

Tinton Falls Girls Softball League

BYLAWS

ARTICLE I - NAME

This organization shall be known as the Tinton Falls Girls Softball League, Inc. hereinafter referred to as "League."

ARTICLE II - OBJECTIVE

SECTION 1

The objective of the League shall be to implant in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority, so that they can be well adjusted, stronger and happier children and will grow to become good, decent, healthy, and trustworthy citizens.

SECTION 2

To achieve this objective, the League will provide supervised programs of youth softball including instructional, recreational competitive, and travel . All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, the League shall operate exclusively as a non-profit educational organization providing a supervised program of competitive softball games. No part of the net earnings of the League shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the League 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 this Section. No substantial part of the activities of the League shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the League 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 Bylaws, the League 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 III - MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to further the objective of this League may apply to become a Member.

SECTION 2

Classes. There shall be the following classes of Members:

- (a) **Player Members.** All registered players listed on a team roster for whom registration fee has been paid. Player Members shall have no rights, duties or obligations in the management or in the property of the League.
- (b) **Regular Members.** Any adult person actively interested in furthering the objective of the League may become a Regular Member upon election and payment of dues as hereinafter provided. Regular Members will be issued a membership number, and may be issued a membership card, numbered in sequential order annually. The Secretary shall maintain the roll of membership to qualify voting member.

Only Regular Members in good standing are eligible to vote at General Membership Meetings. All adults who are Officers, Board Members, Committee Members, Managers, Coaches, Volunteer Umpires, and other elected or appointed officials must be active Regular Members in good standing. Note: Regular Members of the League automatically (without regard to payment of dues) include all current Managers, Coaches, Volunteer Umpires, Members of the Board of Directors, and any other person recognized by the Board as a volunteer in the League.

- (c) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

SECTION 3

Other Affiliations.

- (a) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the League.

SECTION 4

Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors as follows:

- (a) *The Board of Directors by a two-thirds vote of the Board (excluding absentees and abstentions, quorum required) shall have the authority to discipline, suspend, or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of the League. The Member involved shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges.*
- (b) *The Board of Directors shall, in the case of a Player Member, give notice to the manager of the team for which the player is a Player Member. Said manager shall appear, in the capacity of an adviser, with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to suspend or revoke such player's right to future participation by two-thirds vote of the Board of Directors, excluding absentees and abstentions, (quorum required), and to decide how said player may be considered for reinstatement on a case-by-case basis.*

SECTION 5

Reinstatement of Regular Members. *Regular members may be reinstated under the following terms and conditions:*

- (a) *Terminated Regular Members may apply for reinstatement one year following the effective date of their termination or as the Board of Directors otherwise directs. To apply for reinstatement, the terminated Member must submit a written request to the Board addressing how he/she has corrected the conduct that resulted in termination. The Board of Directors may, but is not required to, ask the terminated Member to appear before it to respond to questions relating to the reinstatement application. Reinstatement shall require a two-thirds vote of the Board of Directors, excluding absentees and abstentions, quorum required.*
- (b) *In the event that two-thirds of the Board of Directors (excluding absentees and abstentions, quorum required) votes to reinstate a terminated Regular Member, reinstatement shall be on a probationary basis for a period of one year. Probationary Regular Members shall not be eligible to run for office, vote, or serve as a manager or coach.*
- {c} *At the conclusion of the probationary period, the Board of Directors may vote [two-thirds vote (excluding absentees and abstentions) and quorum required] to reinstate the Member to full Regular Membership, to extend or modify probationary terms as the Board may decide, or to make termination final.*

ARTICLE IV - DUES FOR REGULAR MEMBERS (NOT PLAYERS)

Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year, but shall be nominal. Note: Dues for Regular Members are separate from registration fees for Player Members. The Board has the authority to waive payment of dues as a condition of Regular Membership.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS

SECTION 1

Definition. *A General Membership Meeting is any meeting of the membership of the league (including Special General Membership Meetings). A minimum of one per year is required.*

SECTION 2

Notice of Meeting. *Notice of each General Membership Meeting shall be delivered personally, electronically, or by mail to each Member at least fourteen (14) days in advance of the meeting, setting forth the place, time and purpose of the meeting.*

SECTION 3

Quorum. *At any General Membership Meeting, the presence in person or representation by absentee ballot of 15 percent of the members shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.*

