

Peñasquitos Girls Softball Association

Articles of Incorporation and By-Laws

ARTICLE I – Name

This name of this organization is the Peñasquitos Girls Softball Association (hereafter, “PQGSA”).

ARTICLE II – Objective

The PQGSA is dedicated to the development of maturity and the achievement of success through a program of action for our girls. The building of character and molding of personality transcends the acquisition of athletic skills or the winning of games. The primary concern of PQGSA is to help prepare today’s girls for active leadership roles as the citizens of tomorrow.

ARTICLE III – Incorporation

- a) This is a nonprofit public benefit corporation organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. 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 (b) by a corporation to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code.
- b) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- c) The property of this corporation is dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person.
- d) Upon the dissolution of the corporation, its assets remaining after payment or provision for payment, or all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV – Government

- a) The corporation’s principal address shall be fixed and located at such a place within the Rancho Peñasquitos community, as the Board of Directors shall determine. The Board

of Directors is granted full power and authority to change the principal address. This address is as follows:

PQGSA
P.O. Box 721544
San Diego, CA 92172-1544

- b) The administration of the league shall be under the supervision of the Board of Directors elected initially at the formation meeting and subsequently by the General Membership.
- c) The Board of Directors shall consist of the following officers:

| Executive Review Board |
|-------------------------------|
| President |
| Vice-President |
| Player Agent |
| Secretary |
| Treasurer |

| Board of Directors | |
|------------------------------------|-----------------------------------|
| All-Stars Coordinator | Recreation Council Representative |
| Division Coordinator: T-Ball | Registration Manager |
| Division Coordinator: Mini-Rookies | Scorekeeper/Umpire |
| Division Coordinator: Rookies | Special Events Organizer |
| Division Coordinator: Mini-Minors | Trophies Manager |
| Division Coordinator: Minors | |
| Equipment Manager | Uniforms Manager |
| Fields Manager | Webmaster/Publicity |
| League Book Designer | Winterball Coordinator |
| Pictures Manager | Sponsorship Coordinator |

- d) The Executive Review Board handles disputed rules, player grievances, and suspensions.
- e) There shall be one class of membership that shall be known as general membership. The board is made up of the people elected to perform the duties as outlined in Article XI.
- f) General Membership includes all board members and adults of good character involved with the league. All shall be considered to be members upon approval of the Board of Directors or upon registration of their child/children in the League.
- g) All matters of policy concerning the PQGSA shall be decided by a simple majority vote of the league's Board of Directors (Robert's Rules of Order, Revised apply).
- h) The Board of Directors shall have the power to fill a vacated office by appointment.

- i) If Executive Board deems it necessary to add a position outside of the election cycle, they may

ARTICLE V - Territorial Limits

- a) There will be no League limits
- b) The League is currently a member of the Rancho Penasquitos Recreation Council with the Recreation Department of the City of San Diego. The majority of the players in the League attend schools belonging to the Poway Unified School District.

ARTICLE VI – Appointments, Nominations, Elections and Voting

- a) An Election Committee (consisting of 2 or more people from the General Membership) shall be formed (in April) and meet prior to an end-of-season annual organization meeting for the purpose of nominating officers as set forth in Article IV of this Constitution.
- b) The Election Committee shall begin the search for nominations on May 1st. The Election Committee will submit its nominees at an end-of-season annual organization meeting (the last scheduled board meeting in June) of the General Membership for the election of the Board of Directors.
- c) All elections shall be by secret ballot obtained by membership with one ballot turned in per registered player for the current election year, and any Board Member who doesn't have a player in the league
- d) A Board vacancy shall be filled by a nomination by the President with a majority approval of Board. Board appointed members shall remain in office until his/her successor is elected at the following election.
- e) A vacancy in the Presidency shall be filled by the Vice President until a new President is elected by the General membership. In the event that the Vice-President is unable to fulfill the President's vacancy, the Board will select a person to fill that position. It is mandatory that an existing or former board member that has served a minimum of one year on the Board fill the position of President.

TERMS OF OFFICE

- a) All Executive Review Board members shall serve a two year (August through July) term and shall be eligible for re-election with the exception of the President who may serve no more than one consecutive term of office.
- b) No two immediate family members may serve on the Executive Board simultaneously.
- c) Executive Review Board Members must serve at least one term on the Board of Directors before they are eligible for nomination to the Executive Board.
- d) All Board of Directors shall serve a term limit of one year (August through July) and shall be eligible for re-election annually with no term limits.
- e) No individual shall hold more than 2 positions on the Executive Review Board or Board of Directors simultaneously.
- f) Board Members must be a minimum of 18 years of age

- g) In order to maintain continuity of the League, no more than 50% of the Executive Review Board shall be eligible for re-election in any calendar year. The following positions shall be eligible for re-election every even-numbered year:
 - Vice President
 - Secretary
- h) The following positions shall re-elect every odd numbered year:
 - President
 - Treasurer
 - Player Agent

VOTING

- a) A majority vote shall be required at all meetings of the General Membership and Committees (Robert's Rules of Order, Revised apply).

