

**BYLAWS OF
WEST SAC GIRLS SOFTBALL, INC.
(Hereafter referred to as "WSGS" and/or "the Corporation")
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ADOPTED: SEPTEMBER 7, 2022

ARTICLE I: OFFICES

SECTION 1: PRINCIPAL OFFICE

- A. The principal office of the Corporation for the transaction of its business is located in Yolo County, CA.

SECTION 2: CHANGE OF ADDRESS

- A. The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below; such changes of address shall not be deemed an amendment of these Bylaws.

813 Harbor Blvd #312, West Sacramento, CA 95691

Dated: 9/7/2022

ARTICLE II: PURPOSES

SECTION 1: OBJECTIVES AND PURPOSES

- A. The primary objectives and purposes of this Corporation shall be to educate area youth on the rules and fundamentals of girls' fastpitch softball and promote character-building skills. To achieve this mission, WSGS shall strive to create a positive atmosphere of sound fundamentals in girls' softball, encourage and demonstrate good character, respect for others, and the fun of healthy competition. Emphasis shall be on participation, sportsmanship, enjoyment of the game, working together as a team, and the physical and mental development of each member.

SECTION 2: AFFILIATIONS

- A. WSGS is affiliated with NorCal Girls Softball Association and the Greater Sacramento Softball Association (GSSA). GSSA is a local branch of, and operates under the authority of, USA Softball of Sacramento (USA Softball). Unless the WSGS Board of Directors modifies these Bylaws to state otherwise, USA Softball Rules shall govern the specific rules of competitive play within WSGS.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1: NUMBER OF DIRECTORS

- A. The Board of Directors shall be comprised of not less than three (3) and not more than twenty (20) persons elected by members of WSGS. The number of Directors may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these Bylaws.

SECTION 2: POWERS

- A. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or

permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3: GENERAL ELECTION

- A. Any member of WSGS can make nominations for appointment to the Board of Directors. Nominations must be submitted to the Secretary fourteen (14) days prior to the election. Election of Directors shall be by a majority vote of all voting members casting ballots at a designated voting location. Alternatively, an election may take place via online voting if such facilities are available. If no nominations are filed, the Board of Directors may appoint positions as needed.
- B. General elections shall be held at the end of the regular season of each year to elect Board Directors whose term has ended according to the Corporation's established Bylaws.
- C. Notification of call for nominees shall be made no less than fourteen (14) days prior to the nomination deadline. Notification of general election shall be made no less than fourteen (14) days prior to the general election. Notifications shall be made public via newsletters, websites, and/or emails.
- D. Each member will be afforded voting rights at the annual general election when a board position is vacant. Each member will be afforded one (1) vote. A Director, manager, coach, or member will not be afforded multiple votes even if they simultaneously serve in multiple roles that afford one (1) vote.

SECTION 4: DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the Directors to:

- A. Perpetuate the Corporation
- B. Control the Corporation
- C. Set organizational policies of the Corporation
- D. Take care of all matters dealing with the Corporation
- E. Set, direct, and control all monetary policies of the Corporation
- F. Possess the necessary authority to carry out all duties, whether or not specifically enumerated within the Bylaws, for the Corporation to function.
- G. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of the WSGS and/or by these Bylaws.
- H. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe, the duties and fix the compensation, if any, of all Directors, managers, coaches, and parent/legal guardian volunteers of the Corporation.
- I. Supervise all managers, coaches, committee members, and parent/legal guardian volunteers of the Corporation to assure that their duties are performed safely and properly.
- J. Board of Directors must attend at least 2/3 of the regularly scheduled WSGS Board meetings. Habitually missing meetings without just cause or notification could result in removal from the Board per Section 16 of these Bylaws.
- K. Register their addresses with the Secretary of the Corporation and notices of meetings mailed or E-mailed to them at such addresses shall be valid notification thereof.
- L. Based on the organizational and/or competitive need of the Corporation, the Board of Directors may establish committees per Article 5 et seq. of these Bylaws.
- M. Based on the organizational and/or competitive need of the Corporation, the Board of Directors may establish, manage and promote specialized competition teams within WSGS.