SECTION 4

Voting. *Only Regular Members in good standing shall be entitled to make motions and vote at General Membership Meeting. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meeting*

SECTION 5

Absentee Ballot: *For the express purpose of accommodating a Regular Member in good standing who cannot be in attendance at the Annual Meeting, or any General Membership Meeting at which new Board members will be elected, an absentee ballot may be requested and obtained from the Secretary of the League. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the election. The absentee ballot must state the reason for non-attendance of the meeting. The Secretary shall present all absentee ballots to the Election Chairman (appointed at the meeting by the President) on the date of the meeting, prior to the voting portion of the election process.*

SECTION 6

Annual Meeting of the Members. Except as provided below, the Annual Meeting of the Members of the League shall be held in the fall of each year, for the purpose of electing new Members, electing the Board of Directors, receiving reports, reviewing the Bylaws, appointing committees, and for the transaction of such business as may properly come before the meeting.

- (a) *The Membership shall receive at the Annual Meeting of the Members of the League a report, verified by the President and Treasurer, or by a majority of the Directors, showing:*
 - (1) *The condition of the League, to be presented by the President or his/her designate;*
 - (2) *A general summary of funds received and expended by the League for the previous year, the amount of funds currently in possession of the League, and the name of the financial institution in which such funds are maintained;*
 - (3) *The whole amount of real and personal property owned by the League, where located, and where and how invested;*
 - (4) *For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or personas to or for which such applications, appropriations or expenditures have been made;*
 - (5) *The names of the persons who have been admitted to regular membership in the League during such year. This report shall be filed with the records of the League and entered in the minutes of the proceedings of the Annual Meeting*
- (c) *After the Board of Directors is elected, the Board shall meet to elect officers not previously elected by the regular membership. After the election, the Board of Directors immediately shall assume the performance of its duties. The Board's term of office shall continue until its successors are elected and qualified under this section.*
- (d) *The Board of Directors shall consist of nine (9) members. The term of office for a Director is two (2) years. Five (5) Directors and four (4) Directors are elected in alternate years. In the first year, all nine (9) Directors may be elected. The top five (5) vote getters shall have a 2 year term and the next four (4) shall have a 1 year term.*
- (e) *Nominees must receive 51% of the vote to be elected to the Board of Directors.*
- (f) *The Officers of the Board of Directors shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, and Secretary.*

SECTION 7

Special General Membership Meetings. *Special General Membership Meeting of the Members may be called by the Board of Directors or by the Secretary or President at his/her discretion. Upon the written request of 20% (percent) Members, the President or Secretary shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than thirty (30) days after the request is received by the President or Secretary.*

SECTION 8

Rules of Order for General Membership Meeting. *Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except where same conflicts with the Bylaws of the League.*

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

Authority. *The management of the property and affairs of the League shall be vested in the Board of Directors.*

SECTION 2

Increase in number. *The number of Board of Directors may be increased at any General Membership Meeting or Special Meeting of the Members. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional Directors shall be by majority vote of all Regular Members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.*

SECTION 3

Vacancies. *If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Board meeting or at any Special Board Meeting called for that purpose. The President may conduct a Special Meeting in person, or if not practicable, by individual telephone calls or electronic mail to a majority of Board members, and individually ask for a vote.*

SECTION 4

Board Meeting, Notice and Quorum. Regular meetings of the Board of Directors shall be held immediately following the Annual Meeting and on such days thereafter as shall be determined by the Board.

- (a) The President or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of four Directors, issue a call for a Special Board Meeting. In the case of Special Board Meeting, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.
- (b) Notice of each Board meeting shall be given by the Secretary personally, telephonically, electronically or by mail to each Director at least three day(s) before the time appointed for the meeting to the last recorded address of each Director.
- (c) Two thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.
- (d) Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit, and recognize guests for presentations or comments during Board meetings.

SECTION 5

Duties and Powers. The Board of Directors shall have the power to appoint such standing committees, as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meeting and the management of the League as it may deem proper, provided such rules and regulations do not conflict with these Bylaws.

The Board shall have the power, by a two-thirds vote of those present at any regular or Special Board Meeting to discipline, suspend, or remove any Director, Officer, or Committee Member of the League in accordance with the procedure set forth in Article III, Section 4 (a, b).

SECTION 6

Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of the Board of Directors meetings, except where same conflicts with these Bylaws of the League.

SECTION 7

Conflict of Interest.

