

By-laws of Gallatin Valley Softball Association, Incorporated

As Amended November 16, 2022

Article I-Identification

1. Name: The name of the Corporation shall be Gallatin Valley Softball Association, Incorporated, hereinafter referred to as GVSA.
2. Nonprofit Public Benefit Corporation: The Corporation is a nonprofit, public benefit corporation, incorporated on May 15, 2010, Under the Montana Nonprofit Corporation Act, as amended from time to time (the "Act").
3. Principal Office: The principal office of the Corporation will be located in Bozeman, Montana. The corporation may have such other offices as the Board of Directors and officers establish from time to time.
4. Registered Office: The Corporation's registered office shall be located at 401 Haggerty Lane in the City of Bozeman, Gallatin County. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Montana. The Board of Directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.
5. Fiscal Year: The fiscal year of the Corporation will be the calendar year.

Article II-Purpose

Said corporation is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III-Objective

1. The objective of this Corporation shall be to foster, develop, promote, and regulate amateur softball in Gallatin Valley.

2. These objectives must have the proper safeguards in accordance with the spirit of true sportsmanship, encouraging the unification of all eligible teams, organizations, and groups.
3. The GVSA will organize league play for Men's, Women's, and Co-ed leagues. They will also organize and provide awards for the annual District #7 Tournament.
4. All of the above under affiliation with the Amateur Softball Association of Montana and the Amateur Softball Association of America.

Article IV-Membership

1. Membership of the GVSA is open to all individuals in the Gallatin Valley area who shall agree to be governed by the rules of the GVSA, the Amateur Softball Association of Montana and the Amateur Softball Association of America (ASA).
 - a. A playing member of GVSA shall be any player of a registered team in good standing in District #7.
 - b. Each team and each individual belonging to a team in the GVSA is a member of the Corporation. The Board of Directors may also establish as many classes of membership as it considers desirable, and may establish annual dues or contribution requirements for each class of membership.
 - c. The eligibility rules of the ASA shall govern all players of the GVSA.
2. Rights and Responsibilities: Members are entitled to elect the members of the Board of Directors. Members are not entitled to vote on any other issues or any other election unless required by law or unless the Board of Directors adopts a resolution submitting a particular issue to the members for a vote, or authorizing the members to vote in a particular election. Members will not be liable for any of the debts or other obligations of the corporation.
3. Team registration and rosters: A team becomes registered by paying their fees after the annual spring registration meeting.
 - a. The GVSA requires one copy typed or printed, with signatures, of the ASA team roster
 - b. Any team fee not in by the registration deadline will not be scheduled for league play.
 - c. Additions or deletions to the roster must be filed prior to June 20th and made through the District Commissioner.
4. Voting: At an election for directors, each member will be entitled to cast one vote per position being elected. The candidates who receive the most votes will become members of the Board of

Directors. If the Board of Directors submits an issue to the members for a vote, each individual member will be entitled to cast one vote, and any action or resolution must be approved by a majority of the individual members present at the meeting, unless the resolution authorizing the votes requires a greater percentage of the individual members to approve the action or resolution.

Article V-Board of Directors

1. The office of this organization shall be administered by a President and a Board of Directors. Each league (Men's, Women's, and Co-ed) shall have one or more representatives to serve on the Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the League Representatives.
 - a. The President, Vice President, Secretary, Treasurer, and League Representatives shall be elected by ballot at the Annual Fall Meeting by members of GVSA.
 - b. Each position will serve a 3-year term. If a board member resigns from the board before their time is up, a replacement can be elected by the board to serve in the interim until the next election regardless of length of term.
 - c. The President, Vice President, Secretary, Treasurer, and League Representatives shall be elected by ballot at the Annual Fall Meeting by members of GVSA and the position will become effective the following calendar year.
 - d. At Board Meetings, 50% of the filled Board of Directors positions will constitute a quorum. A quorum must be present to vote on amendments to the By-laws and Constitution and other general business requiring a vote.
 - e. Voting Proxy - If a Board Member cannot attend the Board Meeting, his or her proxy may be given to someone who is attending. A proxy can be used only for voting on any and all business conducted at that meeting, but it cannot be used to make, second or to amend a motion. Only the first 2 proxies will be accepted via: hand-delivered, email, fax, or mailed to one of the following: President, Vice President, Secretary, or Treasurer.
2. The following constitutes additional non-voting Board members:
 - a. District Commissioner- The District Commissioner (DC) shall be recommended by a majority vote of the Board of Directors to the State Commissioner and is appointed by the State Commissioner. The DC shall be responsible for the supervision, regulating,

development and promotion of amateur softball within his/her district and shall be responsible for the enforcement of these rules and regulations and the rules and regulations of the Amateur Softball Association of America.

