

**CONSTITUTION AND BY-LAWS  
FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY STATUTE, OF:  
ORANGECREST GIRLS SOFTBALL ASSOCIATION, INC.**

**Article I: Name**

This organization shall be known as Orangecrest Girls Softball Association Inc. referred to hereinafter as "The League."

**Article II: Objective**

**Section 1**

The objective of the league is to impart to all of its participants the ideals of good sportsmanship, honesty, respect, loyalty, perseverance, leadership, and respect for authority so that they may develop into good and productive citizens.

**Section 2**

To achieve this objective, the league will provide a supervised program under the rules and regulations of The Amateur Softball Association of America. However, the league reserves the right to change this affiliation upon majority vote of the league membership. The league shall operate as a non-profit organization in accordance with Section 501(c)3 of the Federal Internal Revenue code.

**Article III: Membership**

**Section 1**

Eligibility.

Any person who is interested in furthering the objective of the league may apply to become a Member. The league shall not discriminate upon the basis of race, religion, creed, national origin, gender, sex, marital status, residence or disability. However, the league does reserve the right to bar from membership those convicted of crimes or those with a past history of violence against children or others.

**Section 2**

Classes (there shall be three classes of members)

- (1) Player Members. Any player candidate meeting the requirements of the league shall be eligible to compete for a roster spot on a league team. Such roster spots are not guaranteed. Upon placement on a roster, a player candidate shall become a Player Member. Player Members shall have no rights, duties or obligations in the management or in the property of the league.
- (2) Honorary Members. Any person may be elected as an Honorary Member by a unanimous vote of all the Board Members present at any duly noticed meeting of the Board of Directors. Honorary Members shall have no rights duties or obligations in the management or in the property of the league.
- (3) Regular Members. Any person eighteen years of age or older who is interested in furthering the objectives of the league may become a Regular member upon payment of dues as hereinafter provided. A roster of Regular Members shall be maintained by the league Secretary.

Regular Members in good standing are eligible to vote at general Membership Meetings. Officers, Board Members, Committee Members, Managers, Coaches, and other persons appointed to positions by the league must maintain membership in good standing. (Good standing means that there has been no disciplinary action enforced against them, or there have been no convictions for criminal activity.)

The term "member" as used hereinafter shall mean a Regular Member unless otherwise stated.

### **Section 3**

#### Terms.

All memberships shall expire on July 31<sup>st</sup> of each year, except for Board members with another year left on their term.

### **Section 4**

#### Other Affiliations.

- a) Members, whether Player, Honorary or Regular, shall not be required to affiliate with any other group or organization to qualify as members with the league.
- b) Regular members should not be involved in the promotion or operation of any other competing program to the detriment of the league. Whether such promotion or operation of another competing program is detrimental to the league shall be determined by the Board of Directors.

### **Section 5**

#### Suspension or Termination.

Membership may be terminated by resignation, non-renewal, or action of the Board of Directors as follows:

- a) Any member of any class may be suspended by two-thirds vote of the board without prior notice for a period of time not to exceed fourteen days, upon which time all rights and privileges shall be restored.
- b) Any player, parent, manager, coach, umpire or Board Member may be suspended by order of the league president without prior notice for a period of time not to exceed fourteen days, upon which time all rights and privileges shall be restored.
- c) The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting (quorum required), shall have the authority to discipline, suspend or terminate the membership of any Member of any class, including players, parents, managers, coaches and Board Members, when the conduct of such member is considered by two-thirds of the voting board to be detrimental to the best interests of the league.
- d) Prior to terminating the Membership of any class of Member, the Member involved shall be given no less than a forty-eight hour notice of such meeting, be informed of the general nature of the charges, and be given an opportunity to appear at the meeting of the Board of Directors to answer such charges.
- e) The Board of Directors shall, in the case of a Player Member, give no less than a forty-eight hour notice to the Player Member, his/her manager, the appropriate Division Coordinator, the Player Agent, and the Player Member's parent(s) or guardian(s), regardless of their membership status. Each of these persons shall be informed of the general nature of the charges and shall be given an opportunity to appear at the meeting of the Board of Directors.

