

BYLAWS

of the

SACRAMENTO VALLEY GAY AND LESBIAN SOFTBALL, INC.

ARTICLE 1 NAME, TERRITORIAL LIMITS, AND PURPOSE

- Section 1.01. Name. The name of the corporation is Sacramento Valley Gay and Lesbian Softball, Inc. (herein after referred to as the Corporation or the SVGLS).
- Section 1.02. Territory. The territory of the SVGLS shall be the Sacramento Valley Region. The corporation shall operate in and around Sacramento, California.
- Section 1.03. Purpose. To provide an opportunity for individuals to play, or support the play of, organized softball in an environment that is safe, healthy, and free of negative attitudes and/or discrimination based on differences in sexual orientation.
- Section 1.04. Activities.
- (a) No part of the net earnings of the SVGLS or any club shall inure to the benefit of, or be distributable to, any individual or to any member, representative, or officer of the SVGLS, except that the SVGLS and each club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the United States Code, no substantial part of the activities of the SVGLS or of any club shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The SVGLS or any club shall participate or intervene, including the publishing or distributing of statements, in any political campaign on behalf of (or in opposition to) any candidate for public office.
 - (b) For purposes of these bylaws, a "club" shall be defined as a registered group of individuals forming a team of play in any SVGLS sponsored division for any of its seasons of play.

ARTICLE 11 MEMBERS

- Section 2.01. Classes. There shall be one class of membership: individual.

Section 2.02. Qualifications. Membership may be granted to any individual that supports the mission and purposes of the organization, and who pays the annual membership fee, as set by the Board of Directors. Members shall have no voting rights on the Board of Directors. Each individual member shall have one vote at an election held at the annual league meeting. Failure to pay the membership fee during a particular year shall automatically make any member ineligible.

Section 2.03. Termination. The Board of Directors, upon meeting the requirements of Section 5341 of the Corporations Code, or its successor, by an affirmative vote of two-thirds of all the members of the Board of Directors may suspend or expel a member for violation of the SVGLS player code of conduct or rules of play. A member must be present at any meeting his or her membership is in question and must receive notice of the charges and of any meeting 20 days prior to such meeting.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Membership Coordinator; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges accrued and unpaid.

Section 2.05. Dues. (a) The Board of Directors shall set, 2 months prior to the start of the SVGLS spring/summer season, the annual membership fee for membership.

(b) The Board of Directors shall set seasonal player fees 2 months prior to the start of any SVGLS regular season.

Section 2.06. **Membership Meetings.** The annual membership meeting shall be held ~~October of each year in the~~ **Spring season on a date set by the Board.** ~~at the fields.~~ Meetings may be called by the Commissioner, Vice Commissioner, or at the request of at least 10 percent of the members by notice mailed, telephoned, or electronic mail not less than 30 days before such meeting.

Section 2.07. Code of Conduct.

The Board of Directors shall be responsible to ensure that each member receives the Player Code of Conduct (Appendix B).

ARTICLE 111 AUTHORITY AND DUTIES OF THE BOARD OF DIRECTORS

Section 3.01. Authority. The Board of Directors is the policymaking body of the Corporation and may exercise all the powers and authority granted to the Corporation by law unless those powers are otherwise limited by these bylaws.

Section 3.02.01 Number. The Board of Directors shall consist of the Commissioner, Vice Commissioner, Treasurer, Secretary, Membership Coordinator, Member at Large, **Diversity Equity Inclusion & Belonging Representative**, and one division representative for each division of play. ~~a two members at large~~. The board shall also consist of an umpire-in-chief, who shall serve as an ex officio, nonvoting member of the board, appointed by the Commissioner.

Section 3.02.02. Representatives. (a) ~~Division~~ Representatives ~~and the women's representative~~ shall serve one-year terms.

(b) The division representatives shall meet with representatives of each club within their respective divisions, at least twice per calendar year to discuss SVGLS business, player ratings, team membership, Division business, SVGLS Rules of Play, or any other business as determined by the Board of Directors. The board may establish a fee for the team's failure to send a representative to any division or coaches meeting.

(c) **The Diversity, Equity, Inclusion & Belonging Representative shall assist with community outreach; will act as the point of contact for any and all ADA concerns/accommodations; shall follow up on any concerns brought to the board in regards to topics that fall under any of the following categories including but not limited to: Sexual Orientation, Gender Identity, Race or Ethnicity, Ability/Disability, Socioeconomic Status, Age, or Religion; or any other business as determined by the Board of Directors.**

Section 3.02.03. Members-at-large.