- b. Umpire in Chief- The Umpire in Chief shall be appointed by the District Commissioner. The Umpire in Chief shall be responsible for recruiting and training for the GVSA season.
 - c. The DC and Umpire in Chief are not voting members, except for a tie vote, in which the DC will act as the tie breaker.
- 3. Resignation: A director may resign at any time by giving written notice of his or her resignation to the Board of Directors.
- 4. Removal: A director may be removed from office by the affirmative vote of two thirds of the directors for malfeasance, lack of sympathy with purposes of the corporation, or refusal to render reasonable assistance in carrying out the purposes of the corporation (including attending meetings as required). So such vote may be held, the director(s) who request the vote must deliver notice to every member of the Board of Directors at least ten (10) days before the meeting via email or written notice, advising all directors they intend to request such a vote, and stating the name of the director that they propose to remove and the grounds for the proposed removal.
- 5. Attendance: A minimum of 75% attendance to all board meetings is expected by each board member annually.
 - a. The Board of Directors may permit any or all directors to participate in a regular or special meeting by any means of communication by which all directors participating may simultaneously hear each other during the meeting for up to 50% of meetings.
 - b. Failure to meet the required attendance may be grounds for removal.
- 6. Action without a meeting: The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the approval of the proposed action by all directors through written consent. Any action so approved shall have the same effect as though taken at a meeting of the directors.
 - a. Written consent may be given electronically through electronic signature software, or an email sent from the director's email address on file with the corporation.
 - i. The description of the board action must appear in each written consent and be identical for each director.

7. Conflict of Interest

- a. It is recognized that from time to time a conflict of interest or the appearance of a conflict of interest may arise involving a particular board member
- b. It is the responsibility of each board member to recognize potential conflicts of interest and immediately discuss that issue with the board.
 - i. Conflicts of interest include, but may not be limited to the following instances:
 - 1. A Board Member's participation as a team member or manager of the team being discussed.
 - 2. Potential personal conflicts between a board member and a team/player being discussed.
 - 3. A Board Member's interest in a team or sponsor that may create the appearance of a conflict or as being self-serving.
- c. In these situations that may come before the Board for discussion, any board member with a conflict of interest shall immediately remove themselves from all discussion and/or voting on the issue. If there is a question as to whether a Board Member has a potential conflict of interest and the member refuses to remove himself or herself from the discussion and/or voting, the board shall immediately cease all discussion of the issue and vote to remove the member from the issue. In this instance, the member shall be removed from discussion or voting upon a majority vote of the Board indicating a potential or actual conflict of interest.
 - i. If after the board member is removed, the board is left without a quorum, a quorum shall continue to exist for purposes of a vote on that issue only. The removed member shall return to the discussion and voting immediately after discussion or vote of the conflicted issue is complete.
- d. An individual elected to an office in the GVSA will be allowed to hold only one position with the league at a time. An officer may not hold any other position within the league that would be directly responsible to the Board of Directors. Exceptions: Concessions, Grounds Crew, and Umpires.

8. The following constitutes the Board of Directors:

- a. President-The President shall be responsible for the supervision, regulating, development and promotion of amateur softball play within the Gallatin Valley area.

- b. Vice-President-The VP shall be responsible for the schedule of league events and games. The VP will work in conjunction with the President in maintaining relations with the city and other organizations. The VP shall be responsible for the maintenance of the infields and decisions concerning cancellation of games.
 - c. Secretary-The Secretary shall take minutes of all league meetings. The Secretary shall also make available to Board Members and member of the league in good standing any information available concerning the governance of the Gallatin Valley Softball Association, Incorporated.
 - d. Treasurer-The Treasurer shall receive and disburse all monies belonging to the GVSA. The Treasurer shall keep proper bank accounts of all such receipts and disbursements and shall furnish the Board of Directors of any and all such accounts upon demand.
 - e. League Representatives-Each league shall have one or more League Representatives to serve on the Board of Directors.
9. The President and Treasurer can be authorized by the Board of Director's approval to open new accounts, make changes to existing accounts, and spend and borrow funds.

