

Amateur Sports Alliance of North America

Bylaws

Updated Winter 2019

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Article One: NAME

1.1 Name

The name of this Corporation is "Amateur Sports Alliance of North America," hereinafter referred to as the "Corporation" or "ASANA".

Article Two: PURPOSE/OBJECTIVE/MISSION STATEMENT

2.1 General Purpose

The general purpose for which this Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Public Benefit Corporation Law of Arizona, provided, however, this Corporation shall not engage in acts or activities not in furtherance of the specific purposes set forth in this Article, and provided further, nothing in this Article shall be construed to authorize this Corporation to carry on any activity for the profit of its officers, directors or other persons or to distribute any gains, profits or dividends to any of its officers, directors or other persons as such.

2.2 Specific Purpose

The specific purpose of this Corporation is to be a permanently organized, not-for-profit international organization dedicated to the promotion of amateur athletics for all persons regardless of gender, age, race, creed, religion, national origin, or sexual orientation. However, a special emphasis shall be placed on the participation of Women's+ members of the LGBTQIA community. The Corporation will provide instruction and competition for its members so as to achieve these purposes.

Article Three: NONPARTISAN ACTIVITIES

3.1 Activities

This Corporation has been formed under the Arizona Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

3.2 Restrictions

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above in Bylaw Article 2.

Article Four: DEDICATION OF ASSETS

4.1 General

- A. The property of this Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501 of the Internal Revenue Code.
- B. No part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or officer thereof or to the benefit of any private person.
- C. However, this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public purposes, as long as such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.
- D. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

4.2 Dissolution

- A. The Corporation may be dissolved by a two-thirds vote of the active member Council.
- B. The assets of the Corporation will be distributed in proportional amounts to a 501 (c) 3 organization as designated by a two-thirds vote of the active member Council.

Article Five: MEMBERSHIP

5.1 Classes of Membership

There is one class of membership within ASANA: Association Membership.

5.2 Application for Membership

The application for membership in ASANA must be completed in writing and submitted to the Commissioner prior to the opening of the annual winter meeting of the ASANA Council.

5.3 Association Membership

Upon proper application, payment of dues, and qualification, membership in ASANA will be granted to any association that receives an affirmative vote by two-thirds (2/3) of the current members.

5.4 Association Dues

Each member association shall pay annual dues in a like amount as shall be set forth by the Council at the winter meeting. Fees are payable at the start of the annual winter meeting. (W'09) Failure to meet this requirement will result in penalties as outlined in Bylaw 10.06 A. (S'05)

5.5 Responsibilities of All Member Associations

- A. Register at least thirty (30) eligible playing participants per season. (W'19)
- B. Submit a complete playing schedule within thirty (30) days of the due date, including the playoffs.
- C. Have a defined governing structure and related documentation.
- D. Have a representative attend winter meetings to participate and vote.
- E. Have a representative attend summer meetings to participate and vote.
- F. Pay dues and fines before meetings to be eligible to vote and as defined in this document. (W'09)
- G. Supply information to ASANA as required in this document.
- H. Communicate ASANA Activities, requirements and needs to their organization.
- I. Retain 2 trailing years of scores and schedules on file at all times. The ASANA Board of Directors may request a copy of scores and schedules at any time during the retention period if deemed necessary. (W'17)(W'19)
- J. Membership in the Corporation does not grant any individual or association the right or authority to enter into an agreement with any party on behalf of the Corporation. (W'93)

5.6 Revocation of Membership

An association's Membership in ASANA may be revoked for the following causes:

- A. Failure to register at least thirty (30) eligible playing participants in any given year, by submitting completed player classifications as defined in Code 3.06. (S'97)(W'05)(W'12)(W'19)
- B. Failure to pay dues, fees or fines to ASANA as prescribed in Bylaw 5.04 and Bylaws Article Ten. (S'91)(W09)
- C. Failure to submit a complete playing schedule within thirty (30) days of

the due date, including the playoffs, if any.

- D. Failure to implement a governing structure and related documentation by the first year following acceptance into ASANA. (W'06)
- E. Failure to conform to the spirit of the Amateur Sports Alliance of North America, in the opinion of the Council.
- F. Failure to attend 2 consecutive meetings of Council. (W'03)
- G. All outstanding dues, fees or fines must be paid in full prior to consideration of reinstatement from the Council. (W'06)
- H. Any reinstatement appeal must be reviewed by the Board and the Field and Team Operations violations committee prior to Council review. (W'06)

Article Six: COUNCIL

6.1 Composition of the Council

The Council shall be composed of one voting representative from each association, which is a member of ASANA, and the members of the ASANA Board of Directors.

6.2 Credentials

- A. The voting representative from each association shall furnish proof from their association to the satisfaction of the Commissioner, certifying that they are an officer or director of their association.
- B. Or has been a member of that association continuously from the previous season (as defined by the association's playing schedule on file with the Commissioner).
- C. And that they were selected to act as their association's representative to Council.
- D. Failure to provide satisfactory proof to the Commissioner shall cause that association to lose its vote during the proceedings of the meetings until such proof is provided. (W'91) (W'03)

6.3 Duties of Council

The Council shall be the legislative body.

- A. The duties of the Council at ALL regularly scheduled meetings shall include:
 1. Consider all proposed changes in the instruments of governance. (S'91) (W'03)
 2. Select qualifying tournament host cities as appropriate. (W'03).
Consider other business which may be brought before Council.
 3. Communicate all Council activities, requirements and needs to their respective organizations at the conclusion of the session.

- B. The additional duties of the Council at the annual winter meeting shall also include:
 - 1. Assessment of the annual dues for member associations.
 - 2. Approval of the Annual budget
 - 3. Consider applications from potential new member associations.
 - 4. Nominations and elections of all Directors whose terms shall expire at that meeting. (S'07)
- C. The additional duties of Council at the annual summer meeting shall also include:
 - 1. Nominations and elections of all Directors whose terms shall expire at that meeting. (S'07)
 - 2. Witness the Championship draw at the meeting or by advance conference call. (W'09)
 - 3. Consider applications from potential new member associations.
- D. The duties of Council at any Special meeting shall be limited to the consideration of the business that was the cause for the call of the Special meeting. (W'03)

6.4 **Voting**

- A. Each Council member shall be entitled to one vote on all matters brought before Council at any meeting, with the exception of the Commissioner. (S'91) If a Council member also serves on the Board of Directors they will only receive one vote as a representative of the Board of Directors. (W'16)
- B. Proxy: A Council member may designate a proxy to vote in their place only if that person is a member of their city: (1) a voting delegate from any ASANA member city or (2) an invited guest from the same member city. All parties involved must have been in attendance for fifty percent of that meeting. This Proxy assignment will expire at the end of that current meeting. The use of a Proxy will be limited to once every two calendar years by a member city. Use of a Proxy does not exempt a member city from any and all fines attached to attendance requirements. Any person acting as a Proxy vote may not have a total of more than two votes. (W'16) The Proxy must be in writing and submitted to the Secretary. (W'05) (W'09)
- C. Any Council member present shall be able to make a motion for the Council to consider. (W'14)
- D. Any invited guest present who is also not a Council member shall be able to contribute to discussions brought before the Council; however, this same invited guest cannot make a motion for the Council to consider. (W'14)
- E. In the case of a tie vote, the Commissioner shall be entitled to cast a tie-breaking vote.

Article Seven: DIRECTORS

7.1 Officers

- A. The corporation shall have officers, which shall include: a Commissioner, who will serve as both the Chairman of the Board of Directors and as the Chief Executive Officer, Softball Assistant Commissioner, Flag Football Assistant Commissioner, Secretary, Softball Tournament Director, Director of Softball Field and Team Operations, and a Treasurer, who shall serve as the Chief Financial Officer. These positions shall comprise the Board of Directors.
(W'01)(W'06)(S'06)(W'09)(S'15)(W'19)

7.2 Board of Directors

- A. Each corporate Officer elected in accordance with the procedures set forth in these bylaws shall also serve as a Director, until such time as they are removed, resigned or the term of office expires.
- B. Any officer who leaves office for any reason (including voluntarily) shall simultaneously be removed from the Board of Directors.
- C. ASANA shall have no fewer than 4 and no more than 10 Directors, collectively known as the Board of Directors.
- D. The number of Directors may be changed by amendment of this provision, or by repeal of this provision and the adoption of a new provision as provided in these bylaws. The exact number of Directors shall be fixed, within the limits specified by this Article, by resolution of the Board.
- E. The Board of Directors is hereby empowered to make decisions and act upon them in the best interest of ASANA and report at each meeting to the Council any such activity.
- F. Each corporate Officer, during their time in office, is responsible for ensuring that all corporate documentation created during the course of their duties is sent to the Secretary for archival purposes. Documents include, but are not limited to: contracts, agreements, reports, and meeting minutes. (S'08)

7.3 Powers of the Board of Directors

- A. General Corporate Powers
Subject to the provisions of the Arizona Nonprofit Corporation Law, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, Management Company or committee however composed, provided that the activities

and affairs of the Corporation will be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

B. Specific Powers

Without prejudice to these general powers, and subject to the prior approval of the Council, the Board shall have the power to:

1. Change principal Executive office or business office.
2. Execute items charged to the Board of Directors by the Council.
3. Any contract or other instrument in writing executed or entered into between a corporation and any other person is not invalidated as to the corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the contract or other instrument if it is signed by two individuals who are either (S'08):
 - a) Both the presiding officer of the board of directors and the president.
 - b) Either the presiding officer of the board of directors or the president, and one of the following:
 - (1) A vice-president, secretary, treasurer, Executive director.