The Duties and Responsibilities of the Board of Directors are as follows:

A. President

- a. Voting member of the Board of Directors.
- b. Chair all board meetings. The President shall set the agenda for all business to be discussed. The President will maintain orderly procedure through the use of parliamentary rules as outlined in Roberts Rules of Order.
- c. Conduct the affairs of the Corporation and execute the policies established by the Board of Directors.
- d. Represent the Corporation at USA Softball, City of West Sacramento, and other meetings as necessary.
- e. Be responsible for the conduct of the Corporation in strict conformity to the policies, principle rules and regulation of the GSSA and USA Softball.
- f. Except as otherwise expressly provided by law, the Articles of Incorporation, or by these Bylaws, s/he shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time- to-time be authorized by the Board of Directors.
- g. Investigate complaints, irregularities, and conditions detrimental to the Corporation and report to the Board of Directors as circumstances warrant.
- h. Monitor and communicate any affiliate or parent/legal guardian organization changes to the Board of Directors to ensure changes are documented and implemented within the Corporation.
- i. Shall, in cooperation with the Umpire In Chief, participate in the conduct of managers, coaches, players, and parent/legal guardian volunteers.
- j. Participate in organizational fundraising events for the Corporation as needed.
- k. Perform other duties as assigned by the Board of Directors.
- l. In general, perform all duties incident to the office of President and such other duties as may be required by law, Articles of Incorporation of the WSGS, or by these Bylaws.

B. Vice President

- a. Voting member of the Board of Directors.
- b. Performs duties and serves as the Board chair in the absence of the President.
- c. Responsible for overseeing team formation for All-Star and Select programs
- d. Manages Player Evaluations as needed for All-Star and Select programs
- e. Shall, in cooperation with the Membership Coordinator(s), participate in the conduct of managers, coaches, players, and parent/legal guardian volunteers.
- f. Participate in organizational fundraising events for the Corporation as needed.
- g. Perform other duties as assigned by the Board of Directors.
- h. In general, perform all duties incident to the office of Vice President and such other duties as may be required by law, by the Articles of Incorporation of the WSGS or by these Bylaws.

C. Umpire-in-Chief

- a. Voting member of the Board of Directors.
- b. Coordinate all aspects of the WSGS umpire program; including, but not limited to:
- c. Register of WSGS in the appropriate officiating organization(s) per GSSA and USA Softball competition guidelines,
- d. Procure and maintain safety equipment and uniforms for WSGS umpires,

- e. Notify Treasurer in a timely manner of checks needed to pay Umpires,
- f. Ensure each game is officiated, with scorekeeping, per GSSA and USA Softball competition guidelines,
- g. Report game scores to WSGS.
- h. Shall be primary contact for all WSGS umpires.
- i. Participate in organizational fundraising events for the Corporation as needed.
- j. Perform other duties as assigned by the Board of Directors.
- k. In general, perform all duties incident to the office of Umpire-in-Chief and such other duties as may be required by law, by the articles of incorporation of the WSGS or by these Bylaws.

