

# **BY-LAWS GUILDERLAND GIRLS SOFTBALL LEAGUE, INC.**

## **ARTICLE I THE LEAGUE**

Section 1. The League. Guilderland Girls Softball League (“GGSL” or the “League”) is a non-profit organization dedicated to promoting girls softball for young women in the Town of Guilderland. The address for the League is P.O. Box 256 Guilderland, New York 12084.

## **ARTICLE II BOARD OF DIRECTORS**

Section 1. Management of the League. The affairs of the League shall be managed by a Board of Directors (the “Board”). All general meetings of the Board shall be open to the public. All parents, managers, coaches, and other participants are encouraged to attend the general meetings and address the Board members with new business.

Section 2. Members of the Board. The number of Directors with the power to vote shall not exceed 25. The Board shall consist of four Executive Officers – President, Vice-President, Treasurer and Secretary. The remaining Directors shall be assigned as a committee chair, a committee member, or a commissioner of a Division of the League. At the discretion of the Board, immediate past officers or members may be appointed as non-voting (Ex Officio) advisors. The number of Ex Officio members shall not exceed three (3). All Directors shall be adult participants that are in good standing with the League and are a coach, manager, team parent, committee member, commissioner, or parent/legal guardian of a girl currently playing for or who has previously played for the League. A candidate seeking to be a Board member must be nominated and sponsored by two current Board members. Such candidate shall be voted upon by written ballot and must receive a majority of the votes of the Directors in attendance wherein a quorum is present. The term of office for each Director shall be two (2) years, which shall run from the adjournment of the general meeting in June of each odd-numbered year, until the adjournment of the general meeting in June of the next odd-numbered year. Upon expiration of a term, a Director may be elected to an additional term or replaced.

Section 3. Executive Board. (a) The Executive Board shall consist of the four Executive Officers – President, Vice-President, Treasurer and Secretary – and shall be voted on by the Directors at a general meeting held in June of each odd-numbered year. Upon motion by any one Board member, the election of the Executive Board will be by written ballot. The newly elected Executive Board will take office immediately following

the adjournment of the June meeting. Each of the Executive Officers shall have served at least one full year as a Director prior to being nominated for the Executive Board. The term for each Executive Officer shall be two (2) years, which shall run from the adjournment of the general meeting in June of each odd-numbered year, until the adjournment of the general meeting in June of the next odd-numbered year. No Executive Officer may be elected to more than two (2) consecutive, full terms in any office. In the absence of a successor, an Executive Officer shall continue to serve until replaced. In the event an Executive Officer position is vacated, another eligible Director shall be elected to the position for the remainder of the term, in the manner prescribed above, at the next general meeting or as soon as otherwise practical, provided at least ten (10) days notice of the election is given to the Board.

(b) The Executive Board shall have the discretion to expend a sum of money up to but not exceeding One Thousand dollars (\$1,000.00) or five percent (5%) of the League's current assets, whichever is lower, provided that a majority of the Executive Board approves the expenditure and a quorum cannot be assembled for a general or emergency meeting in sufficient time to address the financial issue or issues under consideration. Notice of and the reason(s) for any expenditure made pursuant to this authorization shall be provided to all Directors by the President or Vice President within forty-eight hours of the decision by the Executive Board.

Section 4. Committee Directors. The Board shall include, without limitation, the following Committees: concession; equipment; rules; umpire; fund-raising; travel; schedule; registration; clinics; communication/web-master; manager/coach/team parent; facilities; uniform. Committee Directors shall be appointed by the Board annually at the September meeting of the Board. Directors are encouraged to serve on more than one Committee.

Section 5. Commissioners. A Commissioner for each Division in the League shall be nominated by the Executive Board. Commissioners shall be appointed at the September meeting of the Board.

Section 6. Duties of Directors. Directors shall act in the best interest of the League at all times. Directors shall exercise ordinary business judgment in managing the affairs of the League. The Board shall endeavor to act by consensus, but shall decide by majority vote as and when necessary. No Director shall receive compensation for serving on the Board. However, any Director may be reimbursed at the discretion of the Executive Board for their actual out-of-pocket expenses incurred on behalf of the League. Directors shall endeavor annually to attend a majority of the general meetings. The failure of a Director to annually attend a majority of the general meetings may be the basis upon which a motion can be made by the Executive Board for that Director's removal.

Section 7. Removal of Directors. The Executive Board may move to dismiss a member, with or without cause, from the Board of Directors. Such action shall be reported to the full Board at the next scheduled meeting, at which time the dismissal, with or without cause, must be affirmed by a majority of the Directors present and wherein a quorum is in place.

### ARTICLE III MEETINGS

Section 1. General Meetings. The Board of Directors shall endeavor to hold monthly general meetings from September through June of each year. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any general meeting of the Board. The Directors present at a duly called meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of those members present.