Article VI-League Meetings

1. The league will hold at least two (2) annual league meetings. Special meetings of the members may be called at any time by the Board of Directors.
 - a. An annual spring meeting will be held reviewing changes and updates to the upcoming season
 - b. Team registration meeting and collection of team fees.
 - c. Collection of team fees.
 - d. An annual fall meeting will be held with election of Board of Directors
 - e. Meetings may be held at any location, including virtual, within the state of Montana.
 - f. A notice stating the place, hour, and purpose of each meeting will be posted on the GVSA website not less than ten (10) days before the date of the meeting. At minimum, team captains that were registered with the GVSA the previous year will be emailed or texted a notice of the meeting at the contact information on file with the GVSA. Once notice is posted on the website, it is the responsibility of the captains of the member teams to inform the individual members.

- g. At least ten (10) members must be present at the annual meeting to elect persons to the Board of Directors. If the Board of Directors submits an issue for a vote, no specific number of members will be required to constitute a quorum, unless the resolution authorizing the vote requires a minimum number of members to be present at the meeting at which the vote is held.

Article VII-Amendments

1. This Constitution and By-laws may be amended by a majority vote of the Board of Directors

Article VIII-Exemption Requirements

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX-Dissolution

1. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so

disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Addendum A-Job Descriptions

The following are job descriptions for each of the Board of Directors positions.

1. President

- Reports to: Gallatin Valley Softball Association (GVSA) Board
- General Responsibilities: The President shall be responsible for the supervision, regulating, development, and promotion of amateur softball play within the Gallatin Valley area.
- Specific Responsibilities:
 - i. Organizes and preside over all league meetings
 - ii. Organizes and preside over all meetings of the GVSA Board of Directors
 - iii. Serve as the liaison to the city and other organizations and will work to maintain a strong, positive relationship with the city and other organizations.
 - iv. Maintain contracts for tournaments and field maintenance crew.
 - v. Oversee tournaments held at the complex.
 - vi. Assist with the preparation of the team packets.
 - vii. Assist with monitoring of field conditions in case of rain out cancellations.
 - viii. Acts as one of the signers for the checking account.

2. Vice-President

- Reports to: Gallatin Valley Softball Association (GVSA) Board
- General Responsibilities: This position is primarily responsible for maintaining the schedule and stats for the league.
- Specific Responsibilities:
 - i. Attend all board and relevant committee meetings.
 - ii. Schedule the entire season of games for all leagues.
 - iii. Assist with the preparation of the team packets.
 - iv. Schedule and maintain the make-up game schedule.

- v. Maintain Win Loss Stats for the entire season.
- vi. Post weekly standings in the Concession Stand.
- vii. Submit weekly standings to the Bozeman Daily Chronicle.
- viii. Assist with the monitoring of field conditions in case of rain out cancellations.
- ix. Acts as one of the signers for the checking account.

3. Secretary

- Reports to: Gallatin Valley Softball Association (GVSA) Board
- General Responsibilities: This position is responsible for maintaining the minutes and correspondence of the Gallatin Valley Softball Association and makes reports to the Board of Directors.
- Specific Responsibilities:
 - i. Attend all board and relevant committee meetings. The board member shall inform the Board President if unable to attend.
 - ii. Takes notes and prepares accurate written minutes to be provided to all Board Members within one week of board meeting. This includes notes of who is in attendance and if a quorum is in place and motions that passed or failed.
 - iii. Notifies all Board members of the meetings in a timely manner (Notice send one week out and reminder 1-2 days prior to meeting.)
 - iv. Attends Annual League Meetings and prepares notes for managers.
 - v. Acts as one of the signers for the checking account.
 - vi. Maintain team information as directed by the District Commissioner and/or Board.
 - vii. Maintains file of minutes to be archived.
 - viii. Maintain a list of Board Members and their contact information.
 - ix. Make constructive suggestions through appropriate channels.

4. Treasurer

- Reports to: Gallatin Valley Softball Association (GVSA) Board
- General Responsibilities: This position is responsible for the financial business of the GVSA and makes reports to the Board of Directors.
- Specific Responsibilities:
 - i. Attend all board and relevant committee meetings. The board member shall inform the Board President if unable to attend.

