

BYLAWS OF THE USA SOFTBALL OF MICHIGAN

ARTICLE I

NAME

The name of this corporation shall be the USA Softball of Michigan, the ' the Association ' or ' the USA Softball of Michigan '.

ARTICLE II

PURPOSES, ORGANIZATION, DUES AND SPONSORS

Section 2.01 PURPOSES. The Purposes of USA Softball of Michigan are spelled out in Article II of the Articles of Incorporation of USA Softball of Michigan.

Section 2.02 ORGANIZATION. USA Softball of Michigan is organized on a nonprofit directorship basis under the Nonprofit Corporation Act of Michigan, and shall consist of the following without restrictions as to age, sex, color, creed or nationality:

1. Leagues playing a regular schedule of games.
2. Independent teams not affiliated with any leagues.
3. Individual teams of organized leagues.
4. Umpires, Individuals, and or Affiliated Members interested in the promotion of the game of softball.

Section 2.03 DUES. The dues shall be set by the USA Softball of Michigan Board of Commissioners and shall be established and reviewed annually. Dues are payable each year and shall be for one calendar year; January 01 through December 31. Dues are payable on or before the registration deadline for teams, umpires, scorekeepers, sportswriters and broadcasters, or individual boosters and Affiliated Members, as the case may be. Dues shall include an amount for the USA Softball of America dues and all appropriate materials. The registration deadline shall be set by the USA Softball of Michigan Board of Commissioners.

Section 2.04 SPONSORS. Sponsors conducting USA Softball of Michigan tournaments shall pay tournament fees to the USA Softball of Michigan as established by the USA Softball of Michigan Board of Commissioners.

ARTICLE III

MEMBERSHIP

Section 3.01 MEMBERSHIP. Membership in the USA Softball of Michigan shall be limited to amateur players, teams, amateur teams, umpires, and those individuals and or Affiliated members interested in the promotion of the game of softball.

Section 3.02 DEFINITION of 'AMATEUR'. 'Amateur' shall mean an appropriate applicant who is or that is engaged in the sport of softball solely for the physical or mental pleasure or social benefit derived there from and for whom softball is nothing more than an avocation.

Section 3.03 MEMBERSHIP APPLICATION. To become a member, an applicant must fill out the proper application form with fee attached and agree to conform to the USA Softball of Michigan Articles of Incorporation, Bylaws and Tournament Regulations, as they appear from time to time. The applicant must also agree to comply with the USA Softball Code and Procedural Manual as they appear on the USA Softball Web site, and the USA Softball Official Rules of Softball Participant Manual. The applicant must be accepted by the USA Softball of Michigan Executive Committee, which shall have sole authority to accept or reject any applicant.

ARTICLE IV

DIRECTORS

Section 4.01 DIRECTORSHIP CORPORATION. The Corporation shall be a directorship corporation and the number of natural persons who shall from time to time be the directors of the corporation for purposes of a directorship corporation under the laws of the state of Michigan shall be the Members of the Board of Directors.

Section 4.02 BOARD OF DIRECTORS. The Board of Directors (or, in the alternative, 'Board of Commissioners' or 'Commissioners') shall be responsible for the organization of and assignment and control of all USA Softball of Michigan Tournaments as well as the

establishment of classification codes therefore. The Board of Directors shall provide for and control the conduct of USA Softball of Michigan Sanctioned Invitational Tournaments. They shall provide for the financial solvency of USA Softball of Michigan and, shall in all other respects, manage the property, business and affairs of the Association.

Section 4.03 MEMBERSHIP of the BOARD of DIRECTORS. The Board of Commissioners shall consist of the District Commissioners, District Commissioners-at-Large, all USA Softball of Michigan Past Presidents who meet the attendance requirements provided for in these bylaws, the USA Softball of Michigan Player Representative, all USA Softball Player Representatives, the Junior Olympic Commissioner, the USA Softball of Michigan State Umpire-in-Chief, the Midwest Regional Umpire-in-Chief, when residing within USA Softball of Michigan jurisdiction and approved USA Softball of Michigan Affiliated Members. The USA Softball Commissioner shall be a ex-officio Member, without vote, of the USA Softball of Michigan Board of Commissioners.

Section 4.04 ATTENDANCE. All members of the USA Softball of Michigan Board of Commissioners, Association Advisors and Past Presidents, must attend the USA Softball of Michigan Annual Meeting. Failure to do so will result in a written notification by the USA Softball of Michigan Executive Committee of his or her non-attendance and of the potential suspension of their membership on the Board of Commissioners. Based on that person's reply, including an explanation for their non-attendance, the USA Softball of Michigan Executive Committee will decide on the status of that person's voting privileges. Replies not received within 30 days will result in an automatic suspension. Members who have had their voting privileges suspended will be notified in writing by the USA Softball of Michigan Executive Committee. Any request by the suspended person for reinstatement, must be filed with the USA Softball of Michigan President and shall be forwarded to the USA Softball of Michigan Board of Commissioners for final action.

