

Heart of America Softball League

By-Laws

1.0 Members

1.01 Membership Qualification: The Board of Commissioners, hereinafter referred to in this document as the Board, is vested with the power to approve and accept members upon payment of the League's annual dues. All playing and non-playing members, team manager and/or coach and board members shall be members of the League. All members, shall upon request, furnish proof of age to the officers of the League.

1.02 Duration of Membership: Duration shall be from the time dues are paid until the next membership due date of the following season.

1.03 Voting Rights: All members need to have paid the League's annual dues and registered on their respective roster as of the last day of HASL play for that year. Each member, upon acceptance as a member of the League, shall be entitled to one vote on each matter submitted to the League membership.

1.04 Honorary Members: The League may have honorary members. The Board of Commissioners shall fix the number of honorary members from time to time. A current member may make recommendations for recognition as an honorary member. The Board shall then vote on admission of such person. Honorary members shall have no voting rights in the League, unless they also meet membership qualification (ref 1.01 Membership Qualification) and will then be given voting rights for that given year (ref 1.03 Voting Rights). Honorary members are allowed to base coach and be in a dugout. They must fill out disclaimer and all other registration forms.

1.05 Certification of Members: The Board shall provide for the certification of membership in the League the name, address, and date of birth of each member and the date of issuance shall be entered in the records of the League.

1.06 Transfer of Membership: Membership in this League is not transferable or assignable. Should a membership be terminated, the annual dues are not refundable.

2.0 Meeting of Members

2.01 Annual Meetings: An annual meeting of the members of the League shall be held after the last game of the season and before the first of December of each year for the purpose of electing officers and for the transaction of other business as may come before the membership at the meeting.

2.02 Place of Meeting: The Board of Commissioners may designate any place as the place of meeting for any annual meeting or any special meeting so long as the place of meeting shall be within the boundaries of the Greater Kansas City area.

2.03 Notice of Meetings: Information stating the place, day and hour of any meeting of the members shall be delivered to each HASL member, at least seven (7) days in advance, either personally, by telephone, by e-mail, U.S. mail or by form of electronic communication.

2.04 Quorum: Members in good standing present at any meeting of the members, which is duly called, shall constitute a quorum at such meeting.

2.05 Order of Business: At the annual meeting of the members, unless otherwise directed by a vote of the majority of the members present, the order of business shall be as follows:

A. Report of the Board of Commissioners

B. Report of the Treasurer

C. New Business (as necessary)

2.06 Special Meetings: Special meetings of the members may be called by the Commissioner, the Board of Commissioners, or not less than one-quarter (1/4) of the total League membership by petition to the Commissioner or Secretary. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

3.0 - Board of Commissioners

3.01 General Powers: The Board of Commissioners shall manage the affairs and the funds of the League.

3.02 Qualification: The Board of Commissioners shall be elected by and from the membership of the League as hereinafter provided.

3.03 Vacancy: Any vacancy occurring on the Board must be filled within 60 days by an affirmative vote of two-thirds (2/3) of the Board on the recommendation of the Commissioners and the appointee shall hold office until the end of the current term of that position.

3.04 Regular Board Meetings: Regular meetings of the Board of Commissioners shall be held at the time and place to be determined by the Board.

3.04.1 Regular Coaches Council Meetings: Regular meetings of the team/coaches council shall be held at the time and place to be determined by the Board.

3.05 Special Board Meetings: Special meetings may be called by the Commissioner on two (2) days notice to each officer either personally, by telephone, or by e-mail or by form of electronic communication. The Commissioner or Secretary shall call special meetings on the request of any two (2) officers serving like notice.

3.06 Quorum: A majority of the Board of Commissioners shall constitute a quorum for the transaction of business at any meeting of the Board.

3.07 Manner of Acting: The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number of officers is required by these By-Laws.

3.08 Involuntary Resignation: Any member of the Board of Commissioners who is absent two (2) consecutive meetings of the Board of Commissioners, unless previously excused by the Commissioner or Assistant Commissioner(s), may be deemed to have resigned as a member of the Board and may be replaced in accordance with the provision stated in these By-Laws. In the event of involuntary resignation from the Board of Commissioners, said member shall be deemed ineligible to serve as a member of the Board of Commissioners. Ineligibility may be reversed by petition of the member to the current Board of Commissioners.

3.09 Removal: The Board of Commissioners shall have the power to remove an officer of the League by an affirmative vote of two-thirds (2/3) of the Board for the reason of conduct not in the best interest of the League, or for failures, refusals, or inability to perform the official duties of the League. In the event of removal from the Board of Commissioners, said member shall be deemed ineligible to serve as a member of the Board of Commissioners. Ineligibility may be reversed by petition of the member to the current Board of Commissioners.