D. Secretary

- a. Voting member of the Board of Directors.
- b. Responsible for recording the activities of the Corporation; maintain and organize the appropriate files of WSGS business, mailing lists of Directors, managers, coaches, and participating parents/legal guardians, and coordinate the public review of business records of the Corporation.
- c. Prepare minutes of Board meetings of the Corporation, retain and organize them to be posted to the WSGS website or for public review.
- d. Facilitate all communication of the Corporation, not otherwise specifically delegated to other Directors and/or committees in these Bylaws, in connection with Board meetings of the Corporation.
- e. Execute all orders, votes, and resolutions of the Board of Directors.
- f. Initiate the call for member nominations for open seats on the Board of Directors and prepare final list of nominations per Article 3, Section 3. (c). of these Bylaws and provide copies of the list of nominations and positions available to the President and any other interested Board of Director.
- g. Give notice of all meetings of the Corporation to the Board of Directors.
- h. File annual Articles of Incorporation documents to the California Secretary of State for approval.
- i. Maintain current Rules of Competition, Bylaws, and Code of Conduct of members of the Corporation and facilitate the updating process of each.
- j. Submit changes to the Bylaws of the Corporation to the Board of Directors for consideration and approval.
- k. File and maintain corporate regulatory business and bylaw information of the WSGS with the appropriate governmental agencies as required.
- l. Maintain electronic account accessibility (i.e. password updates/retrievals, of social media account) for the Corporation.
- m. Participate in organizational fundraising events for the Corporation as needed.
- n. Perform other duties as assigned by the Board of Directors.
- o. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the WSGS or by these Bylaws.

E. Treasurer

- a. Voting member of the Board of Directors.
- b. Acts as the point of contact for all finances and expenditures of the Corporation.
- c. File and maintain corporate financial business information of the WSGS with the appropriate governmental agencies as required.

- d. Receive all monies and securities for deposit (no less than two [2] times a week) in a depository approved by the Board of Directors of the Corporation.
- e. Deposit and distribute all monies and securities and payment(s) approved by the Board of Directors of the Corporation.
- f. Maintain the Corporation bank account with two (2) authorized signatures.
- g. Execute checks and/or other instruments of payment in the amount of \$500 or less in the name of the Corporation. Checks in excess of \$500 must be approved by the Board of Directors and be signed by the President or his designee.
- h. Maintain records for the receipt and disbursement of all monies and securities of the Corporation and prepare them for public review as needed.
- i. Approve all payments from allotted and balanced funds and draw checks in agreement with the budget and policies approved by the Board of Directors.
- j. Prepare an annual budget and financial statement under the direction of the President for submission to the Board of Directors at the August meeting.
- k. Provide a monthly, written report to the Board of Directors, detailing the status of
- l. income and expenditures against budget of the Corporation.
- m. Have Corporation books, accounts, and records in condition for audit at all times and ready to turn over to their successor in the office of the Treasurer.
- n. Insure all accounts are properly designated and that there shall be no mixing of personal funds or assets with that of the Corporation.
- o. Prepare and file all necessary financial reports.
- p. Ensure annual tax returns are filed with both the State of California and the Internal Revenue Service.
- q. Participate in organizational fundraising events for the Corporation as needed.
- r. Perform other duties as assigned by the Board of Directors.
- s. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Corporation or by these Bylaws.

F. Registrar

- a. Voting member of the Board of Directors.
- b. Responsible for overseeing enrollment of players and coaches in league software system.
- c. Responsible for assisting coaches and volunteers with mandated USA Softball registration requirements.

G. League Commissioner

- a. Voting member of the Board of Directors.
- b. Responsible for overseeing team formation for Spring and Fall Ball seasons
- c. Manages Player Evaluations for Spring and Fall Ball seasons
- d. Oversees team draft for Spring and Fall Ball seasons
- e. Coordinates and runs Opening Day Ceremony
- f. Runs pre-Spring season Coaches Meeting

H. Buyer

- a. Voting member of the Board of Directors.
- b. Oversees league-wide purchases of supplies and equipment including, but not limited to, uniforms, trophies, balls, chalk, etc.
- c. Coordinates Picture Day for Spring Season

d. Buyer is not responsible for purchases for Snack Bar

I. Scheduler

- a. Voting member of the Board of Directors.
- b. Responsible for field use schedule for practices and games for entire year
- c. Schedules games for Spring Season
- d. Participates in NorCal and/or Yolo County spring meeting to set up interleague games for Spring Season
- e. Responsible for directly reserving field use with City of West Sacramento