- (a) *Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item*

- (b) *A member of the board shall not be engaged in the promotion and/or operation of any other baseball or softball program.*

ARTICLE VII - DUTIES AND POWERS OF THE BOARD

SECTION 1

Appointments. *The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.*

SECTION 2

President. *The President shall:*

- (a) *Conduct the affairs of the League and execute the policies established by the Board of Directors.*
- (b) *Present a report of the condition of the League at the Annual Meeting.*
- (c) *Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the League.*
- (d) *Be responsible for the conduct of the League in strict conformity to the terms of these Bylaws.*
- (e) *Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of the League such contracts and leases they may receive and which have had prior approval of the Board.*
- (f) *Investigate complaint, irregularities and conditions detrimental to the League and report thereon to the Board or Executive Committee as circumstances warrant.*
- (g) *Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.*
- (h) *Chair all meetings of the Board of Directors and all Membership Meetings.*

SECTION 3

Vice President. *The Vice President shall:*

- (a) *Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.*
- (b) *Perform such duties as from time to time may be assigned by the Board of Directors or by the President.*

SECTION 4

Secretary. *The Secretary shall:*

- (a) *Be responsible for recording the activities of the League and maintain appropriate files, mailing lists and necessary records.*
- (b) *Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.*
- (c) *Maintain a list of all Regular, Sustaining and Honorary Members, Directors and committee members and give notice of all meeting of the League, the Board of Directors and Committees.*
- (d) *Issue membership cards to Regular Members, if approved by the Board of Directors.*
- (e) *Keep the minutes of the meetings of the Members, the Board of Directors and the Executive Committee, and cause them to be recorded in a book kept for that purpose and for a minimum of 10 years.*
- (f) *Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed*
- (g) *Notify Members, Directors, Officers and committee members of their election or appointment.*

SECTION 5

Treasurer. *The Treasurer shall:*

- (a) *Perform such duties as are herein set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.*

- (b) *Receive all moneys and securities, and deposit same in a depository approved by the Board of Directors.*
- (c) *Keep records for the receipt and disbursement of all moneys and securities of the League as required by law and for a minimum of 10 years, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by check must have dual signatures of the President and Treasurer.*
- (d) *Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting.*

ARTICLE VIII - EXECUTIVE COMMITTEES

SECTION 1

The Board of Directors may appoint an Executive Committee for any Division of the League. Executive Committees shall consist of not less than two (2) nor more than five (5) Directors, one of whom shall be the President or a Vice President of the League, and any number of non-Directors as may be approved by the Board.

SECTION 2

***Executive Committees** shall advise with and assist the Directors of the League in all matters concerning their interests and the management of their affairs, and shall have such other powers as may be delegated to them by the Board, but in no event will Executive Committees have authority over the Board of Directors.*

SECTION 3

At any meeting of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

ARTICLE IX - OTHER COMMITTEES

SECTION 1

Nominating Committee. *The Board of Directors may appoint a Nominating Committee consisting of three (3) Directors and other appointed Regular Members. The Committee shall investigate and consider eligible candidates and submit at the Annual Meeting a slate of candidates for the Board of Directors. The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.*

SECTION 2

Membership Committee. *The Board of Directors may appoint a Membership Committee consisting of three (3) Directors and other appointed Regular Members. The Committee shall receive the names of prospective Regular Members, investigate for eligibility and recommend those qualified for election at the annual, regular or any special meeting of the Members or the Board of Directors as the case may be.*

SECTION 3

Finance Committee. *The Board of Directors may appoint a Finance Committee consisting of not less than two (2) nor more than four (4) Directors. The Treasurer shall be an ex-officio member of the Committee. The Committee shall investigate ways and means of financing the League including team sponsorships and submit recommendations. It shall be responsible for taking up collections at games, if such collections are authorized by the League, and shall turn over said collections to the Treasurer immediately after each game. It shall prepare and fix the budget that contains all necessary items for the League's operation and present the proposed budget to the Board of Director*

SECTION 4

Building and Property Committee. *(May be combined with Grounds Committee) The Board of Directors may appoint a Building and Property Committee consisting of two (2) Directors and other appointed Regular Members. The Committee shall investigate and recommend available, suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee. It shall be responsible for repair and improvement recommendations, other than normal maintenance, and supervise the performance of approved projects.*

