

Saratoga Miss Softball of America, Inc

Constitution and Bylaws

Article I – Name & Territory

Section 1 Name

This organization shall be known as the “Saratoga Miss Softball of America, Inc,” hereinafter referred to as “Saratoga Miss Softball” and/or “SMS”

Section 2 Territory SMS shall serve any person between the ages of 4-17 residing within Saratoga County and surrounding communities.

Article II – Objective & Structure

Section 1 *Vision*

To Saratoga Springs premier, single source provider of youth softball.

Section 2 *Mission*

Ensure the children of Saratoga Springs NY, and surrounding areas have the opportunity for a positive youth sports culture through the promotion of character, integrity, sportsmanship, discipline, teamwork, and respect for and enjoyment of the game of softball.

Section 3 *Objective*

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

Section 4 *Structure*

To achieve this objective, Saratoga Miss Softball (SMS) will provide a supervised program under the Rules and Regulations of Saratoga Miss Softball (SMS) and USA Softball. All Directors, Officers, Coordinators, and volunteers shall bear in mind that the attainment of exceptional athletic skill or 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, Saratoga Miss Softball shall operate exclusively as a non-profit educational organization providing a supervised program of competitive softball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual: no substantial part of the activities of which is carrying propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office

Article III – Directors

Section 1 *Authority*

Subject to the limitations of the Articles of Incorporation and these By-laws, the management of the activities, property and affairs of the SMS shall be vested in the Board of Directors. The Board may delegate activities of the organization to any persons or persons, a management company, or committees however composed, provided that the activities and affairs of the League shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The responsibilities of the Board of Directors are:

- a. To conduct, manage, and supervise the affairs and activities of the League in an efficient and timely way.
- b. To establish, enforce, and/or amend the Bylaws and any other rules, regulations, policies or procedures governing the activities of the League.
- c. To select and remove any employee, agent or representative of the League.
- d. To approve the addition, re-election, or replacement of any Director or Officer.
- e. To approve contracts, agreements, or any other legal documents with policy or fiscal implications.
- f. To authorize any Director, Officer, employee, agent or representative to enter into any contract or other agreement for the League.
- g. To approve the League's annual budget/planned expenditures for the coming year.
- h. To delegate, when necessary, to Officers or other Directors, specific responsibilities that are not stated in the Bylaws.
- i. To authorize the borrowing of money or the incurring of indebtedness for the League purposes.
- j. To accept any contribution, gift, bequest or devise for the League purposes.
- k. To assign duties to any standing or special committee as necessary.

Section 2 Number of Directors

During the final regular Board Meeting of the League Calendar year the Board of Directors shall set the number of Directors and define their responsibilities for the next calendar year.

Section 3 Election of Directors

Any person who is interested in seeking election to the Board shall indicate their interest by notifying the League President of his or her interest. Said persons are required to disclose any potential conflict of interest. Such conflicts must be disclosed at the Annual Meeting, prior to voting for the Board of Directors. The notification should be received by the final regular Board Meeting of the League Calendar year. All current Managers, Coaches, Volunteer, Umpires, Board Members, Officers of the Board and any other person who is recognized by the Board as a volunteer shall have the right to attend the Annual Meeting and vote for the incoming Board of Directors.

Section 4 *Term*

Term of office shall be for one (2) year from election date. The Director's term shall begin immediately following the conclusion of the Annual Meeting. Each Director shall hold office until the expiration of the term for which elected, and until a successor has been elected.

Section 5 *Vacancies*

The Board may fill any vacancy by majority vote of the Board at any regular or special meeting called for that purpose. A member elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 6 *Removal*

Any Director may be removed, with cause, upon the vote of a majority of all the Board Members at any meeting duly called pursuant to the Bylaws. Any Director may be removed without cause upon vote of 2/3 of all of the Board members at any meeting duly called pursuant to the Bylaws.

Section 7 *Fees & Compensation*

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

Section 8 *Annual Meeting*

The annual meeting of the League and Board of Directors shall occur in November of each year.

Section 9 *Quarterly Public Meetings*

Quarterly Public Meetings shall be held on such date and at such time and place as may be designated by the Board of Directors. All regular meetings shall be open to any and all League participants, each of whom shall have the right to be heard at any open session. (January, April, July)

Section 10 *Monthly Board Meetings*

Monthly meetings of the Directors shall be held the Third Wednesday of each month, or on such date and at such time and place as may be designated by the Board of Directors. All regular meetings shall be open to any and all League participants, each of whom shall have the right to be heard at any open session. (January, April, July)

Section 11 *Quorum*

A majority of Directors serving at any given time constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law, by the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 12 *Voting*

At any meeting of the Directors, each Director present in person shall be entitled to one vote. Upon demand of any Director, any vote for Directors or upon question before the meeting shall be by ballot. All actions shall be taken by those present and voting. No proxies shall be permitted.

Section 13 *Action Without Meeting*

Any action required or permitted to be taken by the Board may be taken without a meeting if all of the Board shall individually or collectively consent in writing. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participants by such means shall constitute presence in person at a meeting. When necessary to expedite a decision between regular meetings, a vote may also be taken by email poll of the active Board Members.