### **Section 6**

#### Dues.

- a) Dues for regular members may be fixed at such amounts as determined by the Board of Directors.
- b) Dues shall be payable immediately upon application for membership, and shall be collected once annually.
- c) A membership year is August 1<sup>st</sup> to July 31<sup>st</sup>
- d) No refunds of dues paid shall be given.

## **Article IV: General Membership Meetings**

### **Section 1**

Definition. A General Membership Meeting is any meeting of the membership of the league (including Special General Membership Meetings. See Section 7).

### **Section 2**

#### Frequency.

- a) A minimum of one General Membership meeting per fiscal year is required.
- b) A General Membership Meeting for the purpose of electing new Board of Directors and conducting such other business as may be required shall be held in May prior to the end of the spring season on a specific date to be determined by the Board of Directors.

### **Section 3**

#### Notice.

- a) Notice of each General Membership Meeting shall be delivered to each Member by one or more of the following options: (1) Personally; (2) in writing; (3) electronically; (4) web posting; or (5) posting of notice at all places of operation.
- b) A Minimum of seven (7) days' notice shall be given in advance of a General Membership Meeting.
- c) At any General Membership Meeting, the presence in person or by absentee ballot of one-tenth (1/10) of the Members of the league shall be necessary to constitute a quorum. If a quorum is not present, no business may be conducted.

### **Section 4**

#### Voting.

Only Regular Members shall be entitled to make motions and vote at General Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings.

### **Section 5**

#### Absentee Ballot.

- a) An absentee Ballot shall be provided to any Regular Member who requests one at least seventy-two hours in advance of a regularly scheduled General Membership Meeting.
- b) Absentee ballots shall be properly completed and placed in a signed, sealed envelope. The envelope shall be provided to the Secretary of the league prior to the regularly scheduled General Membership Meeting. The League Secretary shall then present all such absentee ballots to the Election Committee, which shall unseal and count the absentee ballots.
- c) Any Questions regarding the validity of an absentee ballot shall be resolved by majority vote of the Board of Directors.

### **Section 6**

#### Reporting.

- a) At the annual General Membership Meeting, the League President shall report to the General Members the following information:
  - i. The general condition of the league.
  - ii. A general summary of the league's financial condition.
  - iii. A brief summary of property acquired or sold by the league during the past fiscal year.
  - iv. The number of persons who have been admitted to membership.
  - v. The number of players enrolled in the league's program.
- b) At the annual General Membership Meeting, a copy of the league's most recent tax filing must be available for inspection by any member in good standing.

### **Section 7**

#### Special General Membership Meetings.

- a) Special General Membership Meetings may be called by the League President
- b) Special General Membership Meetings may be called by a majority of the Board of Directors.
- c) Special General Membership Meetings may be called by any board member upon the written request of twenty-five percent of the general membership.
- d) A Special General Membership Meeting must be called within fourteen days by the league Secretary upon receipt of written request by a majority of the league membership.

### **Section 8**

#### Rules of Order for General Membership Meetings.

Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except in the circumstances wherein such rules conflict with the league's constitution.

## **Article V: Board of Directors**

## **Section 1**

The authority to manage all of the affairs of the league shall be vested in the Board of Directors. The League is an all-volunteer organization, and while it never wants to turn parents away from supporting and helping the girls. The founding members believe it is important that a parent wishing to hold an Executive Board position prove themselves by playing in the league for either three seasons (spring and fall ball each count as one season) or by playing in the league for a year-and-a-half. This is solely done in order to protect the girls and organization finances, and in no way is meant to discriminate. In-coming parents at the 6U level and new parents at older levels are encouraged to begin the process by serving in one or more of the variety of support positions available – i.e. division coordinator, uniform coordinator, special events coordinator, registration coordinator, etc. Any exception to this provision must be approved by a two-thirds vote of the Board of Directors present at any duly constituted board meeting (quorum required).

## **Section 2**

### Number of Directors.

The Board of Directors shall consist of no fewer than ten members, and no more than twenty members.

## **Section 3**

### Board Members.

Included among these board members shall be: (1) President; (2) one or two Vice-President(s); (3) a Secretary; (4) a Treasurer; (5) a Player Agent; (6) an Umpire-in-Chief; (7) an Information Officer; and (8) A Safety Officer. Collectively, these positions shall be known as the “Executive Board.”