J. Gameplay Development Coordinator

- a. Voting member of the Board of Directors.
- b. Oversees off-season skills clinics for enhancing player skills
- c. Oversees pre-Spring season coaching clinic for new coaches
- d. Serves as resources for coaches who need help with coaching

K. Field/Equipment Coordinator(s)

- a. Voting member of the Board of Directors.
- b. Responsible for ensuring the all (recreation and specialized competition) teams within competitive play in WSGS have the proper safety equipment required (i.e. catcher player safety equipment, softballs, brooms, drags, storage locks, pitching rubbers) for fastpitch softball competition.
- c. Develop a maintenance schedule for all WSGS equipment to ensure it is in an acceptable operating condition.
- d. Point of contact for all equipment needs of WSGS; coordinate and communicate with managers and coaches and other board member and committees about equipment needs of the WSGS.
- e. Maintain a First Aid kit for WSGS members to be accessible at the park concession stand
- f. Participate in organizational fundraising events for the Corporation as needed.
- g. Perform other duties as assigned by the Board of Directors.

L. Concessions Coordinator(s)

- a. Voting member of the Board of Directors.
- b. Point of contact for all concession-related contracts and needs of the WSGS.
- c. Ensure all concession stand monies are accounted for, recorded and turned into the Treasurer for deposit.
- d. Coordinate with the Treasurer to report the concession-related needs of WSGS to report to the Board of Directors for approval.
- e. Execute any and all actions approved by the Board of Directors related to providing concessions to the members and fans of WSGS.
- f. Coordinate, maintain and distribute a schedule of parent(s) or legal guardian(s) volunteers to staff Concession Stand shifts prior to each week of competition; report non-compliance of WSGS team participation to the Membership Coordinator.
- g. Procure concession-related contracts and supplies and maintain inventory and contract status reports of the Concession Stand to report to the Board of Directors.
- h. Participate in organizational fundraising events for the Corporation as needed.
- i. Performs other duties as assigned by the Board of Directors.

M. Fundraising Coordinator

- a. Voting member of the Board of Directors.
- b. Coordinate with the Treasurer to report the fundraising-related needs of WSGS to report to the Board of Directors for approval.
- c. Ensure all fundraising monies are accounted for, recorded and turned into the Treasurer for deposit.
- d. Execute any and all actions approved by the Board of Directors related to fundraising for the Corporation.
- e. Solicit funds from the Board of Directors to develop fundraising events.
- f. Coordinate, maintain and distribute a schedule of fundraising activities for the Corporation to report to the Board of Directors
- g. Coordinate recruiting members for organizational fundraising events for the Corporation as needed.
- h. Perform other duties as assigned by the Board of Directors.

N. Board Member At Large

- a. Voting member of the Board of Directors.
- b. Serve as a knowledgeable resource for the Board of Directors as needed.
- c. Perform other duties as assigned by the Board of Directors.

O. Communications Coordinator

- a. Voting member of the Board of Directors.
- b. Manage WSGS social media accounts
- c. Responsible for maintaining WSGS website for marketing and communication purposes, but excluding registration duties
- d. Coordinate and develop email communication and other communication campaigns to keep participants informed of WSGS activities and developments.

SECTION 5: TERMS OF OFFICE

- A. Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in Article 3, Section 3 of these Bylaws, and until their successor is elected and qualifies.
- B. The term of office of all Directors shall be for one (1) year. Directors are appointed as needed should a position be unexpectedly vacated.
- C. There shall be no limit on the number of consecutive terms that may be served by a Director. Each new term will begin on August 1 following the annual general election and end on July 31 prior to the general election.
- D. The Board of Directors are expected to serve full terms and to attend all meetings and organizational functions as described in these Bylaws.
- E. The newly elected Board of Directors will attend two (2) board meetings following a general election to be briefed and receive training by active incumbent Directors in order to promote the continuity of business.
- F. In the case of death, removal, or withdrawal of any Board of Director, the President, with the approval of the majority of the Board of Directors, may either:
 - a. Notify the WSGS community via social media and/or E-mail of the vacancy and request applications for the open position to be sent in by a deadline for the Board of Directors to vote on; or
 - b. Appoint their successor to complete the remainder of the term.
- G. In the case of death, removal, or withdrawal of the President, the Vice-President will act

as the interim President to carry out any and all duties as President until a replacement is voted in by the Board of Directors.