7.4 Election of Board of Directors

- A. Nominations: Candidates shall be nominated for each position that is open at that meeting by members of Council. Each member of Council should be prepared to nominate persons from an association and/or ASANA Hall of Fame inductees who are prepared to serve as Directors, consistent with the principles of no conflict of interest and reasonable workload. Candidates must meet the qualification requirements. (W'09), (W'12)
- B. Notifications: Advance written notification in order to run for a Board position is to be made 45 days before the Council meeting to the ASANA Secretary. (W'12). Once the deadline has passed, notification to General Council by email of all candidates running for Executive board positions will be announced within 24 hours. Candidates are allowed to campaign. (W'14) Upon receipt of such written notice, the ASANA Secretary is to notify the rest of the Executive Board within 24 hours of receipt of the written notice as well as reply back to the recipient indicating receipt. (W'13)
- C. Qualifications of Candidates: Each person nominated for a Director position must be a member of an association, which is a current member of ASANA. ASANA Hall of Fame inductees are permanent ASANA members and can run for Directorships. (W'09) Every candidate running for a Board Position must present a summary of their qualifications at the council meeting. (W'17)
- D. Election of Directors: Each Director shall be elected from the candidates

nominated, by a majority vote of the members of Council.

E. Method of Voting:

1. Each Council member, the Softball Assistant Commissioner, Flag Football Assistant Commissioner, Secretary, Treasurer, Softball Tournament Director, Director of Softball Field and Team Operations will cast one vote per position using a secret ballot. (W'06) (S'06) ASANA Hall of Fame inductees have no voting privileges unless an ASANA Board Director or Council member. (W'09) (S'15)
2. An election committee, consisting of two delegates, as chosen by the Commissioner not affected by the outcome of the vote, and one IOG representative, as chosen by the IOG chair, will tally the ballots and report the final winner to the commissioner. (W'05)
3. The Commissioner will announce the winner, which will be confirmed by the committee.
4. A candidate must win by a majority vote.
5. If a board position is sought by only one candidate, the candidate may be declared elected by acclamation unless the Council requests a confidence vote. (W'12)

7.5 Terms of Office

- A. All terms of office shall be for two years. (S'07)
- B. The Commissioner, Flag Football Assistant Commissioner, and Softball Tournament Director shall be elected in the summer meetings in even numbered years. The transition period will take place no later than six weeks from this meeting. (W'08) (S'10)(S'15)
- C. The Softball Assistant Commissioner, Secretary, and Director of Softball Field and Team Operations shall be elected in the summer meetings in odd numbered years. The transition period will take place no later than six weeks from this meeting. (W'08)(S'10)(S'15)
- D. The Treasurer position will be voted on in the even numbered years at the winter meetings, transition effective immediately. (W'08)
- E. Each Director shall serve until their successor has qualified and been elected, unless such Director shall sooner resign or be removed from office.

7.6 Removal from Office

Director may be removed from office by a two-thirds (2/3) vote of Council. Such removal shall take place only if a Director fails to perform or violated the duties required by the office.

7.7 Filling Vacancy of Office

- A. In the event that a Director resigns or is removed from office prior to the end of their term, the vacancy shall be filled by an appointment made by majority vote of the other Directors serving at that time until the next Council meeting when the position will be filled by the Council.
- B. In the event of the Commissioner's resignation or removal, the remainder of the Commissioner's term will be served out by the Softball Assistant Commissioner, and an Acting Softball Assistant Commissioner shall be appointed. (W'86)

7.8 **Duties and Qualifications of the Commissioner**

- A. Preside over all meetings/conference calls of the Board of Directors and of the Council. (S'07)
- B. Direct and enforce the policies of ASANA throughout the membership. (S'07)
- C. Perform duties as may be necessary for the proper and efficient conduct of ASANA. (S'07)
- D. Oversight of the long term planning of ASANA's activities and organizational initiatives. (S'07)
- E. Provide direction for Council and all committees. (S'07)
- F. Provide and respond to membership and Board communications on a timely and regular basis. (S'07)
- G. Optional visit to all cities bidding/existing cities for the ASANA Series to examine facilities: 5 to 10 days per year. (S'07)(W'17)
- H. Responsible for overall planning of ASANA board, winter and summer meetings. (S'07)
- I. Responsible for creation, editing, and execution of host city contract.
- J. Prepare a tentative agenda for the annual winter and summer meetings and distribute them at least ten (10) days prior to the meetings. (W'17)
- K. Provide guidelines for determining sponsorship opportunities for national, World Series and local associations. (S'09)
- L. Responsible for solicitation, coordination, and negotiation of ASANA sponsorship contracts. (S'09)
- M. Work with Business Development Committee on marketing, media relations, communications and advertising plan for ASANA and the World Series. (S'09)(W'17)
- N. Responsible for website creation, overall maintenance and domain acquisitions on behalf of ASANA. Ensure that the host city is provided with necessary information and communications for their website and social media needs. (S'09)(W'17)
- O. Responsible for ordering all ASANA Series awards after Softball Tournament Director and ASANA Board approve of selection. (S'09)

- P. Responsible for procuring the Hotel contracts in working with the Host City and outside contractors, if applicable. (S'08)
- Q. Act on behalf of ASANA in any matter or emergency that is not covered in the Bylaws or Code of ASANA.
- R. Appoint an individual to act as Parliamentarian at each meeting.
- S. Responsible for appointing the ASANA Historian Chair at the Winter meetings for that World Series calendar year. (W'17)
- T. Additional point of contact for any organizations seeking information on joining ASANA working in conjunction with the Secretary and Softball Assistant Commissioner. (W'17)(W'19)
- U. Work with the Treasurer for the planning/creation of the annual budget. (W'17)
- V. Work with Softball Tournament Director and Treasurer to coordinate, negotiate, and finalize umpire contracts prior to ASANA Softball World Series play. (S'08)(S'09)(W'16)(W'17)
- W. Sign checks on behalf of ASANA in consultation with the Treasurer. (S'96)
- X. Act as the tie-breaking vote on issues before Council. (S'02)
- Y. Provides direction on the work of the following committees: (W'17)
 - 1. Business Development
 - 2. Historian

Qualifications of Nominated Candidate: (W'12)

Candidate must meet at least 6 of the 8 following criteria to be nominated for office: (W'17)

1. Hold an ASANA Board position for a minimum of two years through ASANA Series.
2. Held position of Host City Director for an ASANA Softball World Series.
3. College degree (MBA, MS, BS, BA or Associates) or Certificate in Management, Marketing or Finance or related business education.
4. Professional occupation or experience in Business Management, Corporate Leadership, Sales & Marketing, Finance or related business fields (i.e. Law, Real Estate, Human Resources) in a managerial role within the last 3 years.
5. Contract management experience.
6. Served at least one term as an executive board member of their local league. (W'17)
7. Held a management position in a non-profit organization within the last 3 years.

8. Held a leadership position in an ASANA standing committee for two years or been on two committees for two years and made significant contributions. One of these committees must be the Business Development committee. (W'17)

In addition, the candidate must present a three-year plan at the Summer Meeting once the nomination is accepted. A letter of recommendation from a local league board or another valuable reference plus three (3) reference names, email addresses and phone numbers must be sent 30 days prior to the Summer Meetings to the secretary and election committee chair. (W'17)

7.9 **Duties and Qualifications of the Softball Assistant Commissioner**

- A. Serve as Acting Commissioner in the event of the Commissioner's inability to act. The individual in office shall serve as the Commissioner if the Commissioner resigns or is removed from office.
- B. Responsible for obtaining RFP's such as but not limited to concessions, vendors, merchandising, photography and in working with the Softball Tournament Director on the field agreements and Director of Softball Field and Team Operations on logistical needs. (S'08)(S'09)
- C. Oversee the operation and execution of the ASANA Softball World Series and work with the Softball Tournament Director and the Director of Softball Field and Team Operations to ensure a successful event. (S'07)(S'09)(W'10)
- D. Works in conjunction with Host City Committee Chair to ensure adequate planning meetings and milestones are met according to Host City contract. (W'17)
- E. Acts as World Series Committee Chair during ASANA hosted Series. (W'17)
- F. Set and manage a master schedule for the ASANA Softball World Series event and all activities associated with said event. (S'07)
- G. Works in conjunction with Treasurer to ensure that ASANA Softball World Series expenses are within budgeted limits. (W'98)(W'17)
- H. Assist in seeking, assessing and qualifying possible new member cities league teams and work with the Director of Softball Field and Team Operations and the Softball Tournament Director to properly place said teams within the ASANA structure. (S'07)(S'08)(W'10)
- I. Post-World Series report on the overall status of the past event for learning and planning purposes. (S'07)
- J. Sign checks on behalf of ASANA in consultation with the Treasurer. (W'97)
- K. Oversees and ensures work is being done by all committees and is responsible for putting all committee meetings on the master calendar.

(W'17)

- L. Vote on issues before Council. (S'02)
- M. Provides direction on the work of the following committee:
 1. Fundraising

Qualifications of Nominated Candidate: (W'17)

Candidate must meet at least 6 of the 8 following criteria to be nominated for office: (W'17)

1. Hold an ASANA Board position for a minimum of two years through an ASANA Softball World Series. (W'17)
2. Held a leadership position of a Host City Committee for an ASANA Softball World Series. (W'17)
3. College degree (MBA, MS, BS, BA or Associates) or Certificate in Management, Marketing or Finance or related business education. (W'17)
4. Professional occupation or experience in Business Management, Corporate Leadership, Sales & Marketing, Finance or related business fields (i.e. Law, Real Estate, Human Resources) in the last 3 years. (W'17)
5. Contract management experience and task and scheduling management. (W'17)
6. Held a leadership position in local league. (W'17)
7. Held a leadership position in a non-profit organization. (W'17)
8. Held a leadership position in an ASANA standing committee for two years or been on two committees for two years and made significant contributions. One of these committees must be the Fundraising committee. (W'17)

In addition, the candidate must provide a letter of recommendation from a local league board or another valuable reference plus three (3) references names, email addresses and phone numbers. These must be sent 30 days prior to the Summer Meetings to the secretary and election committee chair. (W'17)

7.10 Duties and Qualifications of the Flag Football Assistant Commissioner (W'19)

- A. Lead efforts to recruit Flag Football associations and teams to attend the ASANA Bowl.
- B. Oversee the operation and execution of the ASANA Bowl.
- C. Manage scheduling and bracketing of the ASANA Bowl
- D. Works in conjunction with Host City Committee Chair to ensure adequate planning meetings and milestones are met according to Host

City contract.