Section 2. Emergency Meetings. The Executive Board may call emergency meetings of the Board as needed. A majority of voting Directors then in office, of which at least two (2) shall be members of the Executive Board, shall constitute a quorum for the transaction of business at any emergency meeting of the Board. The minutes of an emergency meeting must be provided to all members of the Board within forty-eight (48) hours of the conclusion of the emergency board meeting.

Section 3. Order of Business. At any general meeting of the League, the following shall be the order of business:

- (a) Roll Call and declaration of Quorum
- (b) Agenda
- (c) Approval of Minutes of the Previous Meeting
- (d) Report of the President
- (e) Report of the Treasurer
- (f) Committee Reports
- (g) Commissioner Reports
- (h) Unfinished Business
- (i) Resolutions
- (j) New Business
- (k) Adjournment

Section 4. Agenda. The proposed agenda for any general meeting shall be transmitted to each Board member at least two (2) days prior to the date of the meeting.

Section 5. Approval of the Minutes. A draft copy of the minutes of the previous meeting shall be sent (via email or any other accepted method) to each Board member with the Agenda for the next general meeting.

Section 6. Manner of Voting. The voting on all questions at any meeting of the League and the votes of each member expressed as a yea or a nay or abstention shall be recorded by the Secretary and entered upon the minutes of each meeting.

ARTICLE IV  
OFFICERS

Section 1. President. The President shall be the chief operating officer of the League. The President shall supervise and control all of the business and affairs of the League. The President shall preside at all meetings of the members and of the Board and shall perform all other duties prescribed by the Board and all other duties incidental to the office. The President, or his/her designee, shall coordinate all meetings between the League, League affiliates, the Town of Guilderland, Hudson Mohawk, and the umpire coordinator for the ASA.

Section 2. Vice-President. The Vice-President shall assist the President and perform such duties as the President may from time to time delegate. When the President is unavailable to act, the Vice-President shall have the power to act in his/her place and stead. The Vice-President shall also perform such duties as the Board may delegate.

Section 3. Treasurer. The Treasurer shall have the charge and custody of all funds and securities of the League. The duties shall include, without limitation, the following: receive and give receipts for moneys due and payable to the League; deposit all operating funds in the name of the League in banks located within the County of Albany (though investment funds may be placed with fiduciaries outside Albany County); write checks and disburse funds for approved League expenses; maintain the financial books and record of the League; prepare monthly statements as necessary; prepare an annual financial report in usual form; perform such other duties as the President or the Board may delegate.

Section 4. Secretary. The Secretary shall provide such notices to the public as directed by the President or the Board; shall take the minutes of all general and special meetings of the Board; shall maintain League records; keeping mailing address of Board members; and perform such other duties as the President or Board may delegate.

ARTICLE V  
COMMITTEES, DIVISIONS AND COMMISSIONERS

Section 1. Committees. The duties of the League shall be performed by and through Committees established by the President and approved by the Board annually at the September general meeting. The Committees may consist of more than one member. Board members are encouraged to serve on more than one Committee. The President shall designate a chair for each Committee. The Committee chair shall be responsible for convening the Committee, keeping records of transactions and reporting to the Board at each general meeting of the Board. A majority of the members of a Committee shall constitute a quorum, and the recommendations of a majority of the members present at a meeting at which a quorum is present shall be the recommendation of the Committee and not that of the League. Each Committee may adopt rules for its own management.

Section 2. Divisions. Whenever possible, the divisions of the League shall consist as follows: Rookie League, Single A, Double A, Triple A and Majors. The grade restrictions for each division will be established annually by the Rules Committee and approved by a majority of the Board of Directors at a meeting where a quorum is present. Variations from the grade restrictions will be considered by the Executive Board on a case by case basis for good cause shown. As warranted by registrations, the President may add, eliminate or merge divisions with the consent of the Board.

Section 3. Commissioners. The President shall appoint a Commissioner for each Division. Each Commissioner, without limitation, shall have the following duties: assist in the recruitment, selection and development of coaches within the Division; coordinate coach and parent relations with the League; serve as the point of contact and correspondence between the Board and the division teams; organize and oversee the coaches draft; instruct coaches and parent on League rules and By-Laws; distribute rules books and scorebooks; receive and keep division scores and standings (if applicable); help coordinate re-scheduling as possible; attend games whenever possible; assist the Facilities Committee Chair as necessary.

#### ARTICLE VI AMENDMENTS

Section 1. Amendments. The By-laws may be amended by resolution duly adopted at any meeting, provided that written notice of intention to present such resolution shall be given at least twenty (20) days in advance of the meeting at which the motion to adopt such resolution is made. Such notice shall have appended thereto the complete, written text of the By-laws being proposed. Approval of amended By-laws requires affirmative vote of a majority of the Directors present at a meeting at which a quorum is in attendance.

#### ARTICLE VII SUSPENSION OF BY-LAWS

Section 1. Suspension of By-laws. By affirmative vote of a majority of Directors present at a meeting at which a quorum is in attendance, the provisions of any of these By-laws may be temporarily suspended, except for Article VI (Amendments) or except as may be otherwise provided by law.

Revised: August, 2015