

San Carlos Youth Softball Association, Inc.

By-Laws

(Original: December 4, 1989)
(Amended: February 4, 1992)
(Amended: March 9, 1999)
(Amended: July 11, 2006)
(Amended: November 8, 2011)
(Amended: July 14, 2015)

Article I – Principal Place of Business

The principal place of business of San Carlos Youth Softball Association, Inc. (“SCYSA”) is located in the County of San Mateo, State of California.

Article II – Objective/Purpose

The primary purpose of SCYSA is to encourage and educate young girls and young women ages 5 to 19 in the game of softball by providing coaching and the opportunity to play in both recreational and competitive environments. The Board of Directors (“Board” or “Directors”) acting as a democratic active voting membership shall govern SCYSA and be responsible for the management of its affairs and property of SCYSA including, but not limited to, the maintenance of the fields, snack shack and equipment belonging to SCYSA.

Article III – Membership

Section 1. Eligibility: Any person interested in active participation to further or effect the purpose of SCYSA may apply to become a member.

Section 2. Class: There shall be the following classes of members:

- a) Player Members: Any young girl or young woman within the ages of 5 to 19 (meeting requirements of any organization to which SCYSA is a member or requirements established by SCYSA) shall be eligible for participation, but Player Members shall have no rights, duties, or obligations with respect to the management of, or in the property of SCYSA.
- b) Regular Members: Any adult over the age of 18 actively interested in furthering the purpose of SCYSA may become a Regular Member if; i) they are the parent or legal guardian of a Player Member or; ii) they receive approval to be a Regular Member by a majority or the Board.

Article IV – Board of Directors

Section 1. Board and Number: The management of the property and affairs of SCYSA shall be vested in not less than ten (10) Voting Members (defined below) in number. All voting members of the Board, (comprised of Required Directors, Standing Directors and At-Large Directors, as defined in Article IV, Section 2 below, collectively the “Voting Members”) shall be elected annually by the Regular Members of SCYSA at the Annual Meeting as outlined below.

Section 2. Directors Term: A Director’s term shall be for the thirteen (13) months of September 1 through September 30 of the following year, which allows for a one (1) month transition period for the transaction of such other business as may properly come before the Board at any monthly meeting.

Section 3. Members: Any Regular Member may become a Voting Member of the Board. At a minimum, the Board of Directors shall include a President, Vice President, Secretary, Treasurer ("Required Directors"), plus the Summer Coordinator, Player Agent, Head Coach, Head Manager and Field Commissioner ("Standing Directors") and one (1) At-Large Director. Further, the size of the Board in any fiscal year shall be allowed to fluctuate based on the number of players in the league, as indicated and reported to the Board by the Player Agent, and as measured on May 1st in the fiscal year preceding the Annual Meeting in order to properly set the number of Board seats for election at the Annual Meeting for the upcoming fiscal year. At a representation of one (1) At-Large Director's seat per thirty (30) players as measured in the aforementioned method, and in addition to the Required Directors and Standing Directors, the Board will include At-large directors ("At-Large Directors"). In no case shall the Player Agent be a member of a recreational league coaching staff within SCYSA. Other members of the Board of Directors may be coaches and managers as defined in the League Handbook within SCYSA.

Section 4. Determination of a Voting Member. A Voting Member is determined by position, and not the individual. With the exception of the Required Directors, the positions of Standing Directors (not At-Large Directors), may be occupied by more than one individual, but will have one (1) vote by position.

Section 5. Committees: The members of the Board of SCYSA may establish as many Committees as they deem necessary to achieve the objectives of SCYSA. Each Committee will have at least one individual who will be responsible for overseeing the duties of that Committee. The President is authorized to select committee chairs pursuant to this section. Committee members, like all Regular Members, are encouraged to attend monthly meetings of the SCYSA Board and make reports, as required.

Section 6. Suspension or Termination of Directors: Board membership may be terminated by resignation. The Board of Directors will also have the authority to discipline, suspend or terminate the membership of any Board member when the conduct of such member is considered detrimental to the best interests of SCYSA and/or any regional or national organization to which SCYSA belongs. In order to avoid any appearance of impropriety or abuse of power by the Board under this section, the conduct in question shall be adequately described and documented in the minutes of a meeting and the Board, by Majority Vote, must affirmatively conclude that the conduct is detrimental. Once an affirmative vote is confirmed, a meeting will then be called (or the current meeting will continue) and the Board member(s) involved in an action under this section shall be informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges. After hearing all the evidence, the Board, by Majority Vote shall then have the requisite authority to discipline, suspend, or terminate the membership of the Board member.

