's clinic. The Training Committee shall be chaired by the Chief Commissioner and consist of, at a minimum, the Player Agent, Umpire in Chief, the Vice- President and all Division Representatives.

**Section 6.9** **Scheduling Committee.** The Scheduling Committee shall be responsible to assist the Vice President in the scheduling of all WGGSL league games for all divisions. The Vice President shall chair this committee and its members shall be made up of the Snack Bar Director and Umpire in Chief.

**Section 6.10** **Disciplinary Committee.** The Disciplinary Committee shall review violations of rules set forth in the Parent Handbook. The Committee shall be made up of the Rules and Regulations Committee, and an appropriate division Commissioner, Field Maintenance staff, and/or Snack Bar personnel, as appropriate.

**Section 6.11** **Other Committees.** The President, with the approval of the BOD, shall have authority to appoint any additional committees or director positions as deemed to fulfill the purpose/mission of WGGSL.

## **ARTICLE 7. Meetings**

**Section 7.1** **Board of Directors.** The BOD shall meet monthly at a regularly set time and place. All BOD meetings shall be open to any WGGSL member. In the event that one or more members of the general membership would like to address the BOD, 24 hours prior notice to the WGGSL Secretary is required. Each General Member who wishes to address the BOD will be required to fill out an information card listing their full name and the topic to be addressed. All information cards must be turned in prior to the start of each meeting. Each General Member will be allotted approximately 3 minutes to address the BOD. After "Open Discussion" has concluded, General Members may remain in attendance as observers unless confidential topics are to be discussed. In the event that confidential topics are to be discussed, the meeting will be deemed "Closed" and all General Members will be excused from the meeting. Additional BOD meetings may be called by the President or by a majority of the BOD. The entire membership shall be made aware of the time and place of the regular BOD meetings. 50% plus 1 member of the BOD shall constitute a quorum at a BOD meeting. No WGGSL meeting shall proceed, nor shall any official WGGSL business be conducted, or BOD vote held, without a quorum present. A BOD member must be present to vote, unless prior approval by the BOD is obtained. At the request of any member of the BOD, a special BOD meeting will be called, with at least two days' notice to all BOD members.

**Section 7.2** **General Membership Meetings.** WGGSL shall conduct at least one general membership meeting each year. This meeting shall be held no

later than fifteen (15) days prior to the final regular league game of the season. A reasonable notice shall be provided to all members through such means as the BOD shall direct.

**Section 7.3** **Special General Membership Meetings.** A majority vote by the BOD is sufficient to call a special meeting of the general membership. The general membership may call a special general membership meeting by serving a petition upon the BOD bearing the signature of at least fifty-percent (50%) of the general membership. The BOD shall then call said special meeting within ten (10) days of receipt of such petition.

**Section 7.4** **Action Without Meeting.** Subject to section 5513 of the California Corporations Code, any action which may be taken at any BOD or General Membership meeting may be taken without a meeting if WGGSL distributes a written ballot to every member entitled to vote on the matter. This ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to WGGSL's secretary. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum that would be required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting.

**Section 7.5** **Default Majority Rules.** Except as otherwise required by law, the articles, or these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

**Section 7.6** **Proxies.** Persons entitled to vote at any meeting may do so only in person, unless prior BOD approval is obtained.

## **ARTICLE 8. Elections**

**Section 8.1** **Nominations.** The President shall appoint a Nominating Committee in addition to the Publicity Director in the month of April. The nominating committee shall post a list of nominees for the BOD at the WGGSL facilities at least TWO weeks prior to Closing Day Ceremonies for consideration by the general membership.

**Section 8.2** **Voting.** All nominees, whether nominated by the nominating committee or a write-in, must have given consent to the nomination. Voting will be conducted by secret ballot ONE week prior to Closing Day Ceremonies. All votes will be counted by the Nominations Committee plus one

General Member. In the event of a tie, the BOD will approve ONE nominee by majority vote. The new BOD will be announced during Closing Day Ceremonies.

**Section 8.3** **Terms.** Terms of the BOD shall be for one year beginning on August 1<sup>st</sup> and ending July 31<sup>st</sup> the following year.

## **ARTICLE 9. Indemnification and Insurance**

**Section 9.1** **Indemnification.** WGGSL shall, 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 WGGSL only if the agent acted in good faith on behalf of WGGSL and in a manner that the agent believed to be in the best interest of WGGSL. No indemnification shall be made by WGGSL for any of the situations described in California Corporations Code Section 317(c)(1), (2), and (3). WGGSL shall have power to purchase and maintain insurance on behalf of any agent of WGGSL 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 WGGSL would have the power to indemnify the agent against such liability under provisions of this Article 9.

## **ARTICLE 10: Amendments**

**Section 10.1** **Amendments.** These bylaws or the articles of incorporation may be amended or repealed by a two-thirds (2/3) vote of the BOD or a two-thirds (2/3) vote of the general membership. WGGSL Rules and Regulations may be amended as set forth in the adopted Rules and Regulations.

## **ARTICLE 11. Dedication of Assets to Charitable Purpose**

**Section 11.1** **Irrevocable Dedication.** WGGSL’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of WGGSL, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of WGGSL. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of WGGSL shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).



## CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of West Grove Girls Softball League, a California nonprofit public benefit corporation; that these bylaws, consisting of 17 pages, are the bylaws of this corporation as adopted on 8/25/2015; and that these bylaws have not been amended or modified since that date.

Executed on August 25, 2015 at 9:00pm, California.

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Valerie Perez, Secretary

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Barbara Foley, President

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Elizabeth Kimura, Vice President