3.10 Compensation: The Board of Commissioners shall serve without compensation.

3.11 ASANA/iPride Softball Representation: Representation to all required ASANA and iPride Softball meetings shall consist of the Assistant Commissioner(s) and the Commissioner. In the event that representation from the pool cannot be achieved, the Commissioner and the Assistant Commissioner(s) shall then appoint an alternate representative to assure that required representation is achieved.

3.12 Financial Responsibility: The League will be responsible for paying for travel, lodging and/or per diem expenditures for all required ASANA and iPride Softball meetings. The Board of Commissioners shall approve travel, lodging and/or per diem expenditures based on the U.S. General Services Administration.

4.0 - Board of Commissioners – Powers and Responsibilities

4.01 Commissioners: The officials of the League shall have no less than five voting members, collectively known as the Board of Commissioners. All members of the Board of Commissioners shall have voting rights except for the Commissioner who shall vote only in the event of a tie amongst the other members present at any Board meeting. The Board shall consist of Commissioner, Assistant Commissioner – Open, Assistant Commissioner – Women’s, Secretary, Treasurer, Governance Coordinator, Fundraising/Activities Coordinator, Membership Coordinator and Social Media Coordinator. The creation of any new position

requires a majority vote of the membership present at the annual meeting.

4.02 Exclusive Powers: The Board of Commissioners shall have the following exclusive power:

- A. Enforcement of the penalties for violations of the League rules.
- B. To set the fees for membership.
- C. Shall have the power to manage all the affairs of the League, to act on any and all Questions, relating in any manner whatsoever thereto and to make all contracts necessary for the proper transaction of all business of the League.
- D. Prescribe additional duties for and of the officers in addition to those set forth in these By-Laws.
- E. Upon a vote of not less than two-thirds (2/3) of the voting members of the Board, to suspend or expel a member of the League for conduct in violation of the By-Laws or Rules, or for conduct improper or prejudicial to the best interest of the League.

4.03 Commissioner: Qualifications to include: a member of HASL or any other iPride Softball and/or ASANA member association for at least three (3) years and have served on the Board or as a committee chair position. The duties of the Commissioner shall include but not be limited to:

- A. Presiding at all formal meetings of the members and of the Board.
- B. Appointing chairpersons of any duly authorized committee of the League.
- C. Serving as an official representative of the League to the International Pride Softball (iPride Softball) and to the Amateur Sports Alliance of North America (ASANA).
- D. Ruling on the interpretation and intent of the Constitution, By-Laws, and Rules of the League.
- E. Overseeing all day-to-day functions of the League.
- F. Ensuring that the HASL maintains its exempt/charitable 501(c)(3) status by filing all necessary paperwork with the proper State and Federal entities within 30 days of taking office.
- G. Supporting Membership Coordinators with all recruiting events.

4.04 Assistant Commissioner(s): Qualifications to include: a member of HASL or any other iPride Softball and/or ASANA member association for at least three (3) years and have served on the Board or as a committee chair position. The duties of the Assistant Commissioner(s) shall include but not be limited to:

- A. Performing all duties and exercising all powers of the Commissioner during the Commissioners absence.
- B. Becoming the acting Commissioner should the Commissioner resign or be removed from office. (ref. 9.05)
- C. Serving as an authorized signatory on the League checking account(s).
- D. Coordinating and overseeing field maintenance.
- E. Coordinating and scheduling of umpires for League play.
- F. May serve as field supervisor on game days.
- G. Supporting Membership Coordinators with all recruiting events.
- H. Serving as point of contact(s) to the Manager's Council on questions of League membership, League and World Series eligibility.
- I. Assistant Commissioner – Open, serving as an official representative of the League to the International Pride Softball (iPride Softball).
- J. Assistant Commissioner – Women's, serving as an official representative of the League to the Amateur Sports Alliance of North America (ASANA).

4.05 Secretary: The duties of the Secretary shall include but not be limited to:

- A. Keeping minutes of the meetings of members and the Board.
- B. Maintaining a record of all members of the League.
- C. Validating all League memberships.
- D. Supporting Membership Coordinators with all recruiting events.

4.06 Treasurer: The duties of the Treasurer shall include but not be limited to:

- A. Accounting monthly for all dues and moneys collected by the League.
- B. Accounting monthly for disbursements made by the League.
- C. Having custody of the checkbook(s) of the League and of any funds managed by the

League.