- E. Assist the Commissioner on RFP's for field agreements, logistical needs, concessions, vendors, merchandising and photography.
- F. Ensure adequate volunteers, storage of supplies and all tactical issues on an ongoing basis, prior to and during the ASANA Bowl.
- G. Set and manage a master schedule for the ASANA Bowl and all activities associated with said event.
- H. Works in conjunction with Treasurer to ensure that ASANA Bowl expenses are within budgeted limits.
- I. Prepare a post-ASANA Bowl report on the overall status of the past event for learning and planning purposes.
- J. Appoint a Referee in Charge (RIC) at the Winter meeting. Work with the Commissioner and Treasurer on Referee contracts. Point of contact for Referee in Charge and ensuring umpires are adequately scheduled.
- K. Scheduling and running the managers meeting.
- L. Attendance at the ASANA Bowl Referee Meeting.
- M. Prepares documentation regarding ASANA Bowl rules.
- N. Responsible for all final ASANA Bowl brackets and standings and providing a final copy to the Secretary for placement in the corporate records.
- O. Inform the Board of any teams not meeting notification deadlines; teams withdrawing; team forfeits; managers not attending meetings and any related areas as set within the established ASANA deadlines along with the associated fines.
- P. Sign checks on behalf of ASANA in consultation with the Treasurer.
- Q. Provides direction on the work of the following committee:
 - 1. Flag Football

Qualifications of Nominated Candidate:

Candidate must meet at least 4 of the 6 following criteria to be nominated for office:

- 1. College degree (MBA, MS, BS, BA or Associates) or Certificate in Management, Marketing or Finance or related business education.
- 2. Professional occupation or experience in Business Management, Corporate Leadership, Sales & Marketing, Finance or related business fields (i.e. Law, Real Estate, Human Resources) in the last 3 years.
- 3. Contract management experience.
- 4. Task and scheduling management experience.

5. Held a leadership position in local league.
6. Held a leadership position in a non-profit organization.

In addition, the candidate must provide a letter of recommendation from a local league board or another valuable reference plus three (3) references names, email addresses and phone numbers. These must be sent 30 days prior to the Summer Meetings to the secretary and election committee chair.

7.11 **Duties and Qualifications of the Secretary**

- A. Maintain, distribute and archive all minutes for all Executive Council meetings and Conference Calls. Minutes will be distributed to the Board within 7 days for calls and 14 days for meetings. Minutes will also be posted to the web site commissioner area for board calls within 7 days and board meetings within 14 days. (S'08)(W'10)
- B. Record, maintain and archive minutes of all ASANA meetings of the Board of Directors and of the Council and be responsible for recording, duplicating and distributing said minutes as defined by Bylaw 7.10D. (W'07)
- C. Maintain an electronic copy of the Constitution, Bylaws, Code, and related Procedures of ASANA and an electronic copy of the amendments to each. Prepare and deliver to Council revised pages of each of the Instruments of Governance, which reflect any amendments passed during such council meeting. (S'08)
- D. Responsible for facilitation of following documentation approval procedure:
 1. The Secretary has 45 days post Council meeting to draft the meeting minutes, compile all motions and committee reports and issue them to the Board of Directors and all Committee Chairs for review and approval. The Board of Directors and all Committee Chairs have 10 days to complete such review and issue an approval or proposed corrections back to the Secretary. (W'07)
 2. Once the Board of Directors and Committee Chairs have completed this review the Secretary has 7 days to make all approved changes to the meeting documentation. (S'08)
 3. Once all approved document changes have been made, the Secretary is responsible for issuing the draft documents, containing all approved changes, back to the Board of Directors and the IOG committee for final review and approval. The Board of Directors and IOG Committee have 15 days to approve all changes. (W'07)
 4. Once the Board of Directors and IOG Committee approve all changes

the Secretary has 7 days to issue all final meeting documents to Council. (W'07)

5. The Secretary will then update the IOG documents with the IOG committee's assistance if needed and will issue these documents to the Board of Directors within 45 days. The Board of Directors has 7 days to make any corrections. Any corrections will be done by the Secretary and then sent to IOG. IOG has 7 days to review. IOG documents will then be sent to the Board for final approval and after 7 days will be distributed to Council. (S'08)
- E. Responsible for the web site corporate document area. (S'08)
- F. Coordinate social media efforts, which include serving as the administrator, responding to any messages, and posting to these media as requested. (W'17)
- G. Responsible for revising the due date list along with Board input after the Council meetings and distributing the due date list to Council. (S'08)
- H. Responsible for distributing to Council all ASANA communication to include but not limited to Corporate and informational documents; memo's; RFP's; Surveys; etc. (S'08)
- I. Maintain historical files of all corporate documents to include but not limited to signed and unsigned Corporate documents; RFP's; Host City Contracts; Sponsor Agreements; Hotels, Cars, Airlines Agreements; Field and ASANA Series Related Agreements such as Concessions, Merchandising, Photography; Roster files and log in information; applicable Board and representative memo's; Financials; Tax Returns, Insurance; ASANA Series results, etc. (S'08)
- J. Procure ASANA Series and Board Insurance yearly. Obtain the additional insurance certificates for the ASANA Series. Work with Softball Tournament Director to ensure individual teams have USA Softball sanctioned team cards. (S'08)
- K. Notify cities officially by email or certified mail of fines, penalties, etc. that have been imposed before the meetings and of fines, penalties, etc. imposed during or after the meeting that the secretary receives from the respective Board member and/or Committee's. (S'08)
- L. Upon receipt of written notice of intent to run for any Executive board positions, notify the rest of the Executive Board within 24 hours of receipt of the written notice as well as reply back to the recipient indicating receipt. Notification to run is due 45 days prior to the Council meeting; once the deadline has passed, notification to general Council by email of all candidates running for Executive board positions will be announced within 24 hours by email. (W'14)
- M. Maintain a current list of all member associations, their representatives, and email and mailing addresses.

- N. Point of contact for any organizations seeking information on joining ASANA working in conjunction with the Softball Assistant Commissioner and Flag Football Assistant Commissioner. (S'08)(W'19)
- O. Seek, assess, and qualify possible new member cities/league teams and work with the Softball Assistant Commissioner and Flag Football Assistant Commissioner to properly place said teams within ASANA structure. (S'07)(W'10)(W'19)
- P. Publishes, a list of all tournaments sponsored by ASANA member associations, based on information provided by such member associations at the Winter meeting. (W'96)(W'10)(W'17)
- Q. Works in conjunction with Treasurer to ensure expenses are within budgeted limits. (W'17)
- R. Distribute electronically one set of playing rosters to the host city, at least 10 days prior to ASANA Series event, if applicable for host city registration use. (S'01)(S'07)
- S. Vote on issues before Council. (S'02)
- T. Provides direction on the work of the following committees:
 - 1. Instruments of Governance
 - 2. Membership (S'08)

Qualifications of Nominated Candidate: (W'17)

Candidate must meet 4 of the 6 following criteria to be nominated for this office:

1. Minimum of four years of experience in maintaining or creating, distributing and archiving all minutes, reports, organizational and other documents for their local league softball board or for their workplace and/or for a non-profit organization. (W'17)
2. Held a leadership position in an ASANA standing committee for two years or been on two committees for two years and made significant contributions. One of these committees must be the IOG committee. (W'17)
3. College degree (MBA, MS, BS, BA or Associates) or equivalent related professional experience of at least four years in administrative matters. (W'17)
4. Must be able to type at a reasonable speed and participate and listen in on meetings and calls. (W'17)
5. Must have experience in meeting protocols, creating motions and comprehending ASANA organizational documents. (W'17)
6. Must have a flexible schedule to be able to be on Board and committee conference calls and attend meetings. (W'17)

In addition, the candidate must provide a letter of recommendation from a local league board or another valuable reference plus three (3) references names, email addresses and phone numbers. These must be sent 30 days prior to the Summer Meetings to the secretary and election committee chair.
(W'17)

7.12 Duties and Qualifications of the Treasurer

- A. Responsible for all tasks associated with all funds of ASANA. (S'07)
- B. Receive all money due and payable to ASANA and give receipts for said moneys within 30 days. (W'96)
- C. Deposit all ASANA moneys, within 7 days of receipt, in such bank or banks, as the Treasurer shall select with the advice and consent of the Board of Directors. (S'87) (W'96) (S'10)
- D. Maintain, prepare and publish financial statements and reports for both the winter and summer meetings. (S'07)
- E. Develop with the Finance Committee and present to Council at each annual winter meeting a projected annual budget.
 - 1. It must include categories outlined in section 10.01 of these Bylaws, with projected income based on reasonable fees to be assessed each member association. (W'91)
- F. Inform the Board of any dues; membership; delegate; team fee violations and related late fees associated with established ASANA deadlines. Report the above violations received from the Committees to Council at each meeting. (W'09)(W'10)
- G. Acts as co-signature on the UIC contract. (W'17)
- H. Make payment to all umpires and UIC. (W'17)
- I. Maintain appropriate financial accounting software to facilitate accountability. (W'08)
- J. Provide year to date financial statements (income statement and balance sheet; budget to actual) with a detailed general ledger to delegates quarterly in addition to 2 weeks prior to the Council meetings. (W'08) (S'10) These reports will be sent to the Board and finance committee monthly. (W'12) Provide bank statements and credit card statements to the Executive board and finance committee on a monthly basis either by email or by online access. (W'14)
- K. Timely file and oversight/preparation of all required federal and state returns, documents and forms. (W'08)
- L. Responsible for the ASANA credit card property form. (W'17)
- M. Responsible for the ASANA property acceptance form. (W'17)
- N. Sign checks on behalf of ASANA. (S'96)
- O. Works in conjunction with all executive board members to ensure that expenses are within budgeted limits. (W'17)