- H. Except as set forth herein, no Board of Director of this Corporation shall be authorized to incur any obligation, or to make any disbursement on behalf of the Corporation, unless authorized by the Board of Directors.

SECTION 6: COMPENSATION

- A. Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Article 3, Section 4, et seq. of these Bylaws. Directors may not be compensated for rendering services to the Corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Article 3, Section 6, a) of these Bylaws. Any of the aforementioned compensation(s) to Directors shall be approved in advance and determined to be in accordance with this Corporation's Conflict of Interest policy as set forth in Article 9 et seq. of these Bylaws.
- B. Each Director will be allowed to have the registration fees for one child waived for the spring and fall ball seasons. If two Parents are on the Board of Directors then they will be allowed to have the registration fees of two children waived for the spring and fall ball seasons. Each Board of Director's child shall be allowed priority registration for the spring and fall ball seasons prior to the registration being opened to the general public. To be clear, no Board of Director's child shall be given any preferential treatment of any kind for any season or program offering other than those described in this clause.

ARTICLE IV: BOARD MEETINGS

SECTION 1: REGULAR AND ANNUAL MEETINGS

- A. Regular Board meetings shall be held at a location designated by the board member(s) calling the meeting. The Board of Directors shall meet at least once per month and as many times as needed to resolve any outstanding issues related to the Corporation.
- B. Meeting time and location shall be specified in the minutes of the previously scheduled meeting. Time and location of such meeting(s) may be changed up to 24 hours in advance with the proper notification sent to all Directors, committee members and/or interested WSGS members.
- C. All meetings of the Board of Directors shall be open to the members. Voting on matters of the Corporation shall be by the Board of Directors only. However, any members may address the Board of Directors to make requests, provide information, or attempt to influence the Board's action.
- D. Current members will be afforded a testimony period of three (3) minutes per meeting to address the Directors.
- E. Board meetings dealing with personnel issues (i.e. safety issues, discipline), issues affecting personal reputation and/or the privacy of a WSGS member or the Corporation, will be closed to the general membership and noted as a "Closed Session" in the minutes.

SECTION 2: SPECIAL MEETINGS

- A. Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two (2) Directors; such meetings shall be held at the place designated by the person(s) calling the meeting. In the absence of such designation, the special meeting shall be held at the principal office of the Corporation.
- B. Any action required, or permitted to be taken, by the Board of Directors may be taken

without a meeting provided a majority of the Directors individually or collectively consent and agree with the action(s) as filed in the minutes of the proceedings of the Board. Action by consent shall have the same force and effect as a majority vote of the Board of Directors. Action without meeting shall be properly reported and documented to the Board at the next regularly scheduled meeting and entered into the meeting minutes.

SECTION 3: NOTICE OF MEETINGS

- A. Monthly board meetings may be held without advanced notification; however, the lack of notification may not be in a consecutive number. Annual board meetings and general elections may not be held without advanced notification of members per Article 3, Section 3 of these Bylaws. Member notification generally will be communicated via the WSGS website, approved social media accounts, and approved distribution lists. Special meetings of the board shall be held upon two (2) days' notice by verbal and/or written notification. Such notices shall be addressed and delivered to each Director at the address(es) registered with the Secretary.

SECTION 4: CONTENTS OF NOTICE

- A. Notice of meetings, not herein dispensed with, shall specify the day, location, and time of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 5: WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

- A. The transactions of any meeting of the Board, however called and noticed and/or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present.