ARTICLE VII – Financial Policy

- a) The Board of Directors shall decide all matters relating to finance.
 - It shall be the general policy to deposit ALL monies received in the league treasury.
 - Monies shall be expended in a manner that will give all individuals and teams equal benefits and privileges.
- b) The Board of Directors shall strictly observe and regulate all fund-raising activities (sponsorship, booster, sales, etc.)
- c) The Board of Directors shall have the privilege of auditing the books and records maintained by the Treasurer at any time. The Board of Directors shall request the league's books to be audited at the end of each playing season and prior to September 30 of each year.
- d) The Treasurer may not be closely related to any other member of the Executive Review Board.

ARTICLE VIII – Rules and Regulations

- a) The Board of Directors may affiliate itself each year with any softball association and thus adopt their official rules of softball. These adopted rules shall be referred to as the Official Rules and Regulations of Peñasquitos Girls Softball Association.
- b) The Board of Directors may adopt and approve PQGSA Supplemental Rules.

ARTICLE IX – Grievance Procedure

- a) In the event a parent, guardian, player, coach or any other concerned individual has a complaint to register against a manager, coach, umpire, or Board Member, the parties having the complaint will first bring the complaint to the attention of the player's manager who in turn should do his/her best to resolve the problem or grievance. If he/she is

unable to or unwilling to resolve the situation then the complaining party shall notify the Player Agent of the situation.

- b) The threatening or striking of a manager, coach, umpire, or Board Member of PQGSA will be subject to mandatory disciplinary action as indicated by the Executive Review Board.
- c) When conditions exist within a team that reflect poor management, which is not in accordance with these By-Laws and/or not in the best interest of PQGSA, the Executive Review Board shall have the power to relieve the Team official, parent, or child involved and to revoke their membership in PQGSA.

ARTICLE X – Meetings

- a) The annual Membership Meeting shall be held after the playing season (typically the last scheduled meeting in June) for organization and election of officers.
- b) Board members shall assume their duties beginning with the first meeting in August.
- c) The board of Directors shall meet bi-weekly on dates specified at the first meeting. Special meetings may be called by the President providing all members are notified.
- d) *Roberts Rules of Order, Revised* shall govern the proceedings of all meetings, except where in conflict with the constitution or By-Laws of the PQGSA.
- e) A meeting of the Board of Directors, Managers and Coaches (known as the annual Managers/Coaches Meeting) shall be conducted the first week of January, prior to the annual Mandatory Skills Evaluation.

ARTICLE XI – Board Positions

- a) President – It shall be the duty of the President to preside at all meetings of the association. The President shall attest to all orders upon the Treasury. He/she shall be an ex-officio member of all committees. The President shall have the power to appoint such committees as deemed necessary. The President shall be responsible for the preparation of the agenda for all meetings. The President shall not have the right to vote at any meeting except to break a tie. The President shall be responsible for signing all league documents, unless he or she has delegated the duties to a fellow board member. He/she shall act as the liaison between the board and the community. The President shall keep a current file of all registration cards of the league. The President will be responsible for registering all players, managers, coaches and board members with ASA or the current governing body of the league. The President shall share player and coach development responsibilities with the Vice President (Clinics and Training events). The President is a member of the Executive Review Board.
- b) Vice-President – In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall oversee all Board positions and support those members as necessary. The Vice-President shall act as the Tournament Director for the annual league tournament. The Vice President shall share player and coach

development responsibilities with the President (Clinics and Training events) The VicePresident is a member of the Executive Review Board.