- P. Vote on issues before Council. (S'02)
- Q. Provides direction on the work of the following committee:
 1. Finance Committee

Qualifications of Nominated Candidate:

Candidate must meet 6 of 8 of the following criteria to be nominated for office: (W'17)

1. Minimum of four years of experience in maintaining, recording, handling, and documentation of all monetary transactions for their local league board. (W'17)
2. Minimum of four years of experience in maintaining, recording, handling, and documentation of all monetary transactions for their workplace and/or for a non-profit organization. (W'17)
3. Held a leadership position in an ASANA standing committee for two years or been on two committees for two years and made significant contributions. One of these committees must be the finance committee. (W'17)
4. College degree (MBA, MS, BS, BA or Associates) which included accounting classes or equivalent related professional experience of at least four years in the accounting and finance area. (W'17)
5. Must have experience in spreadsheets, financial software, and preparing financial reports such as budgets, cash flows, and financial statements. (W'17)
6. Understanding of tax reporting for nonprofits. (W'17)
7. Experience in setting up bank accounts.
8. Experience in handling credit cards and other online type payments. (W'17)

In addition, the candidate must provide a letter of recommendation from a local league board or another valuable reference plus three (3) references names, email addresses and phone numbers. These must be sent 30 days prior to the Summer Meetings to the secretary and election committee chair. (W'17)

7.13 Duties and Qualifications of the Softball Tournament Director

- A. Serve as the Tournament Director of the ASANA Softball World Series and responsible for the overall operation and execution of the tournament.
- B. Manage scheduling and bracketing of ASANA Softball World Series play. (W'08)(W'10)

- C. Oversee the contracting and scheduling of the facilities for the ASANA Softball World Series working with the host city to make sure all field needs and issues are met. (W'08)
- D. Maintain communications with Director of Softball Field and Team Operations and Host City liaison field marshals to ensure adequate volunteers, storage of supplies (including softballs) and all tactical issues on an ongoing basis, prior to and during the Series. (S'09)
- E. Appoint an Umpire in Charge (UIC) at the Winter meeting. Work with the Commissioner and Treasurer on Umpire contracts. Point of contact for Umpire in Charge and ensuring umpires are adequately scheduled. (S'09)(W'16)
- F. Scheduling and running the managers meeting.
- G. Attendance at the ASANA Softball World Series Umpire Meeting.
- H. Prepares documentation regarding ASANA Softball World Series rules.
- I. Host discussions prior to Winter meetings with UIC or qualified USA Softball umpire to address any USA Softball rule changes for the year. (W'16)
- J. Notifies Council of revisions to the ASANA Softball World Series rules that will be proposed at the Winter meetings; any updates made will be provided to Council 30 days before the ASANA Softball World Series.
- K. Responsible for the procedures on scorecards, scores, bracket postings and distribution of umpire cards and score team cards. (S'09)
- L. Responsible for all final ASANA Softball World Series brackets and standings and providing a final copy to the Secretary for placement in the corporate records. (S'08)(W'10)
- M. Inform the Board of any cities or teams not meeting notification deadlines; teams withdrawing; team forfeits; additional berths allowed; managers not attending meetings and any related areas as set within the established ASANA deadlines along with the associated fines. (W'09)
- N. Sign checks on behalf of ASANA in consultation with the Treasurer. (W'10)
- O. Works in conjunction with Treasurer to ensure that expenses are within budgeted limits. (W'17)
- P. Vote on issues before Council. (S'07)
- Q. Responsible for working with the Director of Softball Field and Team Operations to ensure that the protest process, as outlined in the ASANA Code, is followed. (W'18)

Qualifications of Nominated Candidates: (W'12)

Candidate must meet 3 of 5 of the following criteria to be nominated for office: (W'17)

1. Minimum of four years of experience in managing, scheduling,

seeding, bracketing and posting a USA Softball or comparable sanctioned softball tournament for their local softball league and/or other softball related entities. The tournament must be multi day (at least 2 days) with over 20 teams, which includes pool play and varying tournament bracketing. (W'17)

2. Held a leadership position in an ASANA standing committee for at least two years or been on two committees for two years and made significant contributions. One of these committees must be the Field and Team operations committee. While on the field and team operations committee you worked on registration, field operations, protest work, etc. (W'17)
3. College degree (MBA, MS, BS, BA or Associates) or equivalent related professional experience of at least four years in administrative matters. (W'17)
4. Contract and negotiation experience of at least four years in obtaining fields, umpires and related items needed for a tournament. (W'17)
5. Experience in USA softball I rules or comparable based on ASANA's needs. (W'17)

In addition, the candidate must provide a letter of recommendation from a local league board or another valuable reference plus three (3) references names, email addresses and phone numbers. These must be sent 30 days prior to the Summer Meetings to the secretary and election committee chair. (W'17)

7.14 Duties and Qualifications of the Director of Softball Field and Team Operations

- A. Work with qualifying tournament committees to assist in the review and verification of submitted tournament rosters. (S'07)
- B. Oversee the teams and players participating at the World Series, working with the Softball Assistant Commissioner and the Softball Tournament Director to ensure a successful event.
- C. Work with leagues to assure proper division placement and classification of teams prior to entry into World Series competition.
- D. Monitor team's level of play to make sure all teams are playing in the appropriate division at the ASANA Softball World Series.
- E. Work with league representatives to ensure properly submitted rosters within ASANA database.
- F. Identify incorrect roster submissions and move to correct prior to the start of the ASANA Softball World Series. (W'10)
- G. Establish an ASANA Softball World Series team/player registration

- process before the World Series begins and organize and coordinate such during the World Series. (W¹⁰)
- H. Responsible for creation, modification and revision of guidelines of penalties for associations in relation to misclassification at ASANA Softball World Series.
 - I. Ensure reclassification information is correctly noted in the database at the conclusion of World Series competition. (W¹⁰)
 - J. Provide the Official World series rosters and cities database to the secretary at the conclusion of the Series for placement in the corporate records. (W¹⁰)
 - K. Inform the Board of any late playing schedules; late roster submissions; inadequate roster submissions; World Series roster issues; appeals and any fines due to such and related series fines as set within the established ASANA deadlines. Report such fines to the Treasurer prior to meetings. (W⁰⁹)(W¹⁰)
 - L. Responsible for facilitating quotes for all additional tASANA Softball World Series support items in conjunction with the Host City Committee (water, ice and containers, golf carts, first aid supplies, mobile communications, storage, rest rooms, etc.) (S¹⁵)
 - M. Work with the Softball Tournament Director to identify needs of fields, ongoing communication with appropriate personnel to include but not limited to: contract and field maintenance, balls, tents, tables, chairs, restroom facilities, umpire space, scheduling and protest space, and ASANA officer space. Managing all logistical responsibilities related to the event to create a field ambiance. (S¹⁵)
 - N. Coordinate with both ASANA and Host City, regarding ASANA Softball World Series logistics, such as water, security, first aid, clean up, umpire needs, vendor manager, banner placement, registration needs, scheduling and staffing field volunteers, Umpire in Charge (UIC) secondary point of contact, and award management on site. Work with Host city liaison field marshals to ensure adequate volunteers, storage of supplies, and tactical issues on an ongoing basis prior to and during the Series. (W¹⁷)
 - O. Review ASANA Softball World Series schedule to ensure accuracy. (S¹⁵)
 - P. Maintain ASANA Player database or other methods approved. (W¹⁴)
 - Q. Works in conjunction with Treasurer to ensure that expenses are within budgeted limits. (W¹⁷)
 - R. Vote on issues before Council. (S⁰⁷)
 - S. Provides direction on the work of the following committee:
 - 1. Field and Team Operations
 - T. Responsible for working with the Softball Tournament Director to ensure that the protest process, as outlined in the ASANA Code, is followed. (W¹⁸)

Qualifications of Nominated Candidate: (W'17)

Candidate must meet 4 of 6 of the following criteria to be nominated for office: (W'17)

1. Minimum of four years of experience in managing spreadsheets and local league player and team ratings and local league team and player database through the ASANA database as your local league rep and/or USA Softball/USSSA/Sports Management company. (W'17)
2. Held a leadership position in an ASANA standing committee for at least two years or been on two committees for two years and made significant contributions. One of these committees must be the Field and Team Operations committee. While on the field and team operations committee the candidate must have worked on registration, field operations, protest work, etc. (W'17)
3. Minimum of two years' day-to-day operational experience with a local league and/or USA Softball/USSSA/Sports Management company.
4. College degree (MBA, MS, BS, BA or Associates) which included computer classes or equivalent related professional experience with databases of at least four years. (W'17)
5. Minimum of two years' experience in softball facility type management, which includes (but not limited to) scheduling volunteers and team registration. (W'17)
6. Experience with managing at least two multi-day events.

In addition, the candidate must provide a letter of recommendation from a local league board or another valuable reference plus three (3) references names, email addresses and phone numbers. These must be sent 30 days prior to the Summer Meetings to the secretary and election committee chair. (W'17)

7.15 Compensation

- A. Directors, officers and members of committees may receive compensation, if any, for their services, and reimbursement of expenses, as may be determined by budgetary item(s) approved by the Council to be just and reasonable.
- B. Directors may be compensated for rendering services to the Corporation in a capacity other than director, provided such compensation is reasonable and further provided that not more than 49% of the persons serving as directors may be "interested persons", as defined in applicable section of the Arizona Nonprofit Public Benefit Corporation Law or any

successor provision. "Interested Persons" means:

1. Any person currently being compensated by the Corporation for services rendered it within the previous 12 months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
 2. Any brother, sister, ancestor, descendant, spouse, significant other, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- C. Non-Monetary Compensation ^(W'07)
3. Complimentary hotel lodging rooms will be distributed as follows:
^{(W'07) (W'19)}
 - a) Commissioner
 - b) Softball Tournament Director
 - c) Softball Assistant Commissioner
 - d) Flag Football Assistant Commissioner
 - e) Secretary
 - f) Treasurer
 - g) Director of Softball Field and Team Operations
 4. In the event an assigned room is not occupied by the designee, the room shall be returned to the Executive Board and distributed at their discretion as follows:
 - a) ASANA Series umpires
 - b) ASANA Series Host City
 5. Sponsor Material Donations must be used for the sole benefit of the World Series.
 - a) Fundraising (raffles, auctions, etc.)
 - b) Awards (in lieu of trophies)
 6. At no time will unauthorized ASANA Series awards be presented, including merchandise awards that can be converted into money by a recipient. ^(p)

7.16 Liability

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, with the exception of gross misconduct.