## **Section 4**

### Other Board Positions.

Other Board members shall assume such positions and offices as shall be created by a quorum of the entire board from time to time.

## **Section 5**

### Multiple Offices.

No board member shall hold more than one of the following offices: (1) President; (2) Vice-President; (3) Secretary; (4) Treasurer; (5) Player Agent; (6) Umpire-in-Chief; (7) Information Officer; or (8) Safety Officer. However, a board member holding one of these offices shall not be barred from holding any other non-executive board position.

## **Section 6**

### Election of Board Members.

- a) At the General Membership Meeting, the league membership shall elect no fewer than five and no more than ten persons to the Board of Directors. At no time shall more than fifty percent of the Board of Directors be up for election.
- b) The election shall be conducted in one or more location(s) including the location of the General Membership Meeting, wherein the league has played no fewer than twenty regular season games. The polls shall be open for no fewer than four hours between the hours of 8:00 am and 8:00 pm. The Election Committee shall count the ballots within twenty-four hours of the conclusion of the election. Each candidate shall be invited to attend the counting of the ballots.
- c) Each voter shall be allowed to vote for up to 7 candidates.
- d) The top 7 candidates receiving votes in the election shall be elected to the Board of Directors, regardless of the minimum number of votes received.
- e) In the event that a tie exists for the Seventh director position and none of the tied candidates was listed on five percent (5%) of the ballots, all tied candidates shall be elected to the board. If application of this provision results in the election of more than twenty members, an increase in the number of board members is to be allowed for the current term.
- f) Those elected shall serve a term of two years, commencing on August 1<sup>st</sup>. Terms of office shall expire on July 31<sup>st</sup> two years after election. The Treasurer position cannot be occupied by the same candidate for more than two consecutive terms. This is solely done in order to protect the girls and organization finances, and in no way is meant to discriminate.

## **Section 7**

### **Election Committee**

- a) Each year an Election Committee shall be established no later than April 1<sup>st</sup>.
- b) The Election Committee shall consist of no less than three persons.
- c) Members of the Election committee shall be appointed by the League President and shall be approved by a simple majority of the board.
- d) The Election Committee shall accept nominations for the up-coming election through at least May 1<sup>st</sup>.
- e) Members may nominate themselves or others.
- f) All candidates must be members in good standing as of May 1<sup>st</sup>.
- g) Non-members may not nominate candidates.
- h) Ballot construction will follow the guidelines of the California Secretary of State.
- i) Election Committee processes will be coordinated by the Secretary.
- j) Election results must be certified by the Secretary.

## **Section 8**

Board members-elect shall meet within two weeks of the certification of election results by the Secretary to select officers and board positions.

- a) If, this is a year to replace the league President, then the meeting shall be started by the vice president until a President selection has been made. The President shall be selected first by a vote of the current board members and the new board members-elect. The President shall be the candidate receiving the most votes from his/her fellow board members/board members-elect.
- b) Upon election, or if not an election year for the President, the President/President-elect shall conduct the remainder of the meeting, and shall appoint board members-elect until such time as all vacant Board positions are occupied. Appointments shall be approved by a simple majority of all board members/board members-elect present at the meeting.

## **Section 9**

### Removal of Board Members & Filling of Vacancies.

- a) A board member may be removed from office and a vacancy declared for any reason by a vote of no less than two-thirds of the board members.
- b) A Board Member may be removed from office by a simple majority vote of the board members at the request of the President after two or more violations of the Board Member Code of Conduct Policy.
- c) Vacancies in the board of directors may be filled by a simple majority vote of the remaining board members.

## **Section 10**

### Board meetings - Notice & Quorum.

- a) Regular meetings of the Board of Directors shall be held as determined by the Board of Directors.
- b) The President or the Secretary, or four board members by written notice given to the Secretary, may call a special meeting of the Board of Directors. In such case, the special meeting shall address only the matters for which the special meeting is called.
- c) Notice of each board meeting shall be given verbally, electronically or in writing at each board meeting by the Secretary at least forty-eight hours before the appointed time of the meeting.
- d) Forty-percent of the Board of Directors shall constitute a quorum. If a quorum is not present, no general business shall be conducted.
- e) Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the board may invite, admit and recognize guests for presentations and comments during board meetings.
- f) The President shall not vote except in the instance of a tie.
- g) The President shall count towards a quorum.
- h) The President may call for approval of a matter by electronic vote through email in place of a special meeting if a matter cannot wait until the next regular meeting and a special meeting cannot be scheduled in a timely manner.