Section 7. Attendance: Each Director member is expected to achieve 100% attendance at Board meetings and other activities requiring Director attendance. In the event that a Director's attendance record falls below 75%, as indicated in the minutes of Board meetings kept by the Secretary, the Director may be subject to Suspension or Termination pursuant to Article IV, Section 5.

Section 8. Replacement of a Director: In the event a Director resigns, or is suspended, or terminated for any reason as a member of SCYSA, the Board of Directors shall have the option of; (i) calling for a Special Meeting, as defined below, to elect a new Director, or; (ii) filling the vacated position by appointment, if the Board deems it appropriate or necessary. In the event the vacancy occurs in one of the four Required Directors, the Board will elect one of the existing Directors to fill the vacancy until all four Required Director positions are restored.

Article V – Registration Fees

The Board may reasonably establish registration fees as necessary to ensure the prudent conduct of its financial affairs. Annual registration fees will be required of the Player Members. However, if a Player Member is not able to pay, the Board may grant scholarships for Player Members not able to pay the annual registration fee. A

donation may also be requested in lieu of the registration fees at the time of registration to defray league expenses of SCYSA.

Article VI – Meetings

Section 1. Annual Meeting: The annual meeting of the Regular Members of SCYSA shall be held in June of each year for the purpose of electing the Board for the upcoming fiscal year (October 1 through September 30.).

Section 2. Notice of Annual Meeting: Notice of each Annual Meeting shall be made at least thirty (30) days in advance thereof, setting forth the time, place and purpose of the Annual Meeting. Notification shall be by means of a single notice given, including but not limited to the SCYSA newsletter.

Section 3. Special Meetings: The Board may call a Special Meeting of the SCYSA members at any time upon thirty (30) days prior notice in the same manner outlined for the Annual Meeting in Section 2 of this Article.

Section 4. Regular Meetings: Regular Meetings of the Board will be held monthly and will be open to all SCYSA members. A tentative schedule of Regular Meeting dates will be announced at the October Board meeting when the new Directors are formally installed. The actual date, time and place of each Regular Meeting will be determined by the Board at the preceding Regular Meeting and formally announced in the minutes for the preceding Regular Meeting.

Section 6. Appointments: Any Regular Member or other adult volunteer may be appointed by the President to serve on a committee that has been duly created by the Board.

Section 7. Quorum: A quorum shall consist of one (1) Voting Member more than 50% of the Voting Members of the Board. No business of SCYSA shall be conducted without a quorum of Voting Members present.

Section 8. Voting: It shall be incumbent upon each Voting Member to excuse him or herself or abstain from voting in any matter where there might or could be a perceived conflict of interest, and the record shall note the abstention. All Voting Members in attendance must record with the Secretary a vote of “Aye” or “Nay” (or record an abstention in accordance with this section) for all material business of SCYSA that requires a vote.

Section 9. Majority Vote, Super Majority Vote: A Majority Vote shall be defined as one (1) more than fifty-percent (50%) of the members in attendance. By-law changes (as determined in Article IX below) requiring a Super Majority Vote shall mean an affirmative vote of at least two-thirds (2/3) (or the next whole voting member if the 2/3 determination results in a fraction).

Section 10. Rules of Order: Robert’s Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Bylaws of SCYSA.

Article VII – Other

Section 1. No Liability: No Director shall have any individual liability for any debts or other obligations of SCYSA, nor will any Director have liability for any costs or expenses which were incurred by them during the proper and diligent execution of their duties as a Director.

Section 2. Duties of Directors: The duties of the Required Directors, Standing Directors and At-Large Directors are outlined as follows:

A. President – The President is responsible for overseeing the activities of SCYSA, in particular organizing and presiding over all meetings involving the Board. The President shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers that the Board or By-laws may prescribe. The President is required to select committee chairs and shall be an ex-officio member of all committees. The President may vote to either break or create a tie in order to cause or to block the attainment of the necessary majority vote. The President is the principal liaison between SCYSA and The San Carlos School Board, Tierra Linda School, San Carlos Park & Recreation Department, San Carlos “Athletic Sites Advisory Council (ASAC)”, San Carlos City Council, Peninsula ASA, Peninsula ASA 14’s League, and the Peninsula Officials Association, and other organizations, as needed. In matters of protests, and discipline, the President shall rule, and act, with guidance of the Board.

B. Vice President – The Vice President will be responsible for overseeing the activities of SCYSA when the President is not available to do so. The Vice President will also have primary responsibility for overseeing any special committee activities which the Board elects to undertake. The Vice President also oversees administration of the SCYSA’s scholarship program.