- c) Player Agent – It shall be the duty of the Player Agent to be the agent of all the players in the league. The Player Agent shall be responsible to oversee registration and organize the draft selection process of all teams. Those duties include organizing the annual Mandatory Skills Evaluation tryouts. The Player Agent shall preside over the annual Managers/Coaches meeting. The Player Agent shall provide information to managers with regard to the annual All-Stars selection process. The Player Agent shall investigate all grievances between players and team management. The Player Agent is a member of the Executive Review Board.
- d) Secretary – It shall be the duty of the Secretary to keep accurate records of the proceedings of all meetings of the corporation (hereafter, “Minutes”). The Secretary shall be responsible for all League correspondence and be custodian of the Bylaws of the corporation. The Secretary shall be responsible for making proper notification of all meetings and providing Minutes of the prior meeting for review. The Secretary shall prepare all ballots for voting. The Secretary shall act as the historian for the League and keep track of the League's records. The Secretary is a member of the Executive Review Board.
- e) Treasurer – It shall be the duty of the Treasurer to receive all monies for the league and deposit in the name of the Peñasquitos Girls Softball Association in a bank approved by the Board of Directors. The Treasurer shall keep an itemized account of receipts and disbursements and maintain books and records in an orderly fashion. The Treasurer shall give a written report of all account balances and activity at regular Board Meetings, but no more frequently than once per month.. The Treasurer will be responsible for filing the annual tax return. The Treasurer shall head the Budget Committee. The Budget Committee shall meet annually to create and submit an annual budget to the Board of Directors. The Treasurer has authorization to disburse up to \$200.00 with only one signature on the check for necessary league expenses, provided the expense is in the Board approved budget. All league expenses greater than \$200 will require the signature of two Executive Review Board Members. Any expense not in the approved league budget needs approval from the entire Board of Directors before being authorized to pay. The Treasurer is a member of the Executive Review Board.
- f) All-Stars Coordinator - It shall be the duty of the All-Star Coordinator to manage the All-Star Program for PQGSA. The All-Stars Coordinator will be the liaison between the Board and the All-Star Managers. The All-Star Coordinator will make recommendations to the Board for summer all-star tournaments once the tournament schedule is available. He or She will assist the Player Agent in scheduling and coordinating the all-star tryout process for all age divisions. The All-Star Coordinator will act as a liason between the All-Star managers and the Uniforms Manager and Picture Day Coordinator. The All-Star

Coordinator will manage travel arrangements for All-Star teams traveling together. The All-Star Coordinator will coordinate practice schedules for the All-Star teams. He or she will assist the Tournament Director in coordinating the volunteer schedule for the annual league tournament. He or she will conduct an All-Stars Manager Meeting once managers are Board approved.

- g) Division Coordinators – It shall be the duty of all Division Coordinators to supervise all Division activities. Division Coordinators shall be responsible for recommending a slate of managers for Board approval. Division Coordinators will make sure all managers, coaches and volunteers have completed background checks. Division Coordinators shall be responsible for scheduling of games. Division Coordinators shall provide information to the teams of the division. Division Coordinators shall refer any serious issues (rules interpretations, scheduling conflicts, etc.) to the Board of Directors. Division Coordinators will hold regular meetings with team managers. Division Coordinators will make recommendations for improvements where needed.
- h) Equipment Manager – It shall be the duty of the Equipment Manager to oversee the maintenance, storage, distribution and collection of the League owned equipment and keys. The Equipment Manager shall obtain bids for purchase of equipment as needed. The Equipment Manager shall maintain an annual current inventory of equipment and submit list of inventory to the board annually.
- i) Fields Manager – It shall be the duty of the Fields Manager to ensure the safety and playability of the playing fields (Canyonside, Black Mountain Ranch and Views West). The Fields Manager shall provide training as necessary to use league equipment. The Fields Manager shall oversee the maintenance and care of all League Fields. In addition, he or she shall be responsible to maintain proper supplies and inventories in the facility storage sheds for proper game setups in coordination with the Equipment Manager.
- j) League Book Designer – It shall be the duty of the League Book Designer to collect and organize content for the annual PQGSA League Book. The League Book Designer shall present a cost per book to the Board prior to printing, and will oversee printing and distribution of the League Book. The League Book shall be distributed in early March. The League Book Designer shall forward all logos and sponsor information to the Webmaster/Publicity Manager for placement on league website.
- k) Pictures Manager – It shall be the duty of the Pictures Manager to coordinate with the photographers regarding the annual PQGSA Picture Day. The Pictures Manager shall present recommended photographers and prices to the Board for approval. The Pictures Manager shall be responsible for notifying Division Coordinators about the schedule for Picture Day and any necessary make-ups. The Pictures Manager will be responsible for the distribution of league pictures to Division Coordinators and/or Managers. The

Pictures Manager will be responsible for All-Star Pictures and coordinating photography for the annual league tournament. The Pictures Manager will forward all team photos to the Webmaster/Publicity Coordinator to placement on the league website.