D. Depositing of all moneys of the League in such bank(s) as shall be specified by the resolution of the Board.

E. Making disbursements and having charge of the financial affairs of the League and of any funds managed by the League under authorization of the Board.

F. Collection of all dues and moneys owed to the League.

G. Serving as an authorized signatory on the League checking account(s) and on any funds managed by the League.

H. Act as a Registered Agent on behalf of HASL to ensure that all necessary State and Federal paperwork is updated and filed within 30 days of taking office and State and Federal tax information is filed annually with the proper authorities by the required dates.

I. Supporting Membership Coordinators with all recruiting events.

4.07 Governance Coordinator: The duties of the Governance Coordinator(s) shall include, but not be limited to:

A. Serve as a Sports Information Director, recording and archiving the activities and achievements of the League.

1. Overseeing maintenance of the League website

- i. Maintaining the results, awards and historical accuracy on the league
- ii. Coordinating responses to e-mail addressed to the League e-mail address.

B. Ruling on Parliamentary procedures at all formal meetings of the members or the Board, and maintaining order at all meetings.

C. Maintaining an official record of the Constitution, By-Laws, and Softball Code of the League and Amendments and changes to the documents.

D. Supporting Membership Coordinators with all recruiting events.

4.08 Fundraising/Activities Coordinator: The duties of the Activities Coordinator shall include, but not be limited to:

A. Coordinating all fundraising activities.

B. Coordinating information from fundraising officials and team sponsors.

C. Coordinating and securing corporate sponsors for the League.

D. Supporting Membership Coordinators with all recruiting events.

4.09 Membership Coordinator: The duties of the Membership Coordinator shall include, but not be limited to:

A. Coordinating all recruitment activities, including serving as Chairman of the League's Recruitment Committee.

B. Compilation, maintenance and analysis of member information within a League's membership database.

4.10 Social Media Coordinator: The duties of the Social Media Coordinator shall include, but not be limited to:

A. Oversight of all social media platforms to include Facebook, Instagram, X and/or any other platforms that Heart of America Softball League has an account for.

B. Creation of all social media campaigns before, during and after each season to include, but not be limited to: Show Me Showdown, Extra Innings events or other social league events, Bowling Fundraiser, Hall of Fame inductions, Annual meeting.

C. Execution and Delivery of the HASL HYPE Newsletter.

D. Supporting Membership Coordinators with all recruiting events.

4.11 Standing Committees: May include, but are not limited to the following:

A. Ratings

B. Nomination

C. Tournament Operations

D. Hall of Fame

5.0 – Committees

5.01 Creation of Committees: Committees may be created by resolution of the Board and adopted by a majority vote of the Board. Except as otherwise provided in such resolution, chairman of each committee created must be a member of the League.

5.02 Removal of Committee Member: Any member of a committee may be removed by the Commissioner or by two-thirds (2/3) of the voting Board members, whenever in their judgment the best interest of the League shall be served by such removal.

5.03 Term of Office: Each member of each committee shall serve until the next annual

meeting of members and until his successor is appointed, unless such committee shall sooner be terminated or unless such member shall resign or be removed from said committee.

5.04 Chairman: The Commissioner shall appoint one member of each committee created to serve as the chairman of such committee.

5.05 Rules: Each committee may adopt rules for its own government not inconsistent with these By-Laws or the rules adopted by the Board.

6.0 - Manager's Council

6.01 Manager's Council Members: The Manager's Council, hereinafter referred to as the Council, shall consist of the coach, manager and/or appointed representative who is a member of the League. Each team is entitled to one vote and must be present in order to vote.

6.02 Meetings: Meetings of the council shall be held from time to time in conjunction with the meeting of the Board. The Board will call meetings with notice to be given to each member of the Council at least five (5) days prior to the meeting.

6.03 Special Meetings: Special meetings of the Council may be called by one-third ($1/3$) of the Council members with two (2) days notice given to each member of the Council. Special meetings may be held with or without the Board of Commissioners.

6.04 Quorum: Council members at a meeting shall constitute a quorum, provided at least one-half ($1/2$) of the teams are represented.

6.05 Manner of Acting: The act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council.

6.06 Compensation: The Council members shall serve without compensation.

6.07 Duties of Council: The duties of the Council shall be:

- A. To perform any other duties, which the Board may assign the Council.
- B. To approve the League playing schedule prior to the beginning of League play.
- C. To serve as the body to receive grievances from members about players or teams in possible violation of HASL rules and, after hearing the grievance, to bring such grievance to the Board with recommendations of any penalties which may be assessed (this function is not a protest committee for protests involving actual played games).