C. Secretary – The Secretary is responsible for recording the minutes of all formal meetings involving the Board, wherein the business of SCYSA is transacted, including a roster of Regular Members approved by the Board pursuant to Article III, Section 2 (b) (ii).

D. Treasurer – The Treasurer is responsible for maintaining the books and records of SCYSA and providing regular reports to the Board. The Treasurer also manages the bank accounts of the SCYSA and is authorized to prepare and submit tax statements on behalf of SCYSA.

E. Summer Coordinator - The Summer Coordinator is responsible for coordinating and administering all aspects of summer league registration, including registering players, staff, coaches and managers, as needed, and coordinates notification of league registration with various parties. The Summer Coordinator is also responsible for overseeing the selection of coaches, facilitate evaluation and selection of players, and organizing team rosters for the summer Force softball program. The Summer Coordinator administers the summer Force program and is responsible for coordinating Force tournaments, coordinate procurement and distribution of uniforms, equipment and supplies, as needed, and facilitate collection of payment of tournament fees and league fees. The Summer Coordinator is the chief liaison to the SCYSA Board for issues and concerns of Player Members and Regular Members of the SCYSA summer Force program.

F. Player Agent - The Player Agent is responsible for coordinating and administering all aspects of league registration, including registering players, staff, coaches, managers and umpires as needed, and coordinates notification of league registration with various parties. The Player Agent is also responsible for organizing and maintaining player ratings, overseeing player selection, as needed, organizing team rosters and maintaining scores and standings. The Player Agent may also handle administration for the All-Star program. The Player Agent is the chief liaison to the Board for issues and concerns of Player Members and Regular Members of SCYSA.

G. Head Coach - The Head Coach is responsible for recruiting coaches and managers during league registration, organizing coach and manager pairings, organizing and administering player ratings and player’s and coaches’ clinics, including documenting attendance, as needed. The Head Coach, together with the Head Manager, is the chief liaison to the Board for issues and concerns of Coaches and Managers of SCYSA.

H. Head Manager – The Head Manager meets with the Head Coach to establish coach/manager pairings, ensures coaches/managers get required certification/training, revises the SCYSA handbook, as needed, and prints and binds the SCYSA handbook for distribution to coaches/managers. The Head Manager, together

with the Head Coach, is the chief liaison to the Board for issues and concerns of Coaches and Managers of SCYSA.

I. Field Commissioner—The Field Commissioner is chiefly responsible for scheduling and overseeing field maintenance and field preparation, care and procurement of field equipment, care and security of facilities (including restrooms) and overseeing capital improvement of fields and facilities. The Field Commissioner is the chief liaison to the Board for issues and concerns about the playing fields of SCYSA.

J. At-Large – At-Large members accept an affirmative duty to serve and support the activities of the Board and SCYSA. Particularly, At-large members chair and/or participate in various league committees as may be established by the Board from time to time.

Article VIII – Conduct

Section 1. To promote positive support, care and encouragement for the children in SCYSA all coaches and parents/guardians will be required to sign a Code of Conduct each season. If during the course of the season the conduct of a Regular Member fails to meet the intent of the Code of Conduct, the issue will be referred to the Board. In order to avoid any appearance of impropriety or abuse of power by the Board under this section, the conduct in question shall be adequately described and documented in the minutes of a meeting and the Board, by Majority Vote, must affirmatively conclude that the conduct is detrimental. Once an affirmative vote is confirmed, a meeting will then be called (or the current meeting will continue) and the Regular Member(s) involved in an action under this section shall be notified, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges. After hearing all the evidence, the Board, by Majority Vote shall then have the requisite authority to discipline, suspend or terminate the participation in the affairs of SCYSA under this section as may be appropriate.

Article IX – Method to Amend

Section 1. Amendments: To amend the Bylaws, the Board may approve an amendment by a Super Majority Vote (as defined in Article VI, Section 9) of the Board in attendance and at a meeting held with at least thirty (30) days prior written notice to the Regular Members. However, By-laws amendments offered pursuant to this section require a vote cast by each Voting Member. Members not in attendance may vote by written proxy and be submitted to any other Voting Member in attendance, or may deliver the vote to the President at such other time as may be convenient for the Voting Member. By-law changes may not be ratified until one-hundred percent (100%) of the Voting Members have voted. Any amendment of the Articles of Incorporation shall require an affirmative vote by a Super Majority Vote of the Board at a meeting duly called and held.