Section 14 *Rights of Inspection*

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the real and other property owned by the League.

Section 15 *Committees*

The Board of Directors may form any special or standing committees

Article IV – Officers

Section 1 *Officers*

Business can be done by approval of the Officers of the Board of Directors. Officers shall consist of the President, Vice-President, Secretary, and Treasurer.

The duties of the Officers shall be as follows:

- A. Select time and place of emergency meeting for the Board of Directors. (or via electronics (text, or email) for big expenditures)
- B. Approve with majority vote expenditures up to \$500.00 without approval from the Board of Directors.
- C. Any business conducted by the Officers must be accomplished with the majority vote of the Committee.
- D. Address player, coach or parent/guardian disciplinary issues or any issue requiring privacy of those involved in the matter at hand

PRESIDENT - The League President shall perform the following duties:

- a. Preside at all league meetings.
- b. Assume full responsibility for the operation of the local league.
- c. Appoint all committees and supervise the activity thereof.
- d. See that her league adheres to the rules, regulations and policies of USA Softball, Inc.
- e. Administer League Insurance

- f. Be responsible for local league protests and disputes (it is highly recommended a local league president not be connected with any team such as a manager or coach and not be an umpire of his league.)
- g. Serve as Liaison between the League and the City of Saratoga Springs, City of Saratoga Springs Rec Department & DPW

VICE PRESIDENT - Presides in the absence of the President and carries out such duties and assignments as may be delegated by the President. The Vice President shall oversee the league's grievances.

SECRETARY - Records the minutes of meetings. The secretary is also responsible for sending out notice of regular and special meetings, maintaining an official record of the league's activities, notifying all officers of election and the names of newly elected members of the Board and performing such other duties as this office may require.

TREASURER - Signs checks, dispenses league funds as approved by league officers, reports on the status of league funds, keeps financial records, prepares budget and assumes the responsibility for all local league finances.

Section 2 Nominations

The slate of candidates for the officer positions shall be determined by nominations made to the Board of Directors at the annual Board Meeting.

Section 3 Election

The Election shall occur at the next monthly meeting of the Board of Directors. The officers of the League shall be elected by a quorum vote by the Board of Directors present at the meeting, a vote will be conducted for each office.

Section 4 Qualification to Vote

The individuals who will constitute the Board of Directors for the current year are the only Directors qualified to vote for officers.

Article V – Dissolution

Section 1 Dissolution

In the event of dissolution of the League or the termination of its corporate existence, the Board shall dispose of all the assets of the League, after payment of necessary expenses, to such organization or organizations, similar purpose, organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify for an exempt organization or organizations under IRC 501(c)(3) and by the Certificate of Incorporation of the League.

Article VI – Amendment of Bylaws

Section 1 Amendments

These Bylaws may be amended by the approval of the Board, with a quorum of the Board of Directors present and a simple majority voting for the amendment, at any meeting duly called pursuant to the

Bylaws provided that the amendment has been submitted in writing to each of the Board members at least 10 days prior to the meeting.

Article VII – Indemnification

Section 1 Indemnification

To the maximum extent permitted by New York State Law, the League shall indemnify its currently acting and its former Directors and any Director who serves or has served, at the request of the League as a Director, Officer, partner, trustee, employee, or agent of another League, partnership, joint venture, trust or other enterprise against any and all liabilities and expenses incurred in connection with their services in such capacities. The League shall indemnify its currently acting and its former officers to the same extent that it indemnifies its currently acting and its formerly acting Directors, and may indemnify its currently acting and its former Officers to such further extent as is consistent with the law. The League may indemnify its employees and agents to the extent determined by the Board of Directors. The League may also advance expenses, to the extent permitted by New York State Law, to persons referred to above.

Article VIII – General Prohibitions

Section 1 Financial Prohibitions

The League shall not be operated for profit. No part of the assets of the League shall insure to the private benefit of any Director. The League shall not lend any part of its assets to any Director, employee, agent or representative. The League shall not pay compensation in excess of a reasonable allowance for travel, necessary expenses or other personal service to any Director, employee, agent or representative. The League shall not make any part of its services available on preferential basis to any Director. The League shall not make any purchase of securities or any other property for more than adequate consideration to any Director, employee, agent or representative. The League shall not sell any assets for less than adequate consideration to any Director, employee, agent or representative.

Section 2 Political Involvement

No substantial part of the activities of the League shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The League shall not participate in political campaigns on behalf of any candidate for public office.

Section 3 Conflict of Interest

Directors shall be sensitive to potential conflicts of interest. Should a conflict arise, the Director(s) involved shall inform the Board of such conflict and abstain from participating in discussion and voting.

Article IX – Miscellaneous

Section 1 Fiscal & Operating Year

The fiscal and operating year of the League shall be November - October.

Section 2 Corporate Records

The League shall keep at such place as the Board of Directors may order, minutes of all meetings of its Board of Directors, of the committees of its Board of Directors, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at the meetings and the proceedings thereof.

Article X – League Operations

Section 1 League Operations

Prior to the start of each Spring season it is the responsibility of the Board of Directors to review and modify as needed the League Operations manual/policies.

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