Article Eight: MEETINGS

8.1 Council Meetings

- A. The location of the winter meeting will be determined by the Council at the previous summer meeting.
- B. The location of the summer meeting will be in the same place as the host

site for that year's ASANA Softball World Series. (S'91)

8.2 Winter Meeting

- A. The annual winter meeting of Council shall be held before March 31 (excluding Super Bowl weekend) in each year (W'08). The purpose of the meeting shall be that as outlined for Council in Article 6.03 of these Bylaws.
- B. One voting representative from each member association shall be in attendance at this meeting.

8.3 Summer Meeting

- A. The annual summer meeting of Council shall be held in conjunction with the annual ASANA Softball World Series. The purpose of the meeting shall be that as outlined for Council in Article 6.03 of these Bylaws. (W'09)
- B. One voting representative from each member association shall be in attendance at this meeting.

8.4 Notice of Winter and Summer Meetings

- A. Written or printed notice stating the date, time, and place of each meeting with a proposed agenda shall be delivered to all members either personally, by e- mail or by mail at least thirty (30) days prior to the opening of such meeting. (S'91)

8.5 Special Meetings

- A. Special meetings of Council may be called by a majority vote of the Board of Directors or of the members of Council, with notification to all members of Council having been given. Such Special meetings may be held in person or by conference telephone call.

8.6 Notice of Special Meeting

- A. In the event of a Special meeting being held in person, written or printed notice stating the date, time, place, and purpose of the meeting shall be delivered either personally, by email or by mail at least thirty (30) days prior to the meeting.
- B. In the event of a Special meeting being held by conference telephone call; notice either by telephone or telegram shall be given at least 72 hours in advance of the conference call.

8.7 World Series Bidding Process

- A. A member city wishing to bid for a World Series must submit a Notification of Intent to Bid by December 9th, at least two (2) year(s)

- prior to hosting a WS. The bid agreement must be signed. The bid agreement will specify the funds that need to be raised which will include more than opening and closing events. (W'16)
- B. A refundable bid fee must be submitted upon Notification of Intent to Bid. Bid fee to be determined by the Board on a year to year basis and announced to the Council prior to Notification of Intent to bid deadline. Notification of intent submissions are not subject to future changes in fee. The fee will be refunded only if a member city is not awarded the bid. (W'14)
 - C. The ASANA Softball World Series must not be held over the following religious holidays: Christmas, Easter, Rosh Hashanah, Yom Kippur, Passover, Ramadan. (W'19)
 - D. The Board will complete a Preliminary Review within one month following the submission of a Notification of Intent to Bid if the series is in two years otherwise, an agreed upon date. (W'16)
 - E. Approval to present a bid at the Council Meeting will be awarded by the ASANA Board one week following completion of the review.
 - F. The ASANA Board must notify all delegates of bid locations and dates being presented at a Council Meeting 30 days prior to the meeting. (W'19)
 - G. Cities awarded a bid will present their Host City presentation to the Board and delegates at the winter meetings two years out from the series being bid for. (W'16)
 - H. Voting will take place once presentations have been completed via a secret ballot as set for in By-Laws section 6.04.
 - I. In the case of a single bid, a presentation and vote must be taken. No city shall be awarded a WS by acclamation alone. Upon the Board's discretion, an extension of Notification of Intent to Bid may be awarded.
 - J. Associations awarded the ASANA Softball World Series must sign a letter of intent to fulfill all World Series Hosting obligations at the Council meeting at the time of the awarded bid. (W'14)
 - K. If no Notifications of Intent to Bid have been submitted or no member city has won by a majority vote, the Board shall take on the responsibility of hosting a WS partnering with a member or non-member city. If a member city bids and does not win by a majority vote a re-vote will be done. If still no majority then the highest vote will win the bid. (W'16)
 - L. Host City Contract to be signed within 60 days of bid award. (W'14)
 - M. Associations awarded the ASANA Softball World Series must fulfill all obligations as specified in the bid as originally accepted unless other changes are accepted by the ASANA Council at a meeting prior to the start of the tournament in question. (p)
 - N. Host City will provide written financial reports to the ASANA board on a monthly basis. Reports will include a General Ledger, all World Series

related financial statements, sponsorship monies, fundraising monies, donations received, and in-kind donations, etc. Reports should include any financial activities; income, expenditures, planned expenditures, budgeting items, etc. (W'14)

- O. Failure to fulfill all obligations may result in the probation of the local association conducting the tournament and its Council representative for a period of one year. (S'91p) Follow the cancellation clause as provided in the Host City Agreement. (W'14)
- P. Associations awarded the ASANA Softball World Series must designate three (3) members to participate in the Arbitration Committee. The Host City committee members must be members in good standing in the Host City Association and be named within fifteen (15) days from the time the agreement is signed by both parties. The Arbitration Board should not include anyone currently serving on an Arbitration Committee, Board, or from the Series Host City Committee. (W'14)
- Q. The ASANA board will designate three (3) members to participate in the Arbitration Committee. The ASANA Council committee members must be active voting delegate members of ASANA and be named at the Council meeting in which the bid is awarded to the Host City. (W'14)
- R. At the next regular meeting of Council after the close of any championship of ASANA Softball World Series, the host city shall be required to present a final financial summary and financial statement of the event. (p)

8.8 Quorum

A quorum for any meeting of the Council shall be constituted by the attendance of the voting representatives of a majority of the members of ASANA.

8.9 Governing Documents

All Council meetings will be governed by the rules set forth in Robert's Rules of Order, version and publisher to be determined by the Commissioner. (W'88) (W'02)

Article Nine: FISCAL YEAR

9.1 Fiscal Year of Corporation

The fiscal year of ASANA shall begin on the first day of January and end on the last day of December. (S'87)

Article Ten: BUDGET, DUES, FEES & PENALTIES

10.1 Budget

- A. The Treasurer shall prepare and present at each winter meeting of the Council a projected operating budget for the year. The budget will include the following items:
1. Funds for reasonable transportation and accommodation expenses for the Directors to attend the Winter and Summer meetings of Council, scheduled Board meetings and the World Series. (W'03)
 2. Funds for reasonable telephone, postage, printing, secretarial expenses and miscellaneous office supplies, and other items for Committees as provided for in the resolution, which created such committees.
 3. Funds for reasonable telephone, postage, printing, secretarial expenses, and miscellaneous office supplies for Directors.
 4. Umpire fees for the ASANA Softball World Series as set by the UIC Contract prior to the World Series. (W'09)(W'17)
 5. Funds for a stipend to be awarded to the Umpire in Chief, in an amount to be determined by the Council at each winter meeting. (W'91)
 6. Funds for game balls for the ASANA Series. (W'91)(S'97)
 7. Funds for reasonable field expenses for the ASANA Series. (S'01)

10.2 Approving Budget, Dues, Fees & Fines

- A. The Treasurer, with the Finance Committee, shall propose to Council a budget with a corresponding fee schedule, and some possible alternative budget/fees.
- B. The Council will approve the combined budget/fees by a two-thirds (2/3) vote of all Council members (not of quorum).

10.3 Reimbursements

- A. Any requests for reimbursement from the ASANA must be submitted to the Treasurer on an official Expense Report form with proper itemized documentation attached. Any form not properly submitted shall be returned to the requester for proper completion. (W'97)
- B. Expense reports and receipts must be submitted within 90 days of the last day of the event or reimbursement will be forfeited. (W'03)
- C. If a check is not cashed or posted within 365 days, it is void by bank rules. A replacement check will not be issued. (W'03)

10.4 Changes to the Budget

- A. The Council may upon submittal of the Projected Annual Budget or at some future date during the regular League Season, adjust or change the Budget as necessary by a majority vote of a Council Meeting, except for team and/or individual dues or fees.

10.5 Annual Association Dues

- A. The Council shall determine at the winter meeting each year the amount of fees, if any that shall be required to be paid by each member association of ASANA.
- B. A PNC does not have to pay membership dues until it becomes a member, even if it has a team participating in a World Series prior to bidding for membership. (W'07)

10.6 Annual Association Penalties

- A. Failure to Pay Association Dues - Failure to pay the deposit of the annual dues during the course of the winter meeting will result in:
 - 1. A fine.
 - 2. Loss of voting privileges until the deposit is paid, and/or
 - 3. Probation for a period of one year. (S'91)(W'97)(W'01)
- B. Winter Meeting Attendance
 - 1. Failure to attend the winter meeting will result in a fine and loss of voting privileges until the fine is paid.
 - 2. Failure to attend by a member association currently on probation may result in revocation of membership. (W'97)(W'03)
- C. Summer Meeting Attendance - The annual summer meeting of Council shall be held in conjunction with the annual ASANA Softball World Series. (W'14)
 - 1. Failure to attend the summer meeting will result in a fine and loss of voting privileges until the fine is paid.
 - 2. Failure to attend by a member association currently on probation may result in revocation of membership. (W'97)(W'03)
- D. Consecutive Meeting Attendance (W'14)
 - 1. Failure to attend consecutive meetings will result in a fine of \$750 and a loss of voting privileges until the fine is paid.
 - 2. Failure to attend by a member association currently on probation may result in revocation of membership.
 - 3. Appeals can be made to the Executive board with a majority board voted needed to revise the decision.