- ii. Makes deposits of all payments received by the Board. These can include but are not limited to sponsor fees, player fees, and tournament income.
- iii. Checks invoices for accuracy and makes required notes for payment.
- iv. Prepares checks for invoice payment and pays bills as assigned by the board.
- v. Acts as the primary signer for checks.
- vi. Reconciles monthly bank statements.
- vii. Reconciles receipts and check payments.
- viii. Checks Post Office on a timely basis to collect mail.
- ix. Maintain team information as directed by District Commissioner and/or Board.
- x. Prepares a statement to be presented at Board meetings outlining outstanding bills to be paid and present a list of checks written and current balance.
- xi. Prepares financial report for Board annual meeting-presented to managers.
- xii. Make constructive suggestions through appropriate channels.

5. League Player Representatives

- Reports to: Gallatin Valley Softball Association (GVSA) Board
- General Responsibilities: This position represents the interests and issues relevant to the league they represent. The individual shall report any problems, disputes, challenges, and/or opportunities presented by league managers to the GVSA Board of Directors.
- Specific Responsibilities:
 - i. Attend all board, relevant committee, and manager meetings. The board member shall inform the Board President or Vice President if unable to attend.
 - ii. Carry out all delegated assignments promptly.
 - iii. Make constructive suggestions through appropriate channels.
 - iv. Responsible for the development and promotion of amateur softball in the Gallatin Valley area. • Responsible for channeling the needs and complaints of their respective division to the GVSA Board. • Contact all managers concerning upcoming meetings.

6. District Commissioner

- Reports to: GVSA Board of Directors and State Commissioner
- General Responsibilities: The DC shall be responsible for the supervision regulating, development and promotion of amateur softball within his/her district and shall be

responsible for the enforcement of these rules and regulations and the rules and regulations of the Amateur Softball Association of America.

- Specific Responsibilities:
 - i. The DC shall collect all player sanction fees, team sanction fees and tournament fees which are payable and forward them to the State office.
 - ii. The DC shall award all invitational and district tournaments in his/her area.
 - iii. The DC shall appoint any assistants to better his/her district.
 - iv. Each DC shall be responsible for the enforcement of all appropriate rules and regulations governing softball within his/her district and for overseeing and controlling the conduct of all ASA members within his/her district, whether players, coaches, managers, or officials. He/she shall have authority to take such disciplinary actions as he/she deems necessary for the good of the softball program for misconduct, malfeasance and misfeasance on behalf of any ASA member, including fines and suspensions.
 - v. The DC shall be responsible to hold and preside over all district meetings.
 - vi. The DC has voting rights at all state meetings.
 - vii. The DC shall work through the State Commissioner and be directly responsible to him/her.
 - viii. The DC shall vote in cases of a tie at Board of Director meetings.
 - ix. The DC shall attend the annual state meeting of District Commissioners in February or March.
 - x. The DC shall approve or disapprove all roster changes.
 - xi. The DC shall organize the District Tournament including bracketing, umpires, balls, awards, and publicity.
 - xii. The DC shall coordinate all information pertaining to post-season tournaments and inform the appropriate team managers.
 - xiii. The DC shall appoint the Umpire in Chief.

7. Umpire in Chief

- Reports to: GVSA Board of Directors and District Commissioner
- General Responsibilities: The Umpire in Chief shall be responsible for recruiting, training, and scheduling umpires for the GVSA season.
- The Umpire in Chief shall be appointed by the District Commissioner to serve the GVSA.

- Specific Responsibilities:
 - i. Each season the UIC shall be responsible for organizing and educating umpire staff.
 - ii. The UIC may appoint one Deputy Umpire to aid in his/her duties.
 - iii. The UIC shall conduct educational clinics before and during the league season.
 - iv. The UIC shall conduct and preside over the annual umpire examinations.
 - v. The UIC shall schedule umpires for league play and District tournaments.
 - vi. The UIC shall keep records of wages due to umpires and provide this information to the Treasurer.

Addendum B-Bank Reconciliation and Finances:

1. Monthly bank statements shall be reconciled by the Treasurer and presented to the Board of Directors during the monthly Board Meeting in an agreed upon format for approval.