

## **By-laws of Gallatin Valley Softball Association, Incorporated**

**As Amended October 12, 2010**

### Article I-Name and Address

The name of the Corporation shall be Gallatin Valley Softball Association, Incorporated, hereinafter referred to as GVSA. The place in this state where the principal office of the Corporation is to be located is at 401 Haggerty Lane in the City of Bozeman, Gallatin County.

### 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).
  1. A playing member of GVSA shall be any player of a registered team in good standing in District #7.
  2. No playing member may play with a non-sanctioned team or in a non-sanctioned tournament as governed by the Amateur Softball Association of America rules.
  3. The eligibility rules of the ASA shall govern all players of the GVSA.

2. Team registration and rosters- A team becomes registered by paying their team fees after the annual spring registration meeting.

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1. The GVSA requires one copy typed or printed, with signatures, of the ASA team roster
2. Any team fee not in by the registration deadline will not be scheduled for league play.
3. Additions or deletions to the roster must be filed prior to June 20th made through the District Commissioner.

#### 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 representative to serve on the Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the League Representatives. The President, Vice President, Secretary, Treasurer, and League Representatives shall be elected by ballot at the Spring Organizational Meeting by members of GVSA. Each position will serve a 3 year term. If a board member resigns from the board before their time is up, the replacement serves the rest of the original term before re-election.

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1. Non-voting members-The District Commissioner (DC) shall be recommended by a majority vote of the Board of Directors to the State Commissioner. The Umpire in Chief shall be appointed by the District Commissioner. The DC and Umpire in Chief are not voting members, with the exception of a tie vote, in which the DC will act as the tie breaker. Both the DC and Umpire in Chief attend each Board meeting.
2. 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.
3. 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. Conflict of Interest-

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1. 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
2. It is the responsibility of each board member to recognize potential conflicts of interest and immediately discuss that issue with the board.
3. Conflicts of interest include, but may not be limited to the following instances:
  - i. A Board Member's participation as a team member or manager of the team being discussed.
  - ii. Potential personal conflicts between a board member and a team/player being discussed.

iii. A Board Member's interest in a team or sponsor that may create the appearance of a conflict or as being self serving.

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 indication a potential or actual conflict of interest.

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.

3. 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.

4. The following constitutes the Board of Directors:

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1. President-The President shall be responsible for the supervision, regulating, development and promotion of amateur softball play within the Gallatin Valley area.
2. 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.
3. 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.
4. 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.
5. League Representatives-Each league shall have one League Representative to serve on the Board of Directors. Exception: Coed D has two (2) reps due to the overwhelming number of coed teams.

6. The following constitutes additional non-voting non-Board members appointed by the State Commissioner who attend Board Meetings:

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6. District 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.

7. Umpire in Chief-The Umpire in Chief shall be responsible for recruiting, training, and scheduling umpires for the GVSA season.

7. 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

The league will hold at least two (2) annual league meetings. A 51% of attending managers or team representatives is needed to approve any issues brought before the general membership.

February-A general organizational meeting will be held with election of Board of Directors.

March-Team registration meeting and collection of team fees.

April-Collection of team fees.

#### Article VII-Amendments

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

#### Article VIII-Exemption Requirements

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

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.

#### 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:**

- Organizes and preside over all league meetings
- Organizes and preside over all meetings of the GVSA Board of Directors
- 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.
- Maintain contracts for tournaments and field maintenance crew.
- Oversee tournaments held at the complex .
- Assist with the preparation of the team packets.
- Assist with monitoring of field conditions in case of rain out cancellations.
- Acts as one of the signers for the checking account.

#### 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:**

- Attend all board and relevant committee meetings.
- Schedule the entire season of games for all leagues.
- Assist with the preparation of the team packets.
- Schedule and maintain the make-up game schedule.
- Maintain Win Loss Stats for the entire season.
- Post weekly standings in the Concession Stand.
- Submit weekly standings to the Bozeman Daily Chronicle.
- Assist with the monitoring of field conditions in case of rain out cancellations.
- Acts as one of the signers for the checking account.

#### 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:**

- Attend all board and relevant committee meetings. The board member shall inform the Board President if unable to attend.
- 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.
- Notifies all Board members of the meetings in a timely manner (Notice send one week out and reminder 1-2 days prior to meeting.)
- Attends Annual League Meetings and prepares notes for managers.
- Acts as one of the signers for the checking account.
- Maintain team information as directed by District Commissioner and/or Board.
- Maintains file of minutes to be archived.
- Maintain list of Board Members and their contact information.
- Make constructive suggestions through appropriate channels.

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:**

- Attend all board and relevant committee meetings. The board member shall inform the Board President if unable to attend.
- Makes deposits of all payments received by the Board. These can include but are not limited to sponsor fees, player fees, and tournament income.
- Checks invoices for accuracy and makes required notes for payment.
- Prepares checks for invoice payment and pays bills as assigned by the board.
- Acts as the primary signer for checks.
- Reconciles monthly bank statements.
- Reconciles receipts and check payments.
- Checks Post Office on a timely basis to collect mail.
- Maintain team information as directed by District Commissioner and/or Board.
- 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.
- Prepares financial report for Board annual meeting-presented to managers.
- Make constructive suggestions through appropriate channels.

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:**

- Attend all board, relevant committee, and manager meetings. The board member shall inform the Board President or Vice President if unable to attend.
- Carry out all delegated assignments promptly.
- Make constructive suggestions through appropriate channels.
- 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.

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:**

- The DC shall collect all player sanction fees, team sanction fees and tournament fees which are payable and forward them to the State office.
- The DC shall award all invitational and district tournaments in his/her area.
- The DC shall appoint any assistants to better his/her district.
- 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.
- The DC shall be responsible to hold and preside over all district meetings.
- The DC has voting rights at all state meetings.
- The DC shall work through the State Commissioner and be directly responsible to him/her.
- The DC shall vote in cases of a tie at Board of Director meetings.
- The DC shall attend the annual state meeting of District Commissioners in February or March.
- The DC shall approve or disapprove all roster changes.
- The DC shall organize the District Tournament including bracketing, umpires, balls, awards, and publicity.
- The DC shall coordinate all information pertaining to post-season tournaments and inform the appropriate team managers.
- The DC shall appoint the Umpire in Chief.

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:**

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

Addendum B-Invoices and Online Bill Payment

All invoices being paid shall have 2 signatures of the board members who are signers on the checking account before payment is submitted.

Monthly bank statements shall be reconciled under dual control by the Treasurer and a player representative on a rotating basis.

The following bills may be paid online by the Treasurer: City of Bozeman, Bozeman Blues, Rich's Refrigeration, Clearly, Kenyon Noble, Owenhouse, State of Montana, Speedy Print, House of Clean, Universal Athletics, and Midwest Industries.

This list will be reviewed each September for updates.