10.7 World Series Participation Association Fees

- A. Single Team Fees

1. The fee for a member association to send one team to participate in the World Series must be submitted with the sender's receipted acknowledgment by June 1 or as specified in the Due Date document. (W'11)

B. Additional Team Fees

1. The fees for a member association to send an additional team(s) to participate in the World Series must be submitted with the sender's receipt acknowledgement by July 15 or as specified in the Due Date document. (W'11)
 2. Associations will be required to pay fees for all additional teams that are sent to the series, which includes prior years champions, additional berths, petitioning teams, etc. (W'09).
 3. A PNC has to pay a team fee. (W'07).
- C. All World Series team fees are due to the Treasurer by July 15 of each year or as specified in the Due Date document by certified letter or some traceable method. (W'11)**

10.8 Registration Operating Fee

- A. All persons listed on an ASANA roster participating in World Series play may be required to pay a Registration Operating fee at the time of team check in. (W'97)(W'09)**

10.9 World Series Participation Penalties

A. Single Team Deadline (W'11)

1. Failure to make this payment by June 1 or as specified in the Due Date document will result in a fine with loss of voting privileges and or probation until the fee is paid.
2. Associations currently on probation who fail to make this payment by June 1 or as specified in the Due Date document will have their membership revoked.
3. Associations currently on probation who fail to pay this fee by July 15 or as specified in the Due Date document will have their membership revoked. (S'91)(W'97)(W'02)

B. Additional Team Fees (W'11)

1. Failure to pay such additional team fees by July 15 or as specified in the Due Date document will result in probation, with a loss of voting privileges until the fees and fines are paid.
2. Failure to pay the additional team fees by the beginning of the summer meeting will result in revocation of membership.

C. Host City Teams (W'11)(W'16)

1. Failure to pay team fees by July 15 or as specified in the Due Date document will result in a fine and/or probation, with loss of voting

- privileges until the fee is paid.
2. Failure to pay team fees by the beginning of that summer meeting will result in revocation of membership. (W'94)(W'97) (W'03)
- D. Failure to Notify ASANA Softball World Series Participation: (W'11)
1. Failure to notify the Softball Tournament Director verbally or in writing on or before July 15 or as specified in the Due Date document of that member association's inability to send a team to the World Series shall result in a fine and/or probation. (S'97)
 2. Failure to send the number of declared teams after the July 15th deadline or as specified in the Due Date document will result in a fine and/or probation. Team fees become non-refundable. (S'97) (S'02)
 3. In addition, failure to notify the Softball Tournament Director of such inability to send a team prior to the commencement of the summer meetings shall result in revocation of membership. For purposes of this section, notice shall be deemed effective upon receipt. (W'90) (S'91) (W'93) (W'97) (S'97)
- E. Reclassifications: (S'08)
1. If a protest is upheld, the fine for an improperly submitted roster will be assessed to the city that submitted that roster. (W'10)
 2. If a protest is upheld, the team will be ejected from the ASANA Softball World Series (W'10)

10.10 Returned Checks

- A. Any returned checks that are returned to the ASANA including but not limited to insufficient funds or closed accounts will incur a fine in addition to the bank charges, payable in the form of a cashier's check or money order. (W'97)

10.11 Board Discretionary Fund

- A. Discretionary funds, to be determined by the finance committee each fiscal year may be allocated by the Commissioner, to use in their reasonable discretion, but with the approval of the Board of Directors, during the period between the Summer Meeting and the Winter Meeting, solely for unforeseen but necessary ASANA expenses. Any such discretionary expenditure shall be reported to the Council during the next scheduled Council meeting. (W'95)

Article Eleven: COMMITTEES

11.1 Creation of a Committee

- A. Council, by a majority vote, may create a committee. Motions to create a

committee shall specify:

1. The objective of the committee;
2. The term of the committee;
3. The date upon, and method by which, the committee is to report; (S'91)
4. The number of members on the committee and
5. The members to serve on the committee.

11.2 Tenure

- A. Each member of a committee shall serve for one year unless such committee shall sooner be terminated or unless such member resigns or is removed from the committee. A committee member may be re-appointed to a committee.

11.3 Chairs

- A. One member of each committee shall be appointed Chair of the committee by the Commissioner, with the exception of the Executive Board members who are elected and designated as chairs in their respective duties; all Committee chairs shall be responsible for the operation of the committee. (S'08)
- B. The term of the Committee Chair may be for one year from the date of appointment unless such committee shall: (W'11)
 1. Be terminated.
 2. Such Chair resigns or is removed from the Committee by a majority vote of the Executive Board. Notifications of removal as Committee Chair must be done in writing within forty-eight (48) hours of the Executive Board's decision. The Chair's Committee must also be notified in writing within the same time frame. Chair's resignation must be done in writing to the Executive Board as well as their Committee within forty-eight (48) hours. (W'17)
 3. As an exception comprise Executive Board members who are elected and designated as Chairs in their respective Executive Board member duties.
- C. The Committee Chair is responsible for issuing Committee Reports to the Secretary within 10 days of each Council Meeting. The Chair is also responsible for reviewing the minutes that will be issued by the Secretary and the Chair has 10 days to complete this review.
- D. All committee Chairs are to take minutes of their meetings in between council meetings and submit to their committee for review. All meeting minutes are to be distributed to the Board within 7 days of such meetings. (S'08) (W17)

11.4 Vacancies

- A. Vacancies in the membership of a committee, whether by resignation or removal, shall be filled by the appointment of a replacement by the Commissioner.

11.5 Rules

- A. Each committee may adopt rules for its government as long as they are consistent with the Constitution and Bylaws of ASANA.

11.6 Standing Committees

The following committees shall serve from year to year as permanent committees. Each member of these committees shall be appointed to serve for a term of one year and new committee members can be appointed at any time at the discretion of the Board of Directors. Each member of Council may be appointed to no more than three (3) committees in any given year, but must participate in at least one committee during Council Session. (W'07). Each committee shall be fiscally responsible for its activities. Each committee shall report out any and all fundraising to the Softball Assistant Commissioner. (W'17)

- A. **Membership and Marketing** - A committee, whose size shall be determined at each meeting of Council, shall serve to promote new memberships and membership retention. (W'08) Its duties shall include, but not be limited to:
1. Engage members to enroll new teams within existing cities.
 2. Assist ASANA with finding new member associations.
 3. Assist associations looking to form and join ASANA. (W'19)
 4. Reach out to other organizations, leagues, and associations to seek their membership and participation in ASANA. (S'91)
 5. Research and suggest implementations of solutions to remove barriers to participation and membership. (W'08)
 6. Update, and keep current, the Membership application and membership packet. (S'08)
 7. Oversee ASANA brand guidelines, including logos, marketing language, etc. (W'19)
 8. Review and provide feedback on the annual ASANA Series logos. (W'19)
 9. Create and/or review all ASANA marketing content, including advertisements, press releases and digital/social content. (W'19)
 10. Committee chair must review Council meeting minutes issued by the Secretary within 10 days of receipt. (W'07)
 11. Committee chair must review all proposed changes to IOG

documentation within 15 days of receiving them from the Secretary.
(W'07)

- B. Finance** - The Treasurer or their designee will chair the Finance Committee. The size shall be determined at each meeting of Council. Its duties shall include, but not be limited to:
1. Review the budget at the summer meeting of Council and make recommendations to the Council. (S'87)
 2. The Finance committee will review the monthly financial reports. The committee members must respond via email that they have received and reviewed the reports each month. (W'17)
 3. The finance committee will audit the financial records semi-annually. Semi-annually is no later than 45 days after the winter and summer Council meetings. The audit will not include the Treasurer. The finance committee will report audit results to the Commissioner and the Treasurer. (W'17)
 4. Review and make internal control suggestions on any matter of fiscal importance. (W'17)
 5. Evaluate financial software to facilitate accountability. (W'08)
 6. Ensure all required federal and state tax returns, documents and forms are timely filed. (W'08) The committee will be emailed the returns and will acknowledge receipt of the returns by replying back to the Treasurer. (W'14)
 7. Committee chair must review Council meeting minutes issued by the Secretary within 10 days of receipt. (W'07)
 8. Committee chair must review all proposed changes to IOG documentation within 15 days of receiving them from the Secretary.
(W'07)
- C. Fundraising** - A committee, designated to find funds for ASANA's use and whose size and membership shall be determined at each meeting of Council. Its duties shall include, but not be limited to:
1. Evaluate the marketability and distribution of promotional products for ASANA.
 2. Plan and execute fundraising opportunities for the ASANA organization. (W'17)
 3. Submitting a verbal report to the Treasurer within 48 hours of the close of the fundraiser.
 4. Submitting a detailed report to the Treasurer within 7 business days of the close of the fundraising event which shall include a full accounting of the funds raised and the costs for each fundraising activity undertaken during the year. (W'92)(W'17)
 5. Committee chair must review Council meeting minutes issued by the Secretary within 10 days of receipt. (W'07)
 6. Committee chair must review all proposed changes to IOG documentation within 15 days of receiving them from the Secretary.