(a) ~~The Board of Directors shall also consist of two members at large, who shall serve staggered two year terms.~~ **The Member-at-large** shall serve ~~staggered~~ a two-year term.

(b) The Members-at-Large shall assist the division representatives in meeting with each division, and the Membership Coordinator to meet the needs of the membership of the SVGLS.

Section 3.03.01. Election. (a) Each officer, representative, and member-at-large shall be elected by a simple majority vote of the electors at an election of the SVGLS to be held **during the Spring Season on a date set by the Board.** ~~at the annual membership meeting~~. The electorate shall be paid and current individual members.

(b) The election of (1) the Commissioner, Treasurer, and Secretary shall be in odd-numbered years, and (2) the Vice Commissioner, ~~and~~ Membership Coordinator, **and Member at Large** shall be in even-numbered years.

(c) The Membership Coordinator, in conjunction with directives from the Board of Directors, shall prepare a notice of an election posted 20 days

prior to such election, that, among other things, details the procedure in which a member may run for the Board of Directors.

- Section 3.03.02. Vacancies. (a) All vacancies, except for the Commissioner, may be filled by
- (1) if more than half of the resigning member's term is unexpired, a special election shall be held to fill that vacancy, or
 - (2) if less than half of the term is unexpired, the board, by a majority vote, may appoint a replacement to fill that vacancy.
- (b) All vacancies filled by subdivision (a), shall serve for the remainder of the unexpired term.

- Section 3.04. Resignation. Resignations of any member of the Board of Directors are effective upon receipt of written notification by the Commissioner and Vice Commissioner, or, if the Commissioner or Vice Commissioner are the members resigning, the Secretary. Special: Meetings shall be at such dates, times and places as the board shall determine.
- (b) Notice: All meeting notices, as prescribed above, and meeting minutes shall be posted on the SVGLS Web site.

- Section 3.05. Removal. An officer, representative, or member-at-large may be removed from office by a two-thirds vote of the Board of Directors at a meeting, whenever in the board's judgment the best interest of the Corporation will be served thereby. For purposes of this section, action taken to remove an officer, representative, or member-at-large, upon a written declaration, must declare that the officer, representative, or member-at-large without a reasonable doubt (a) has failed to perform the duties of his or her position, thus is in violation of these bylaws, (b) has severely put the reputation of the Corporation in jeopardy, or (c) has broken the law while performing his or her duties A person removed from office pursuant to this section shall be ineligible to run for a position on the Board of Directors for his or her lifetime.

- Section 3.06. Meetings.
- (a) Regular: The Board of Directors shall hold at least 11 regular meetings per calendar year. Meetings shall be at such dates, times, and places the Board shall determine. Meetings may be called by the Commissioner or at the request of any two officers. All meetings shall be called, held, and noticed as prescribed by law.
- (b) Special: Meetings shall be at such dates, times and places as the board shall determine.
- (c) Notice: ~~All meeting notices, as prescribed above, and~~ Approved minutes shall be posted on the SVGLS Web site. shall be provided in a reasonable timeframe upon request.

- Section 3.07. Attendance. A member of the Board of Directors who acquires more than 3 unexcused absences of regularly scheduled meetings of the board in one calendar year

shall be in violation of his/her duties and may be subject to the rules of violating these bylaws.

Section 3.08. Quorum. A quorum shall consist of two-thirds of the Board of Directors attending in person or through teleconference. All decisions will be by majority vote, unless otherwise indicated, of those present at a meeting at which a quorum is present. If less than two-thirds of the directors are present, the meeting may be adjourned without notice. Ex officio members of the board shall not count towards a quorum.

Section 3.09. Action without a meeting.

(a) Any action required or permitted to be taken at a meeting of the board or of any committee of the board may be taken without a meeting if all the members of the board or members of the committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the board or of the committee as the case may be.

(b) All actions of the board or committee pursuant to subdivision (a) shall be recorded in minutes and shall be subject to the notice requirements prescribed in Section 3.06.

Section 3.10. Committees. The Board of Directors, upon adoption of a resolution, may establish committees of the board composed of at least three persons which, except for the Executive Committee, shall include one non-board member. The board may make provisions for the appointment of the chair of such committees; establish procedures to govern their activities, and delegate thereto authority as may be necessary or desirable for efficient management of the property, affairs, business, and activities of the Corporation. The following committees shall be permanent committees of the Corporation:

Executive Committee: The Executive Committee shall be closed meetings of the officers of the board to discuss issues concerning the operation of the Corporation and leagues of the SVGLS, and other matters as determined by the Commissioner. The Executive Committee shall meet upon call of the Commissioner, which shall chair the committee. Members of the committee shall include all officers of the Corporation. The Commissioner shall appoint one representative or member-at-large to the committee.