## **Section 11**

### Meetings of the Executive Board

- a) The Board of Directors may, by majority vote, delegate to the Executive Board, as defined in Article V, Section 3, the power to conduct such routine matters as the Board of Directors may see fit. The board shall set such limits on the power of the Executive Board to conduct business or approve expenditures as the board shall deem appropriate.
- b) Eighty percent of the Executive Board shall constitute a quorum of the Executive Board.
- c) Minutes of the meetings of the Executive Board shall be presented to the full Board of Directors at the next meeting of the full board.
- d) Actions taken by the Executive Board may be reconsidered, amended or reversed by a simple majority vote of the Board of Directors.

## **Section 12**

### Rules of Order

- a) Robert's Rules of Order shall govern the proceedings of all meetings of the Board of Directors.
- b) Robert's Rules of Order shall govern the proceedings of all meetings of the Executive Board.

## **Article VI: Duties and Powers of the Board of Directors**

### **Section 1**

#### Appointments

- a) The Board of Directors may create such offices or agents as it may deem necessary or advisable, and may prescribe the duties of each such office.
- b) Such appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected by the membership or appointed by the Board of Directors as prescribed in Article 5, Section 9.

### **Section 2**

#### President. The President shall:

- a) Conduct the affairs of the league and execute the policies established by the Board of Directors. Including directing the activities of all other volunteers for the betterment of the league.
- b) Present a report on the condition of the league at an annual General Membership Meeting.
- c) In coordination with the Treasurer, prepare and submit an annual budget for the approval of the Board of Directors.
- d) In coordination with the Player Agent(s), examine the application of each Player Candidate to assure age and residency eligibility.
- e) In coordination with any other he/she sees fit, assure that each Player Candidate is given an equal opportunity to compete for participation in the program.

### **Section 3**

#### Vice-President. The Vice-President shall:

- a) Perform the duties of President in the absence or disability of the President.
- b) Perform such duties as may be prescribed by the Board of Directors, or as directed by the President.
- c) In coordination with the Club Team Director, assure that each rostered player is given an equal opportunity to compete for a position on any Club Team sponsored by the league.

### **Section 4**

#### Secretary. The Secretary shall:

- a) Be responsible for the recording of all activities of the local league, the Board of Directors, and the Executive Board.
- b) Perform such duties as are herein specifically set forth for the Secretary, as well as any other duties set forth by the Board of Directors, or as directed by the President.
- c) Maintain a list of all Player Members, Regular Members and Honorary Members.
- d) Give notice as provided herein of all meetings.
- e) Keep the minutes of all meetings of the General Membership, the Board of Directors and the Executive

Constitution of Orangecrest Girls Softball Association, Inc.

Board.

- f) Conduct all correspondence not specifically assigned herein to other persons.
- g) Certify election results as determined by the Election Committee and notify board members-elect of their election.
- h) In the event a new director is appointed to fill a vacancy, notify said new member of his/her appointment.

**Section 5**

Treasurer. The Treasurer shall:

- a) Perform such duties as are herein described and all other such duties as are customarily associated with the office of Treasurer, or as directed by the President.
- b) Receive all monies and securities and deposit them in a manner approved by the Board of Directors.
- c) Keep records of the receipt and disbursement of all monies and securities of the league.
- d) In coordination with the league President, prepare and submit an annual budget for the approval of the Board of Directors.
- e) Prepare and file all appropriate tax returns, corporate filings and other such things.

**Section 6**

Player Agent. The Player Agent shall:

- a) Record all player transactions and keep an accurate record thereof.
- b) Receive and review all Player Candidate applications.
- c) In coordination with the league President, examine the application of each Player Candidate to assure age compliance.
- d) Maintain accurate and up-to-date team rosters.
- e) Prepare team rosters for submission to chartering organization as required.
- f) In coordination with the entire Board of Directors, conduct player try-outs and such player drafts as may be instituted by the Board of Directors.
- g) Perform such duties as may be prescribed by the Board of Directors, or as directed by the President.