(W'07)

- D. Instruments of Governance** - A committee designated to edit current IOG documents per amendments submitted and voted upon by Council. The size and membership shall be determined at the meeting of Council. Its duties shall include, but not be limited to:
1. Review submitted amendments from Council and committees. (S'97)
Any suggested changes to these documents must be made in writing and submitted to the Secretary 45 days prior to the winter meeting. The Secretary, after reviewing these suggested changes with the IOG committee, will copy the Board and IOG committee. These changes must reference all sections of the governing documents needing revision. These changes will be provided to the Council for review 21 days prior to the winter meetings if these changes are to be made effective for the upcoming year. The Committee upon receipt of amendments from the Secretary will review these along with the Secretary. The proposed amendment should be submitted to Council for voting. The Committee may:
 - a) Accept the exact wording of the amendment;
 - b) Suggest technical wording changes to the originator;
 - c) Recommend minor editorial changes;
 - d) Advise author of amendment regarding conflict with a standing rule or written procedure. (W'17)
 2. Committee chair must review Council meeting minutes issued by the Secretary within 10 days of receipt. (W'07)
 3. Committee chair must review all proposed changes to IOG documentation within 15 days of receiving them from the Secretary. (W'07) Committee chair must insure all changes are reflected in all documents. (S'08)
 4. Committee chair must review entire completed IOG documentation once a year to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of council. These changes can be made by the Committee chair without Council vote when editing does not change the intent of the language. (W'10) A draft of these changes will be highlighted and submitted to the Secretary for review before the Chair makes these changes. The Secretary will provide approval to make these changes. (W'17)
 5. Every four years the Council will be requested to review the IOG documents as specified by the Executive Board. (W'17)
 6. Committee chair must review Council meeting minutes issued by the Secretary within 10 days of receipt. (W'18)
 7. Committee chair must review all proposed changes to IOG documentation within 15 days of receiving them from the Secretary.

(W'18)

- E. **Hall of Fame** - The Hall of Fame committee shall have a chairperson that meets the Hall of Fame Committee criteria. This chair will appoint a secretary. Members of the committee should have at least five years of experience in the ASANA organization. Its duties include:
1. No more than two members from an association can be nominated in any year. Nominated people who are not elected shall be re-submitted for 2 additional years.
 2. The chairman or secretary of the Hall of Fame Committee will prepare a ballot with the names of all nominees and will submit the ballot to the voting members.
 3. Voting members are defined as: Current active HOF members and eight (8) appointed committee Council members including the Chairperson. Committee members will be only one person per city. Voting members only get one vote per person. (W'12)
 4. A nominee must be selected by at least fifty (50%) of the ballots cast to become a member of the ASANA Hall of Fame in which fifty (50%) of that years active voting members must vote. (W'12)
 5. The Chairman of the Committee will tabulate the results of the voting, and notify the nominees, ASANA officers and the living Hall of Fame candidates of the results.
 6. Committee chair must review Council meeting minutes issued by the Secretary within 10 days of receipt. (W'07)
 7. Committee chair must review all proposed changes to IOG documentation within 15 days of receiving them from the Secretary. (W'07)
- F. **Softball Field and Team Operations** - The Softball Field and Team Operations Committee, who shall be chaired by the Director of Softball Field and Team Operations, and whose size shall be determined at each meeting of the Council. Its duties shall include:
1. To provide support and solutions to ASANA Softball as it continually strives for league expansion.
 2. Provide ongoing review and/or modification of the established guidelines set for division/player classification.
 3. During the Summer Session, establish the number or percentage of teams to be moved up for that year's ASANA Softball World Series. (W'04) (W'07)
 4. Responsible for Team and Player roster registration. (W'11)
 5. Provide administration of Membership & Team violations: (W'08)
 - a) Reviewing violations of the Bylaws, Codes and any Procedures.
 - b) Reviewing the rules for clarity and making recommendations to the Council for change.

- c) Review and recommend additions, deletions and changes to the Bylaws, Codes and any Procedures in regards to any accessible fines, fees or probation issues. Keep the fine appendix updated. (W'10)
 - d) The Board of Directors must notify any member association of alleged violations prior to the start of each meeting.
 - e) Any appeals associated with violations must be submitted in writing to the Board of Directors prior to the start of each Council meeting. The Field and Team Operations committee will be the final hearing board for all such appeals and will allow all appealing entities time in committee meetings to discuss such appeal in person.
6. Assist the Field and Team Operations Director with all field needs during the series as outlined in the Field and Team Operations Directors duties. (W'16)
 7. Committee chair must review Council meeting minutes issued by the Secretary within 10 days of receipt. (W'07)
 8. Committee chair must review all proposed changes to IOG documentation within 15 days of receiving them from the Secretary. (W'07)
- G. **Arbitration** - A committee that will handle host city contract change disputes and fine disputes. The ASANA committee members will be appointed by the Board. Its duties and requirements shall include but are not limited to:
1. An Arbitration Board will be comprised of six (6) members. Three (3) to be selected from the Host City Association and three (3) from ASANA. The ASANA Council committee members must be active voting delegate members of ASANA and be named at the Council meeting in which the bid is awarded to the Host City. The Host City committee members must be members in good standing in the Host City Association and be named within fifteen days from the time the agreement is signed by both parties. The Arbitration Board should not include anyone currently serving on an Arbitration Committee, Board or from the Series Host City Committee. (W'13)(W'14)
 2. The term of the Arbitration Board shall run from the time of appointment to the conclusion of that ASANA Softball World Series. Vacancies will be filled by the ASANA Commissioner to fill out the remainder of that term.
 3. Arbitration Board will be expected to review fines assessed and will decide any disputes over the fines assessed.
 4. An Arbitration Board review can be requested upon notification of a fine being levied by the Host City.

5. It will require a 2/3rd (two-thirds) vote from the Arbitration Committee to overrule the decision of the Board. (W'13)
6. The Arbitration Board should be available at the post-ASANA Series meeting between the Board and the Host City for expense reimbursement. Any arbitration requests for fines assessed during the ASANA Softball World Series will be handled in that session.

- H. **Business Development Committee** - Committee developed to assist ASANA leadership to establish the long term planning and business objectives for the organization. The committee will consist of the Commissioner, who will serve as chair, and a co-chair. Committee size will be determined at each meeting of Council. To be considered for this committee, each member is recommended to have the following qualifications: (W'17)
- a) Be able to serve at least 12 hours a month throughout the year, with one mandatory conference call quarterly. (W'17)
 - b) Business contract experience (response, drafting, negotiation) (W'17)
 - c) Ability and experience in creating business documentation (RFP, process, definitions) (W'17)
 - d) Previous Host City/Large event/large tournament director experience (W'17)

The duties of the Business Development Committee shall include but are not limited to: (W'17)

1. Create a series of tactical strategies for meeting the marketing strategies and business goals. (W'17)
2. Develop and execute the brand identity. (W'17)
3. Develop and execute the media relations plan. (W'17)
4. Develop and execute the sponsorship and advertising strategies. (W'17)
5. Committee co-chair must review council meeting minutes issued by the Secretary within 10 days of receipt.
6. Committee co-chair must review all proposed changes to IOG. (W'17)

- I. **Historian(s)** - The Historian(s) will be appointed yearly by the Commissioner. The Historian(s) will work in conjunction with all committee chairs. The Historian's duties shall include (but not limited to): (W'17)

1. Photo/video documentation of ASANA Series play.
2. Photo/video documentation of ASANA activities and events during World Series week.
3. Photo/video documentation of current ASANA executive board.
4. Photo/video documentation of ASANA Hall of Fame event and inductees.

Any photo/video documentation collected by the Historian is property of

ASANA. ASANA will maintain the collection. (w'17)

- J. **Peanut Foundation** - Created to give the opportunity for applying for scholarships, grants, advertisement, membership, and any other activities deemed appropriate by the board of the foundation. This fund is not intended to offset normal costs of active membership in ASANA, but rather to meet unique situations and opportunities. (w'17)
1. Nina Cole, founder; will appoint the initial board of the foundation. (w'17)
 2. Fund sources may come from specific fundraisers or designated donations. These funds may not come from the general ASANA fund unless voted upon by the ASANA delegation. (w'17)
 3. Annual budget allocation will be determined by the board of the foundation utilizing existing foundation funds. (w'17)
 4. Fund monies are available to current or potential ASANA leagues whose grant applications are approved. (w'17)
 5. Fund grants are awarded via the following application processes: (w'17)
 - a) Submission of a completed, signed application form to the foundation board. (w'17)
 - b) The board of the foundation shall review all applications and make final decisions. (w'17)
 - c) The chair of the foundation will advise all parties of any decisions made. (w'17)
 - d) Monies will be paid directly to applicant by check from the Peanut Foundation Treasurer. (w'17)
- K. **ASANA Softball World Series Tournament Operations** - A committee, whose size shall be determined at each meeting of Council, shall serve to support the ASANA Softball World Series tournament operations. Its duties shall include, but not be limited to: (w'19)
1. Assist the Tournament Director for the overall operation and execution of the tournament. (w'19)
- L. **Flag Football** - A committee, whose size shall be determined at each meeting of Council, shall serve to support and grow ASANA Flag Football. Its duties shall include, but not be limited to: (w'19)
1. Assist the Assistant Commissioner, Flag Football for the overall operation and execution of the ASANA Bowl. (w'19)
 2. Consistently recruit Flag Football associations and teams to attend the ASANA Bowl. (w'19)

Article Twelve: AMENDMENTS TO BYLAWS

12.1 Changes to Bylaws

- A. These Bylaws may be altered, amended, suspended, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) vote at any winter or summer meeting of Council at which a quorum is present. (W'91)(W'93)
- B. Any suggested changes to these bylaws must be made in writing and submitted to the Secretary who will copy the Board and IOG committee. These changes must reference all sections of the governing documents needing revision. These changes will be provided to the Council for review 21 days prior to the winter meetings if these changes are to be made effective for the upcoming year. (W'10)(W'13)
- C. Any suggested changes that have been voted upon and approved during council meetings must be submitted, in its final approved form, but the originator and/or the originator's Committee Chair, to the Secretary within 10 days from that council meeting as part of their final report. (W'17)

12.2 Amendment Adoption

- A. Amendments shall be made effective immediately after their adoption at the winter meetings.
- B. Amendments voted and adopted at the summer meetings will take effect January 1st of the following year.
- C. Amendments may be effective immediately only if extreme circumstances warrant as such as deemed by the Commissioner in concurrence with the two-thirds (2/3) vote at the summer meeting of Council at which a quorum is present.