SECTION 6: QUORUM FOR MEETINGS

- A. The Board of Directors cannot conduct business without a quorum, which is defined as a majority of its duly elected members or one more than 50% of the number of directors. A majority vote of the duly elected Board of Directors is required to adopt any measure unless specified herein.
- B. All Board of Directors are eligible to vote on any issue brought before the board unless the issue directly affects an individual's role within the Corporation, per the guidelines detailed in the Conflict of Interest policies of this Corporation. Members of the Board of Directors may abstain from any vote.
- C. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum, as hereinafter defined, is not present; the only motion which the President shall entertain at such meeting is a motion to adjourn until a quorum is possible.
- D. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and location of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Article 4, Section 9, a) of these Bylaws.
- E. The Board of Directors present at a duly called, and held meeting, at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting; provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the WSGS.

SECTION 7: MAJORITY ACTION AS BOARD ACTION

A. Every action or decision made and/or executed by a majority vote of the Directors present at a meeting, duly held at which a quorum is present, is the action of the Board of Directors, unless the Articles of Incorporation or Bylaws of the WSGS, or provisions of California Nonprofit Public Benefit Corporation Law, in particular, those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 8: CONDUCT OF MEETINGS

A. Meetings of the Board of Directors shall be conducted by the President of the Corporation or, in their absence, by the Vice President of the Corporation or, in the absence of each of these persons, by the Secretary. The Secretary of the Corporation shall act as the Secretary of all board meetings, provided that, in their absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the WSGS, or within provisions of law.

SECTION 9: ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

A. Any action required, or permitted to be taken, by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in California Nonprofit Public Benefit Corporation Law (Section 5233). Such written consent(s) shall be filed with the Secretary to be entered into the minutes of the board proceedings. Such action by written consent(s) shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 10: VACANCIES

- A. Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.
- B. Directors may be removed without cause by a majority vote of the Board of Directors at a scheduled Board Meeting. The affected board member will be notified fourteen (14) days prior to the meeting of the impending vote.
- C. Any Director may resign from the Board of Directors effective upon giving written notice to the President, Secretary, or other board member if the President and Secretary are not available, unless a special notice specifies a later time for the effectiveness of such resignation.
- D. A person elected or appointed to fill a vacancy as provided by this section should hold office for the remainder of the office term or until his or her death, resignation, or removal from that office.

SECTION 11: NONLIABILITY OF DIRECTORS

A. No Director shall be personally liable for the debts, liabilities, or other obligations of the

Corporation.

ARTICLE V: COMMITTEES

SECTION 1: COMMITTEE MEMBERSHIP AND ROLE

- A. Based on the organizational and competitive need, the Corporation shall have committees designated by approved resolution of the Board of Directors. Such committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees. Such committees will be current managers and coaches, instructors, and parent/legal guardians of active members of the Corporation.

SECTION 2: MEETINGS AND ACTION OF COMMITTEES

- A. Meetings and actions of advisory committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VI: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1: EXECUTION OF INSTRUMENTS

- A. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no member shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2: CHECKS AND NOTES

- A. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer for amounts less than \$500 and signed by the President of the Corporation for amounts paid greater than \$500.

SECTION 3: FINANCIAL ACCOUNTING

- A. The Board of Directors shall decide all financial matters of the Corporation and shall deposit all income to the credit of the Corporation in such banks as the Board of Directors may select, direct expenditures responsibly, in the best interest of members, of same in such manner will not provide an individual or team an advantage over another.
- a. The Board shall not permit the solicitation of funds in the name of the Corporation unless all of the funds raised are placed in the Corporation's treasury.
 - b. The Board shall not permit the disbursement of the Corporation's funds for other than the conduct of the Corporation's activities, in accordance with the rules and policies set forth

herein.