- l) Recreation Council Representative – It shall be the duty of the Recreation Council Representative (hereafter, “Rec Council Rep”) to represent PQGSA at all PQ Recreation Council meetings. The Rec Council Rep shall work with City employees in securing field permits for all game and practice locations, including the annual league tournament. The Rec Council Rep shall work with City employees in securing building permits for all PQGSA Board meetings.
- m) Registration Manager – It shall be the duty of the Registration Manager to work closely with the Player Agent to get players registered. The Registration Manager shall create and distribute flyers to the community. The Registration Manager shall organize sign-ups for all walk-up registration dates. The Registration Manager shall ensure that banners are strategically placed throughout the community during our registration period. The Registration Manager shall put ads in the local papers. The Registration Manager shall work with the Webmaster/Publicity Director to make sure all registration information is available on the PQGSA website. The Registration Manager shall work with the Player Agent to ensure that pre-season mailers are delivered to everyone who played the previous year.
- n) Special Events Coordinator - The Special Events Coordinator shall be responsible for coordinating Special Events, such as Opening and Closing Day Ceremonies, Padres Night, SDSU Softball Games and other special projects and event programs as needed.
- o) Trophies Manager – It shall be the duty of the Trophies Manager to order and distribute all league trophies, including participation trophies for T-Ball and Mini-Rookies divisions as well as trophies for the top teams in the older divisions. The Trophies Manager will order and distribute sponsorship plaques for each team. The Trophies Manager shall present recommended trophy companies and prices to the Board for approval. The Trophies Manager shall procure, deliver and help distribute trophies for the annual league tournament.
- p) Umpire-in-Chief – It shall be the duty of the Umpire-in-Chief to schedule umpires for all league games, including playoffs. The Umpire-in-Chief shall be responsible for upholding all rules for the League. If necessary, the Umpire-in-Chief shall be responsible for organizing pre-season umpire training clinics. It shall be the duty of the Umpire-in-Chief to maintain records of each game. The Umpire-in-Chief shall conduct a Scorekeeping Clinic. The Umpire-in-Chief shall review all scorekeeping records of all games. All information shall be presented in a timely manner to the Webmaster/Publicity Director so

it can be posted to the website prior to the weekend games. All information shall be distributed to Division Coordinators in a timely manner.

- q) Uniforms Manager – It shall be the duty of the Uniforms Manager to order and distribute all team uniforms for the Spring Recreational, Summer All-Star and Winterball Seasons. The Uniforms Manager shall present recommended uniform companies and prices to the Board for approval.

- r) Webmaster/Publicity Director – It shall be the duty of the Webmaster to update and maintain the PQGSA website (<http://www.pqgsa.org> and <http://www.pqsoftball.org>). The Webmaster/Publicity Director is responsible for the design of all league publicity materials, including registration and clinic flyers, advertisements and postcards/mailers.

- s) Winterball Coordinator - It shall be the duty of the Winterball Coordinator to manage the Winterball program. The Winterball Coordinator will attend all meetings of the governing winterball association. He or she shall submit field availability and register teams to the governing association. He or she shall coordinate and make sure all needs of the Winterball Program are met. He or she will be the liaison between the Board and the Winterball Managers. The Winterball Coordinator will make recommendations for improvements as necessary.

- t) Sponsorship Coordinator - It shall be the duty of the Sponsorship Coordinator to manage the corporate sponsor donations for the league that are obtained by each individual league team. He/She will be responsible for coordinating with the individual teams/managers on the process for obtaining a corporate sponsor, insure that sponsorship funds are received in a timely manner (working with the league Treasurer), coordinate with the League Book and Uniform Coordinators on each of the teams' sponsor names & logo artwork, and create and hang sponsorship banners around the league's softball fields.

ARTICLE XII - General Board Duties

- a) Must attend all regularly scheduled board meetings. Any board member missing two consecutive meetings without prior notification to an executive Board Member may be subject to removal from the Board by vote of the executive board..
- b) All Board members shall oversee and supervise fields during scheduled games (i.e. field duties, clean up, opening and closing of facilities)
- c) All Board Members are required to perform scheduled duties during ALL league tournaments.
- d) All Board members are required to be present at Registration, Mandatory Skills Evaluation, Opening Day, PQ Tournament and other special events, without prior notification to an executive board member..
- e) All Board members are required to assist and perform duties at least one PQ Rec Council special event per year.

- f) Failure to actively participate in General Board Duties shall result in suspension from all league functions and/or removal from Board position by vote of the executive board.

ARTICLE XIII - Committees

- a) All Committees shall be appointed by the President and with board approval. The Board shall determine committee size, objective, responsibility and designated chairperson. Each committee chairperson shall be responsible to report directly to the Board regarding the committees' accomplishments and responsibilities.
- b) Permanent Committees are By-Laws, Supplemental Rules, Budget, and Election. All other committees shall be appointed by the President and subject to approval by the board. The Board can remove any committee member for failing to fulfill their duties at any time.

ARTICLE XIV – Indemnification and Insurance

- a) Indemnification – The corporation shall, to the maximum extent permitted by California Nonprofit Mutual Benefit Corporation Law, and in accordance with that law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts arising by reason of the fact any such person is or was an agent of the corporation. For purposes of this section, an “agent” of the corporation includes any person who is or was an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.
- b) Insurance – The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the corporation would have the power to indemnify the agent against such liability under provisions of this Article.

ARTICLE XV – Amendments

- a) These By-Laws or Articles of Incorporation may be amended or repealed by a two-thirds vote of the Board of Directors.
- b) All other rules and regulations may be amended as set forth in the PQGSA Supplemental Rules.