Budget and Finance Committee: The Budget and Finance Committee shall meet to discuss fiscal matters of the Corporation, set the annual budget of the Corporation, and address any other matters as determined by the Treasurer, Commissioner, or the Executive Committee. The Committee shall be chaired by the Treasurer, and appointment of its members shall be made by the Commissioner. The committee shall have a joint meeting with the Executive Committee to discuss the annual budget, no later than July 10 of each year.

Rules Committee: The Rules Committee shall meet at least once annually, or upon charge of the Board of Directors to establish and or review the rules of play of the SVGLS. All work of the committee must be ratified by the Board of Directors and must be submitted for ratification no later than 30 days prior to the start of the Spring/Summer season. The committee shall be chaired by the umpire-in-chief and appointment of its members shall be made by the Commissioner.

Ratings Committee: The Ratings Committee shall meet at least once annually, or upon charge of the Board of Directors to establish and or review ratings of players. All work of the committee must be ratified by the Board of Directors and must be submitted for ratification no later than 30 days prior to the start of the Spring/Summer season. The ratings committee shall hold meetings with division representatives to discuss the ratings of players. The committee shall establish procedures, upon adoption by the board, to determine the rating of a player. The committee shall be the governing body to hear all player rating protests. All ratings committee protest decisions must be affirmed by the Board of Directors. Upon adoption by the board, the committee shall establish fees to be assessed regarding protests, failure of a club/team to make sure all players are rated, and failure of a club/team to send a representative to attend required meetings of the committee. The Vice Commissioner shall be the chair, and the appointment of its members shall be made by the Commissioner.

Section 3.11. Reimbursement. Members of the Board of Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporations business are allowed to be reimbursed, as set by the SVGLS Treasury Policy and Procedures (Appendix A). Directors serving the SVGLS in any other capacity, such as staff, are allowed to receive compensation, therefore.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be the Commissioner, Vice Commissioner, Treasurer, Secretary, and the Membership Coordinator.

Section 4.02. Term. Each term of an officer of the Corporation shall be two years. No officer shall hold the same position for no more than two terms, nor can any officer may concurrently serve in two positions on the Board of Directors. A person may run for an office he or she was previously termed out once 1 full term of that position has passed.

Section 4.03. Commissioner. The commissioner shall be a director of the Corporation and will preside at meetings of the Board of Directors. The Commissioner shall perform the following duties:

- (a) Perform duties as may be necessary for the proper and efficient conduct of the SVGLS.
- (b) Direct the policies and enforce all rules of the SVGLS.
- (c) Prepare the agenda for all meetings of the Board of Directors.
- (d) Act on the behalf of the Corporation in an emergency that is not covered in these bylaws or in any other instruments of governance.
- (e) Be responsible for signing off on player ratings.
- (f) Be responsible for any amendment to these bylaws.
- (g) Be responsible for any territory filings.
- (h) Be a cosigner on any financial accounts of the Corporation.
- (i) Chair the Executive Committee.
- (j) Other duties, as prescribed by the Board of Directors.

Section 4.04. Vice Commissioner. The Vice Commissioner shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the Commissioner. The Vice Commissioner shall perform the following duties:

- (a) Serve as the Commissioner in the event of the Commissioners inability to act.
- (b) Serve as the Commissioner if the commissioner resigns or is removed from office.
- (c) Serve as the Athletic Director of the SVGLS during any season of play, tournament, or playoff of the SVGLS.
- (d) Maintain a list of players, disqualified players, and substitute players.
- (e) Be responsible for the handling of the following:
 - (1) The Rules of Play of the SVGLS.
 - (2) Player Rating Documents.
 - (3) Regular Season Team Rosters
- (f) Be a cosigner on any financial accounts of the Corporation.
- (g) Chair the Player Ratings Committee.
- (h) Other duties, as prescribed by the Board of Directors, or assigned by the Commissioner.

Section 4.05.
Treasurer.