Article Thirteen: APPEALS

13.1 Right to Appeal

- A. It is the right of any member organization to appeal a Council decision in regards to probation or revocation of membership. (S'91) This appeal must be in writing and must be received by the Team and Player Compliance Violations Committee prior to the next scheduled Council meeting. (W'90)(W'03)

13.2 Fee for Appeals

- A. Probation or revocation of membership appeals will incur a charge to be

heard by Council. Appeals must be submitted in writing accompanied by a \$25 fee. Should the appeal be upheld, the \$25 fee shall be returned to the member organization. (w'97)

Article Fourteen: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

14.1 Definitions

- A. "Agent" means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;
- B. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- C. "Expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of their position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

14.2 Successful Defense by Agent

- A. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against her/him, then the provisions of Bylaw Articles 14.03 through 14.05 shall determine whether the agent is entitled to indemnification.

14.3 Actions Brought by Persons Other than the Corporation

- A. Subject to the required findings to be made pursuant to Bylaw Article 14.05 below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Section 5233 of the Arizona Nonprofit Corporation Law, or by the Attorney General or a

person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

14.4 Action Brought by or on Behalf of the Corporation

- A. Claims Settled Out of Court - any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- B. Claims and Suits Awarded Against Agent - This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
 - 1. The determination of good faith conduct required by Bylaw Article 14.05, below, must be made in the manner provided for in that Article; and
 - 2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

14.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Bylaw Article 14.03 and 14.04 above is conditioned on the following:

- A. Required Standard of Conduct
 - 1. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner they believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances.
 - 2. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner they reasonably believed to be in the best interest of

this Corporation or that they had reasonable cause to believe that their conduct was unlawful.

3. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that their conduct was unlawful; and

B. Manner of Determination of Good Faith Conduct

The determination that the agent did act in a manner complying with Bylaw Article 14.05A. above shall be made by:

1. The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
2. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

14.6 Limitations

No indemnification or advance shall be made under this Article, except as provided in Bylaw Articles 14.02 or 14.05B. (2), in any circumstances when it appears:

- A. That the indemnification or advance would be inconsistent with a provision of the Bylaw Articles of Incorporation, as amended, or an agreement in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- B. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

14.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

14.8 Contractual Rights of Non-directors and Non-officers

Nothing contained in this Article shall affect any right to indemnification to persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

14.9 Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against

any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against the liability under the provisions of this Article.

Article Fifteen: TRANSACTIONS BETWEEN CORPORATION DIRECTORS OR OFFICERS

15.1 Contracts with Directors and Officers

- A. Prohibited Transactions. The Corporation shall not be a party to any contract or transaction:
1. In which one or more of its Directors or officers has a material financial interest, or with any corporation, firm, association, or other entity in which one or more Directors or officers has a material financial interest, or;
 2. With any corporation, firm, association, or other entity (other than an Arizona nonprofit public benefit corporation) in which one or more of its Directors is a member unless:
 - a) The material facts concerning the contract or transaction and such Director's or officer's financial interest or common Directorship are fully disclosed in good faith and are noted in the minutes;
 - b) Prior to authorizing or approving the contract or transaction, the board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable investigation under the circumstances or that the contract or transaction implements a charitable program of the Corporation;
 - c) The Corporation enters into the contract or transaction for its own benefit;
 - d) The contract or transaction is fair and reasonable to this Corporation or implements a charitable program of the Corporation at the time the contract or transaction is entered into, and;
 - e) Such contract or transaction is authorized or approved in good faith by a majority of disinterested Directors at the meeting with any interested Directors abstaining from voting, provided that the majority has the decision making authority under the quorum provisions of these Bylaws.

15.2 Loans to Directors and Officers

- A. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer unless approved by the Attorney General of the State of Arizona.
- B. The Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of duties of such Director or officer, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

15.3 Interlocking Directorates

- A. No contract or other transaction between the Corporation and any Arizona nonprofit public benefit corporation of which one or more Directors are either void or voided because such Board of Directors are present at a meeting of the Board of Directors that authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to such Director's other Directorship are fully disclosed to the Board, and the Board authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to such Director's other Directorship are fully disclosed to the Board, and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote of disinterested Directors at the meeting (subject to the quorum provisions of these Bylaws), or if the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified.

15.4 Duty of Loyalty

- A. Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Director and officer owes to the Corporation. Furthermore, nothing in this Article shall be construed to override or amend the provisions of Bylaw Article 14. All conflicts between the two Articles shall be resolved in favor of Bylaw Article 14.

15.5 Conflict of Interest

- A. ASANA will adhere to the Conflict of Interest Policy as delineated in Appendix One of this document. ^(w'09)
- B. All ASANA Board of Directors, voting delegates, their proxies, petitioning association representatives and non-voting committee chairs will adhere to the ASANA Conflict of Interest Policy. ^(w'09)
- C. No sitting ASANA Board Director shall serve as the Series Director, on the Board of a Series Bid Committee or as a member of a host city Series

Committee. They can act as a resource to their Series committee.
Exception is when ASANA bids and the bid is located in a non-member city or when the Council votes to permit such. (w'09)

Article Sixteen: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS AND REPORTS

16.1 Corporate Records

- A. A corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting and a record of all actions taken by a committee of the board of directors on behalf of the corporation.
- B. A corporation shall maintain appropriate accounting records.
- C. A corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members and in alphabetical order by class of membership showing the number of votes each member is entitled to cast and the class of membership held by each member.
- D. A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- E. A corporation shall keep a copy of all of the following records at its principal office, at its known place of business or at the office of its statutory agent:
 1. It's articles or restated articles of incorporation and all amendments to them currently in effect.
 2. It's bylaws or restated bylaws and all amendments to them currently in effect.
 3. Resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members.
 4. The minutes of all members' meetings and records of all actions taken by members without a meeting for the past three years.
 5. All written communications to members generally within the past three years, including the financial statements furnished for the past three years under Arizona statute section 10-11620.
 6. A list of the names and business addresses of its current directors and officers.
 7. It's most recent annual report delivered to the commission under Arizona statute section 10-11622.
 8. An agreement among members under Arizona statute section 10-3732.

Note: All revisions and amendments to these Bylaws are dated according to the meeting in which the Council took such action: W=winter meeting, S=summer meeting, p=moved from procedural code W'10

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 (Amateur Sports Alliance of North America) 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, they 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, they 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 the 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

- a. 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.
- b. 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.
- c. 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

Each director, principal officer and member of a committee with governing board delegated powers it shall be presumed by virtue of ASANA emailing and posting on the ASANA 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 Amateur Sports Alliance of North America 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.

APPENDIX TWO: FINE SUMMARY

10.6 Annual Association Penalties

- A. Failure to pay Association Dues (or deposit) by the start of Winter Meeting: \$50 fine, voting privileges lost until paid and/or probation for 1 year
- B. Failure to attend the Winter meeting: \$100 fine, voting privileges lost until paid; if on probation may result in revocation
- C. Failure to attend the Summer meeting: \$100 fine, voting privileges lost until paid; if on probation may result in revocation
- D. Failure to attend two consecutive meetings: \$750 fine, voting privileges lost until paid; if on probation may result in revocation

10.7 World Series Participation Association Fees

- A. Fees for each participating team (first team fee, all additional teams, PNC teams, host city teams): To be determined annually

10.8 Registration Operating Fee

- A. Player registration fee for World Series (per player fee): To be determined annually

10.9 ASANA Softball World Series Participation Penalties

- A. Failure to meet first team fee deadline: \$100 fine; voting privileges lost until paid and/or probation until paid; if currently on probation then membership is revoked. If placed on probation and not paid by additional fee deadline then membership is revoked.
- B. Failure to send additional team fees by deadline: \$100 fine; probation with loss of voting privileges until paid.
- C. Failure of Host city to notify of additional teams being sent and send additional team fees by deadline: \$100 fine
- C. Failure to pay the additional team fees by the beginning of the Summer meeting: Revocation of Membership
- D. Failure to notify of city's inability to send a team by deadline: \$100 fine; and/or probation
- D. Failure to send declared teams without notification: \$100 fine (*Team fees become non-refundable*); and/or probation
- D. Failure to notify inability to send a team by beginning of Summer meetings: Revocation of Membership
- E. Reclassifications - Failure to submit properly submitted rosters: \$100 fine per incident; Team ejected from tournament.

10.10 Returned Checks

- A. Any returned checks will incur a \$25 fine.

CODE:

3.2 Association Representation

- G. Failure to submit teams attending World Series league season and playoff schedule by deadline: \$100 fine

3.5 Official ASANA Softball World Series General Rules & Responsibilities

- F. Using an unapproved bat: \$100 must be paid prior to the team's next game.
- I. Failure to have team representative at the ASANA Softball World Series Managers's meeting: \$100, must be paid before team takes the field.

3.6 Team Roster Submission Procedure

- D. 1. a) Failure to submit team rosters by deadline: \$250 fine
b) Failure to pay above fine by start of summer meeting: Loss of participation in the ASANA Softball World Series
- 7. Failure to submit properly submitted rosters: Two errors no fine. Each subsequent \$50 each, no limit.

3.8 Penalties

- A. \$200 Cash Protest Fee Refundable if Protest is upheld.
World Series Association Penalties
 - J. Failure to submit properly submitted rosters: \$100 fine per incident
 - I. Team ejected from ASANA Softball World Series

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Bylaw Articles of Incorporation of ASANA, an Arizona nonprofit corporation (the "Corporation"), and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 56 pages, as the Bylaws of the Corporation.

Date:	Chairman of the Board & Chief Executive Officer
Date:	Secretary
Date:	Treasurer and Chief Financial Officer
Date:	Director
Date:	Director
Date:	Director
Date:	Director

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of ASANA, an Arizona nonprofit public benefit corporation; that these Bylaws, consisting of 56 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, Arizona.

Name Secretary