- c. No member, Director, manager, coach, instructor, or parent/legal guardian volunteer of the Corporation shall receive directly, or indirectly, any salary compensation from the Corporation except for as outlined in Article 3, Section 6, a) of these Bylaws.
- d. All monies received shall be deposited. to the credit of the Corporation in a board-approved, local bank; all disbursement of the Corporation shall be made by check and signed by the Treasurer and President.
- e. The Board shall approve all expenditures in excess of \$100 for non-budgeted items.
- f. In the month of August of each fiscal year, the Treasurer will submit a budget to brief the Board of Directors for upcoming fiscal year expenditures. Any additional expenditure during the year will be subject to the approval of the Board of Directors.
- g. The Board of Directors may accept on behalf of the Corporation any contribution, donation, gift, bequest, and/or any other device for the charitable or public purposes of this Corporation.
- h. Upon dissolution of the Corporation, and after. all outstanding debts and claims have been satisfied, the Board of Directors shall distribute the assets of the Corporation to organizations that are then qualified as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code with a purpose similar to the purpose of this Corporation.

ARTICLE VII: FISCAL YEAR

SECTION 1: FISCAL YEAR OF THE CORPORATION

- A. The fiscal year of the Corporation shall begin on September 1 and end on August 31 of each calendar year.

ARTICLE VIII: PLAYING RULES

SECTION 1: RULES AND REGULATIONS

- A. Consistent with these Bylaws, the Corporation will follow rules and regulations set forth and provided by GSSA and the affiliate USA Softball organization.

SECTION 2: DISCIPLINARY ACTION

- A. Any active manager, coach, player, parent/legal guardian volunteer who demonstrates behavior contrary to the missions of the WSGS or fails to conform to GSSA and USA Softball rules for competition and these Bylaws are subject to disciplinary action as determined by the Board of Directors; up to and including removal from the Corporation.

ARTICLE IX: CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1: PURPOSE OF CONFLICT OF INTEREST POLICY

- A. The purpose of this Conflict of Interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction and/or arrangement that might benefit the private interest of an officer or director of the Corporation or any. "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of Internal Revenue Service (IRS) Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of IRS Regulations. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2: DEFINITIONS

- A. Interested Person:
 - a. Any Director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest:
 - a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, an ownership and/or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. A potential ownership and/or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
 - d. "Compensation" includes direct and indirect remuneration, as well as gifts and/or favors that are not insubstantial.
 - e. A financial interest is not necessarily a conflict of interest; a person who has a financial interest may have a conflict of interest only if the Board of Directors, or appropriate committee, decides that (per Article 9, Section 2, b)) a conflict of interest exists.

SECTION 3: CONFLICT OF INTEREST AVOIDANCE PROCEDURES

- A. Duty to Disclose
 - a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and advisory committee members with governing board delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists:
 - a. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or advisory committee members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest:
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The President or appointed chairperson of the Board or advisory committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts, a more advantageous transaction or arrangement from the person(s) or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the

transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether or not, it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- D. Violations of the Conflicts of Interest Policy:
- a. If the President or appointed chairperson of the Board or advisory committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, President or appointed chairperson of the Board or
 - c. Advisory committee determines the member has failed to disclose an actual or possible conflict of interest; it shall take appropriate disciplinary and corrective action.

SECTION 4: RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

- A. The minutes of meetings of the Board of Directors and all advisory committees with board-delegated powers shall contain:
- a. The names of the person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the person(s) who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5: COMPENSATION APPROVAL POLICIES