The Treasurer shall be a director of the Corporation. The Treasurer shall perform the following duties:

- (a) Chair the Budget and Finance Committee.
- (b) Be the receiver of all funds received by the Corporation.
- (c) Give receipts of funds received by the Corporation.
- (d) Deposit all moneys received in a bank account in the name of the SVGLS. This shall also include maintaining all checks and bank statements of the Corporation.
- (e) Be a cosigner on any financial accounts of the Corporation.
- (f) Administer the financial affairs of the Corporation, as prescribed by the Treasury Policy. Maintain and report financial statements of the SVGLS.
- (g) Develop an annual budget, with the assistance of the Budget and Finance Committee, in accordance with the provisions of Section 7.02.
- (h) Maintain and review as needed, the SVGLS Treasury Policy and Procedures.
- (i) Prepare any tax documents required of the Corporation.
- (j) Prepare any payment of services, goods received, or reimbursement of the Corporation, as prescribed by the SVGLS Treasury Policy.
- (k) Work with any paid staff of the Corporation to ascertain that appropriate procedures are followed.
- (l) Other duties, as prescribed by the Board of Directors, or assigned by the Commissioner.

Section 4.06. Secretary

The Secretary shall be a director of the Corporation. The Secretary shall perform the following duties:

- (a) Shall keep the minutes of all meetings of the Board of Directors and Executive Committee.
- (b) Maintain a list of all resolutions of the Board of Directors.
- (c) Maintain a contact list of the Board of Directors and staff of the Corporation.
- (d) Receive a copy of all financial statements.
- (e) Maintain the information, along with a web master, if applicable, all information on the Corporation's Web site.
- (f) Send out the notification for the annual members meeting.
- (g) Shall maintain all correspondence of the Corporation.
- (h) Work with the Membership Coordinator to create any newsletters or correspondence with members.
- (i) Be responsible for filing administrative changes of the Corporation that may occur.
- (j) Other duties, as prescribed by the Board of Directors, or assigned by the Commissioner.

Section 4.07. Membership Coordinator. The Membership Coordinator shall be a director of the Corporation. The Membership Coordinator shall perform the following duties:

- (a) Shall maintain a list of all members of the Corporation, to include any and all contact information.
- (b) Shall maintain, in consultation with the Vice Commissioner, club rosters.
- (c) Work with the Secretary to create any newsletters or correspondence with members.
- (d) Maintain, in consultation with the Vice Commissioner, any list of active, nonactive, or sublist of players of the SVGLS.
- (e) Create all roster forms of the SVGLS.
- (f) Shall, in consultation with the Commissioner and Vice Commissioner oversee the election of the Board of Directors.
- (g) Other duties, as prescribed by the Board of Directors, or assigned by the Commissioner.

Section 4.08. Staff.

The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned by the Executive Committee, or as delegated to be assigned by the board.

ARTICLE V INDEMNIFICATION

Every member of the Board of Directors, officer, or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit or proceeding to which ~~she/he~~ they may become involved by reason of ~~her/his~~ their being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof unless adjudged therein to be liable for negligence or misconduct in the performance of ~~her/his~~ their duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such member of the Board, officer, or employee is entitled.

ARTICLE VI
ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 6.02. Call. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year The fiscal year of the Corporation shall be January 1 to December 31, inclusive, but may be changed by resolution of the Board of Directors.

Section 7.02. Budget. (a) The budget of the Corporation shall outline all expenditures and income of the Corporation.

(b) The Budget and Finance Committee shall create and maintain the Budget. The Committee must submit the Budget to the Executive Committee no later than August 15 of each year. The Executive Committee shall review and by majority vote send the Budget to the Board of Directors. The Budget of the Corporation must pass by majority vote no later than the second Friday in November.

(c) The Budget of the Corporation shall contain an itemized list of all expected expenditures and income of the Corporation. The budget shall also set the expenditure budgets of events of the SVGLS.

(d) The budget shall be audited by a committee which shall consist of the Membership Coordinator and at least two nonboard members appointed by the Commissioner who shall have a financial background. The audit committee shall conclude its review and submit any findings to the Board of Directors by October 31 of every even numbered year.

Section 7.03. Checks. All checks, orders for payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers of the Corporation and in such manner as outlined in the SVGLS Treasury policy. No checks of the Corporation may be issued to the same person who signs the check.

Section 7.04. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Commissioner or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of

deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 7.05. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE VIII AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken or provided all members of the board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.09. All amendments must be ratified by a majority vote of the membership. Any amendments must be posted on the SVGLS Web site at least ~~30~~ 20 days prior to the date of the election for ratification.

Commissioner

Secretary

Passed by Board of Directors
Approved by majority vote by electorate