SECTION 5

Grounds Committee. *(May be combined with Building and Property Committee) The Board of Directors may appoint a Grounds Committee, which shall be responsible for the care and maintenance of the playing field(s), buildings, and grounds. It shall operate within the amount appropriated in the approved budget for the purpose.*

SECTION 6

Playing Equipment Committee. *The Board of Directors may appoint a Playing Equipment Committee, which shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board. The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close of the season.*

SECTION 7

Managers Committee. *The Board of Directors may appoint a Managers Committee consisting of three (3) Directors. The Committee shall interview and investigate prospective managers and coaches and recommend acceptable candidates to the President, for appointment and subsequent approval by the Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors as the case may be, present a manager/coach training budget to the Board of Directors, gain the support and funds necessary to implement any training programs, and implement any training programs.*

SECTION 8

Umpire Committee. *The Board of Directors may appoint an Umpire Committee consisting of three (3) Directors and other appointed Regular Members. The League President shall be chair of any such Committee. The Committee shall recruit, interview and recommend to the President for appointment a staff of umpires, including a chief umpire and replacements. When appointed, the staff of umpires shall be under the personal direction of the League President or his/her designee, assisted by the chief Umpire who shall train, observe and schedule the staff.*

SECTION 9

Auditing Committee. *The Board of Directors may appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer of signatories of checks are not eligible. The Committee will review the League's books and records annually prior to the Annual Meeting and attach a statement of its findings to the annual financial statement of the President and Treasurer: or may, if directed by the Board of Directors or Membership, secure the services of a Certified Public Accountant to accomplish such review.*

SECTION 10

Disciplinary Committee. *The Board of Directors may appoint a Disciplinary Committee consisting of two (2) non-Director Members and one (1) Director. The Disciplinary Committee shall investigate accusations of conduct detrimental to the best interest of the League and make recommendations to the Board of Directors as to what action, if any, should be taken.*

SECTION 11

Registration Committee. *The Board of Directors may appoint a Registration Committee consisting of one (1) to three (3) Directors. The Registration Committee shall manage the registration process for players, managers, coaches, umpires, and other volunteers, review application and support proof-of-age documents of every player candidate and certify to residence and age eligibility before player may be accepted for tryouts and selection, conduct background checks on all volunteers and members of the Board.*

SECTION 12

Field Coordinators and Scheduling Committee. *The Board of Directors may appoint a Field and Scheduling Committee consisting of one (1) Director and Member volunteers. The committee shall coordinate usage of all fields for practices and games, and create and manage the schedule of games.*

ARTICLE X - AFFILIATION

SECTION 1

Charter. *The League may annually register with a national and/or local association in pursuit of the Objective of the League.*

SECTION 2

Local Rules, Ground Rules and/or Bylaws. *The local rules and/or ground rules of this League shall be adopted by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with these Bylaws. The local rules and ground rules of this League shall expire at the end of each fiscal year, and are not considered part of these Bylaws*

ARTICLE XI - FINANCIAL AND ACCOUNTING

SECTION 1

Authority. *The Board of Directors shall decide all matters pertaining to the finances of the League and it shall place all income in a common league treasury, directing the expenditure of funds in such manner as will give no individual or team an advantage over those in competition with such individual or team.*

SECTION 2

Solicitations. *The Board shall not permit the solicitation of funds in the name of the League unless all of the funds so raised are placed in the League treasury.*

SECTION 3

Disbursement of Funds. *The Board shall not permit the disbursement of League funds for other than the conduct of League activities in accordance with these Bylaws. All disbursements shall be made by check. The League Treasurer and President shall sign all checks.*

SECTION 4

Compensation. *No Director, Officer or Member of the League shall receive, directly or indirectly any salary, compensation or emolument from the League for services rendered as Director, Officer or Member.*

SECTION 5

Deposits. All moneys receive, shall be deposited to the credit of the League in such financial institutions as approved by the President and Treasurer.

SECTION 6

Fiscal year. The fiscal year of the League shall begin on January 1 and shall end on December 31.

SECTION 7

Distribution of Property upon Dissolution. Upon dissolution of the League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the League to 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 League 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.

ARTICLE XII - AMENDMENTS

These Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting.

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The Tinton Falls Girls Softball League Board of Directors approved these Bylaws on December 17, 2009.

President

Tinton Falls Girls Softball League does not limit participation in its activities on the basis of disability, race, creed, color, national origin, gender, religious preference, or any other characteristic protected by applicable federal, state, or local law.