Section 4.05 EVALUATIONS. The USA Softball State Commissioner / USA Softball of Michigan Executive Director may annually evaluate the performance of any member of the USA Softball of Michigan Board of Commissioners. The evaluation process shall include at least the following considerations:

1. Communications.
2. Distribution of USA Softball of Michigan materials.
3. Attendance at all required meetings.
4. Preparation and submission of required USA Softball of Michigan reports.
5. Fulfillment of financial responsibilities and reports to USA Softball of Michigan.
6. Public Relation Skills.
7. USA Softball of Michigan Visibility.

8. Classification, roster and tournament procedures within their respective district and at the state level.

Section 4.06 SUSPENSION AND REMOVAL. The USA Softball State Commissioner / USA Softball of Michigan Executive Director shall have the power to suspend or remove, with cause, any District or Member of the USA Softball of Michigan Board of Commissioners for whom they are the appointing authority.

Section 4.07 RIGHT of APPEAL. Any District or Member or District of the USA Softball of Michigan Board of Commissioners who, during their term, has been suspended or removed from the Board of Commissioners may appeal the suspension or removal and request a hearing as provided for herein:

1. Upon written request of the person suspended or removed, the USA Softball of Michigan President shall appoint a Hearings Board which shall consist of four other Members of the USA Softball of Michigan Board of Commissioners. The President shall preside over the hearing. The written request for the hearing shall contain a concise statement of objections to the action taken and a statement by the person appealing the action that he or she will abide by the procedure, rules and regulations and decision of the Hearings Board and these Bylaws.
2. Upon the receipt of a notice of appeal, the USA Softball of Michigan President shall notify the USA Softball State Commissioner / USA Softball of Michigan Executive Director of the appeal. Said USA Softball State Commissioner / USA Softball of Michigan Executive Director shall be responsible for presenting the reasons for the suspension or removal at the requested hearing.
3. Within thirty days of receipt of the notice of appeal, the USA Softball of Michigan President shall set a mutually agreed upon date and site for the hearing.
4. All parties will be notified in writing at least ten days prior to the scheduled date of the hearing.
5. The person appealing the action shall be entitled to be present at the hearing, examine all documents and witnesses and present such evidence and witnesses as may be reasonable. The person appealing may be represented by counsel.
6. The Hearings Board, after considering all the relevant evidence, shall, within ten days after the closing of the hearing, render one of the following decisions:
 1. rule the suspension or removal unwarranted and immediately reinstate the suspended or removed person;
 2. withdraw the suspension or removal and, if appropriate, issue a reprimand and or place the Commissioner on probation for a specific period of time; or
 3. uphold the suspension or removal.
7. A majority vote of the Hearings Board shall be required for all actions of the Hearings Board.

8. The decision of the Hearings Board shall be final and shall not be appealed to any court of law.
9. If for any reason the hearing is postponed by either party, a new hearing date shall be set within fifteen days. A second postponement by the same party may result in judgment against that party.

Section 4.08 PROXIES. Any Member of the Board of Commissioners except Past Presidents, active Association Advisors and Affiliated Members, may attend any meeting of the Board by proxy. Proxies may only be obtained by submitting a written or verbal request to the USA Softball of Michigan Executive Director prior to the meeting in question. The person to whom a proxy is given must be a current Member of their respective District Board. Final approval to be a proxy is subject to the recommendation of the USA Softball of Michigan Executive Director and the approval of the USA Softball of Michigan Board of Commissioners. Proxies shall have full voting privileges at the Board meeting for which they are appointed.

ARTICLE V

MEETINGS AND COMMITTEES

Section 5.01 ANNUAL MEETING. There shall be at least one meeting of the USA Softball of Michigan Board of Commissioners each calendar year. This meeting, the Annual Meeting of the Association, shall be held each year on or before February 15.

The specific time and place of the Annual Meeting shall be designated by the USA Softball of Michigan Executive Director and approved by the USA Softball of Michigan Executive Committee.

Section 5.02 SPECIAL MEETINGS. Special meetings of the USA Softball of Michigan Board of Commissioners and of the USA Softball of Michigan Executive Committee shall be at the call of the President or the Executive Director with notice as herein provided. Said notice shall include a statement of the purpose for the meeting.

Section 5.03 NOTICES. Written notice of all Annual Meetings and of all Special Meetings shall be provided to all Members of the USA Softball of Michigan Board of Commissioners at least five days in advance of the meeting.