6.08 Power of Impeachment: Two-thirds ($2/3$) of the Council may impeach a member of the Board of Commissioners for removal from office. Upon impeachment, a vote of two-thirds

(2/3) of the general membership of the League is required for removal of said Board member from office.

7.0 - Rules of Banking

7.01 Checks and Drafts: All checks and drafts or order for payment of money issued in the name of the League or any fund managed by the League shall require one (1) authorized signatures as set forth under the duties of the officers. In the event that the League manages a fund for a specific committee, then the chairperson of that committee may serve as an authorized signatory on such fund if provided for in the resolution creating the committee.

7.02 Deposits: All funds of the League or any fund managed by the League shall be deposited to the appropriate account(s) in such bank(s) as the Board may select.

7.03 Gifts: The Board of Commissioners may accept on behalf of the League any contribution, gift, bequest or device for general purposes or for any special purpose of the League.

8.0 - Amendments of By-Laws

8.01 Amendments: Amendments to the By-Laws may be proposed by any current member of the League by notification in writing to the Board of Commissioners. The By-Laws or any part hereof, may be amended, modified, or repealed at any annual or special membership meeting. When any amendment, change, or modification of the By-Laws is to be proposed at any such meeting, a notice of such meeting containing a recitation of the Procedure or By-Laws to be amended, and including the proposed amendment, shall be communicated to HASL members at least ten (10) days in advance of such meeting. Acceptance of such amendments, shall require an affirmative vote of two-thirds (2/3) of the members present at such meeting, or two-thirds (2/3) of the members who participate in the electronic voting following the annual or special membership meeting.

9.0 - Nomination and Election of Officers

9.01 Qualification of Nominees: Acceptance as a nominee is contingent upon membership in the League. In addition, qualification for the Commissioner and Assistant Commissioner(s) positions include(s): a member of HASL and any other iPride Softball or ASANA member association for at least three (3) years and have served on the HASL Board or as a committee chair position.

9.02 Nomination by Committee: At least thirty (30) days prior to each annual meeting of the members, the Commissioner shall appoint a committee of at least three (3) members to serve as a Nomination Committee. This committee shall nominate or confirm at least one member for each position on the Board to be filled at the next annual meeting. The names of these nominees, as well as the date of the meeting, shall be communicated to each HASL member either personally, by telephone, by e-mail, U.S. mail or by form of electronic

communication, and then the names shall be entered as nominations at the annual meeting.

9.03 Nomination by Members: Any member of the League present at the annual meeting may nominate any member of the League for any position on the Board to be filled at the meeting. Such nomination shall require a second of the nomination for the person to be entered as a candidate for the office. Nominees must meet position qualifications after review by the Nominations Committee.

9.04 Election of Commissioners: The election of commissioners shall take place through electronic voting. Voting will go live immediately following the annual meeting of the members. Voting will close at 11:59pm on the second day after the annual meeting of the members. The Nominations Committee shall serve as the voting officials for the purpose of receiving and counting of votes. The nominee who received a majority of the votes cast for the office shall be declared elected to the office.

9.05 Term of Office: The term of the office shall be two (2) years. The Commissioner, Assistant Commissioner– Women’s, Treasurer, Governance Coordinator and Social Media Coordinator shall be elected in odd-numbered years. The Assistant Commissioner– Open, Secretary, Fundraising/Activities Coordinator and Membership Coordinator shall be elected in even-numbered years. Each officer shall serve until his or her successor has been qualified, elected and assumes the elected office during the yearly transition meeting, unless such officer shall resign or be removed from office. In the event the Commissioner cannot fulfill their duties, the Board members shall appoint a new Commissioner from the two (2) Assistant Commissioners. The Board shall then appoint a new Assistant Commissioner to fill the vacated position.

10.0 – Conflict of Interest

10.01 Organization’s Interest: All duly elected and appointed members of the Board of Commissioners will adhere to the Conflict of Interest Policy as delineated in Appendix One of this Document.

11.0 – Publication

11.01 Publication of the Instruments of Governance: A copy of the By-Laws and Softball Code shall be published annually prior to April first of each year. A copy of each document shall be made available on the HASL website for all HASL members.

APPENDIX ONE

CONFLICT OF INTEREST POLICY

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Heart of America Softball League, Co.) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the

opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy:

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Acknowledgement

1. Each commissioner, coordinator, principal officer and member of a committee with governing board delegated powers it shall be presumed by virtue of HASL emailing and posting on the HASL web page that such person:
 - a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Heart of America Softball League, Co. may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.