**Section 7**

Safety Officer. The Safety Officer shall:

- a) Promote, through education and information, a safer playing environment.
- b) Develop and implement a written safety plan.
- c) Assure that the league maintains proper liability, accident and officers and board members insurance coverage.
- d) Perform such duties as may be prescribed by the Board of Directors, or as directed by the President.

**Section 8**

Information Officer. The Information Officer shall:

- a) Manage the league official website.
- b) Manage all online operations and business.
- c) Coordinate the collection and posting of game scores from time to time.
- d) Promote the free flow of information in order to facilitate the operation of the league.
- e) Perform such duties as may be prescribed by the Board of Directors, or as directed by the President.

**Article VII: Committees**

**Section 1**

- (a) The Board of Directors may, by majority vote, create any such standing or temporary committees as a majority of the Board of Directors shall deem advisable.
- (b) The duties of such committees shall be determined by the Board of Directors, however such committees shall have no authority to make financial decisions or to approve expenditures or to approve the sale of league properties or assets.
- (c) The size and schedules of such committees shall be determined by the Board of Directors.
- (d) Standing and temporary committees shall report their activities to the Board of Directors as required by the Board of Directors.

**Section 2**

- (a) Standing or temporary committees may be dissolved by a majority vote of the Board of Directors.
- (b) Committee members shall have no vote on matters before the Board of Directors unless such members are members of the Board.
- (c) The Board of Directors and/or its officers may not delegate to a committee any duty or obligation herein specifically assigned to another person or officer. This provision should not be interpreted to prohibit a committee and/or its members from assisting such persons or officers in the execution of such duties or obligations.

**Article VIII: Finance and Accounting**

**Section 1**

Authority.

- (a) The Board of Directors shall have sole authority over the finances of the league and it shall place all income in a general treasury.
- (b) All expenditures shall be made for the common good of the league and its members.

**Section 2**

Solicitations.

- (a) The Board of Directors shall not permit the solicitation of funds in the name of the league unless all such funds so raised be placed under the control of the Board of Directors.
- (b) The use of licensed marks in the solicitation of funds shall be with the written approval of the owner of the mark.

**Section 3**

Disbursement of Funds.

- (a) All disbursement of funds shall be made with the approval of the Board of Directors.
- (b) Proper records of all disbursements of funds shall be maintained as prescribed by law.

**Section 4**

Deposits.

All monies received shall be deposited as directed by the Board of Directors.

**Section 5**

Fiscal Year.

The fiscal Year of the league shall begin on January 1<sup>st</sup> and terminate on December 31<sup>st</sup>.

**Section 6**

Compensation & Debt

- (a) No director, officer or member of the league shall receive compensation, directly or indirectly, for services of a customarily volunteer nature rendered to the league. This provision shall not be interpreted to bar a director, officer or member from receiving compensation for services rendered or products supplied in a capacity outside that of director, officer or member.
- (b) The league President and/or Secretary is/are authorized to execute instruments that bind the league or created an obligation or debt, but only to the extent that the execution of such instruments has been approved by the Board of Director.

**Section 7**

Distribution of Property upon Dissolution.

Upon dissolution of the league, and after all outstanding debts and claims have been settled, the Members shall direct the remaining property of the league to another incorporated entity which maintain the same objectives as set forth in Article II of this Constitution.

**Section 8**



Refunds.

Refunds will be granted on the following basis: Fall Season: Prior to registration with ASA and before the uniform order has been placed 100 percent (100%) refund, after that no refund. Spring Season: Prior to evaluations 100 percent (100%) refund. After evaluations but before uniform order is placed, 50 percent (50%). After uniform order is placed, no refund. Refunds need to be picked up and signed for by a player parent for tax accounting purposes. No refunds will be mailed. Refunds must be collected prior to the end of the current season, or the money will be considered a donation to the league.

**Article IX: Amendments**

This Constitution may be amended or repealed or altered in whole or in part by a majority vote of the General Membership.

**Article X: Matters not Otherwise Covered**

The Board of Directors shall decide all matters involving the interpretation or application of any provision of this Constitution, as well as all other matters not covered herein.

**Article XI: Severability**

Should any portion of this Constitution be deemed to be in violation of any statute or other public policy, or by any other means be determined to be unenforceable, the remaining provisions shall remain in effect.