- A. No Director, advisory committee members, managers, coaches, instructors, or parent/legal guardian volunteers will be compensated, unless as otherwise stipulated in Article 3, Section 6, a) of these Bylaws.
- B. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation per Article 3, Section 6 a) of these Bylaws.
- C. A voting member of any advisory committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services rendered is precluded from voting on matters pertaining to that member's compensation per Article 3, Section 6 a) of these Bylaws.
- D. No voting member of the Board of Directors, or any advisory committee members, whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- E. When approving compensation per Article 3, Section 6, a) for Directors, contractors, and/or any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. The terms of compensation shall be approved by Board of Directors prior to the first payment of compensation.
 - b. All members of the Board of Directors who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Director approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - i. Is not the person who is the subject of compensation arrangement, or a family member of such person;
 - ii. Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - iii. Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 - iv. Has no material financial interest affected by the compensation arrangement; and
 - v. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- F. The Board of Directors shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
- a. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
 - b. The availability of similar services in the geographic area of this organization
 - c. Current compensation surveys compiled by independent firms
 - d. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.
- G. As allowed by IRS Regulation 4958-6, if this Corporation has average annual gross receipts (including contributions) for its three (3) prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- H. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board of Directors that approved the compensation. Such documentation shall include:
- a. The terms of the compensation arrangement and the date it was approved.
 - b. The members of the Board of Directors who were present during debate on the transaction, those who voted on it and the votes cast by each board or committee member.
 - c. The comparability data obtained and relied upon and how the data was obtained.
- I. If the Board of Directors determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.

- J. If the Board of Directors makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
- K. Any actions taken with respect to determining if any Board of Directors had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
- L. The meetings minutes of the Board, at which compensation arrangements are approved must be prepared before the later of the date of the next Board meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The meeting minutes must be reviewed and approved by the Board of Directors as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

SECTION 6: ANNUAL STATEMENTS

- A. Each Director, principal officer, and member of a committee with advisory board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands the Corporation is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7: PERIODIC REVIEWS

- A. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and does not result in inurement, impermissible private benefit, or in an excess benefit transaction.
 - c. Whether the Bylaws of this Corporation equitably meet the mission(s) of this Corporation.

SECTION 8: USE OF OUTSIDE EXPERTS

- A. When conducting the periodic reviews as provided for in Article 9, Section 7, et seq., the Corporation may, but is not required to, use outside advisors as subject matter experts. If such advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X: ACCESS TO RECORDS

SECTION 1: ACCESS TO RECORDS

- A. All active members have the right to inspect and copy the Bylaws, standing rules, approved minutes, financial records, at reasonable times, for purposes reasonably related to the person's interest as a member.

ARTICLE XI: AMENDMENT OF BYLAWS

SECTION 1: AMENDMENT

- A. Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:
 - a. Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a bylaw specifying or changing the fixed number of directors of the Corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section;
 - b. By approval of a simple majority of the current members, if any, of this Corporation; or
 - c. Upon a vote of more than 75% of duly-elected Board of Directors at a regularly scheduled Board Meeting.

ARTICLE XII: AMENDMENT OF ARTICLES

SECTION 1: AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

- A. Before any members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2: AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

- A. After members, if any, have been admitted to the Corporation, amendment of the articles of incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this Corporation.

SECTION 3: CERTAIN AMENDMENTS

- A. Notwithstanding the aforementioned sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Board of Directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XIII: EXEMPT ACTIVITIES

SECTION 1: EXEMPT ACTIVITIES

- A. Notwithstanding any other provision of these Bylaws, no Director, member, or representative of this Corporation shall take any action or carry on any activity by or on

behalf of this Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 1709c(2) of such code and the regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV: MEMBERS SECTION 1: DETERMINATION OF MEMBERS

- A. The members of WSGS are:
 - a. The one parent or legal guardian of a youth participant who registers the youth participant in the league's online registration system for participation in the regular spring season. The parent or legal guardian's membership shall be effective for one (1) year from the date of registration. If there is a question as to who constitutes the "the one parent or legal guardian of a youth participant who registers the youth participant in the league's online registration system", such question shall be resolved by the Registrar;
 - b. Any currently-active person on the Board of Directors; and
 - c. Any currently-active duly-approved coach or assistant coach, where such approval shall be determined by the Registrar in accordance with Corporation rules and USA Softball policies.

Bylaws Revision History

[note – this section included for informational purposes]

#	Date	Comments
1	September 7, 2022	New bylaws adopted by founding directors for new corporate organization, West Sac Girls Softball, Inc.
2	November 3, 2022	By Directors vote, addition of Communications Coordinator as a voting member of the Board of Directors.