Section 5.04 QUORUM. A quorum for all meetings of the USA Softball of Michigan Board of Commissioners shall be eighteen voting members present. For approval purposes, a majority shall consist of fifty percent (50%) plus one, of the members present.

Section 5.05 MAIL or ELECTRONIC VOTE. When ordered by the president, a mail or electronic vote on any action that might lawfully be taken at any regular meeting of either the USA Softball of Michigan Board of Commissioners or the USA Softball of Michigan Executive Committee may be taken. If and when a mail or electronic vote is taken, the USA Softball of Michigan Executive Director shall:

1. Mail or contact electronically each member of the USA Softball of Michigan Board of Commissioners or the USA Softball of Michigan Executive Committee (whichever is involved) a clear statement of the question to be decided.
2. Close the vote and set a deadline for the vote to be returned.
3. Immediately notify all members of the USA Softball of Michigan Board of Commissioners or the USA Softball of Michigan Executive Committee (whichever is involved) of the results.
4. File the results and upon request make available to any member a copy (s) of the mail or electronic vote.

Section 5.06 ORDER OF BUSINESS. The order of business for all Annual or Special Meetings of the Association shall be as follows:

1. Roll Call.
2. Minutes of the last meeting.
3. Committee Reports.
4. Executive Committee reports.
5. Unfinished business.
6. New business.
7. Election of officers (**Annual Meeting only**).
8. Adjournment.

Robert's Rules of Order, current edition, shall prevail at all Annual or Special Meetings.

Section 5.07 STANDING COMMITTEES. The following Standing Committees shall be appointed by the President, who shall also appoint, unless otherwise stated herein, a Committee Chair for each Standing Committee:

1. Nominating Committee.
2. Hall of Fame Committee.
3. Umpire Committee.
4. Junior Olympic Committee.

5. Slow Pitch Committee.
6. Fast Pitch Committee.
7. Modified Committee.
8. Planning Committee. This committee will consist of one person from each region, plus the President (Chair), and Vice-president (Vice Chair) **for a total of ten (10)**. Any vacancies will be filled by the President from the USA Softball of Michigan Board of Commissioners.

The USA Softball of Michigan Executive Director shall be an ex-officio member without vote of all Standing Committees unless otherwise stated.

Section 5.08 SPECIAL COMMITTEES. The President shall appoint such Special Committees as deemed necessary or appropriate to undertake such projects as may be necessary for the welfare of the USA Softball of Michigan. The Chair of each Special Committee shall be appointed by the President.

ARTICLE VI

OFFICERS

Section 6.01 OFFICERS. The officers of the Association shall be a President and Vice-President, all who shall be elected at the Annual Meeting of the USA Softball of Michigan Board of Commissioners. Each person seeking to be an officer must be a member of the Board of Commissioners when nominated and through the elected term. An officer shall serve until his or her successor is elected but the term of office for each officer shall be from the end of the Annual Meeting at which they are elected to the close of the following year's Annual Meeting. The USA Softball of Michigan Executive Director shall serve as the association's Secretary Treasurer.

Section 6.02 PRESIDENT. The President shall preside at all meetings of the USA Softball of Michigan Board of Commissioners and the USA Softball of Michigan Executive Committee. The President shall cooperate with the USA Softball of Michigan Executive Director in conducting the business of the Association and shall assume such other duties as may be necessary for the best interests of the Association. The President shall be an ex-officio member without vote of all Standing Committees and Special Committees unless otherwise stated.

Section 6.03 VICE-PRESIDENT. The Vice-President shall assist the President. The Vice-President shall perform the duties of the President in the President's absence or inability to act. The Vice-President shall take the office of President upon the expiration of the term of the President.

Section 6.04 SECRETARY-TREASURER (USA Softball of Michigan EXECUTIVE DIRECTOR). The Secretary-Treasurer / USA Softball of Michigan Executive Director shall attend all meetings of the Board of Commissioners and the Executive Committee. The Secretary-Treasurer / USA Softball of Michigan Executive Director shall preserve the books and minutes of the proceedings of all such meetings, and shall perform like duties for Standing Committees where required. The Secretary-Treasurer / USA Softball of Michigan Executive Director shall give all notices of the Annual and or Special Meetings and all notices required by statute, these Bylaws, or by resolution. The Secretary-Treasurer / USA Softball of Michigan Executive Director shall have custody of all corporate funds and shall keep in books belonging to the USA Softball of Michigan full and accurate accounts of all receipts and disbursements; deposit all monies, securities and other valuable effects in the name of the USA Softball of Michigan in such depositories as may be designated for the purpose; disburse the funds of the USA Softball of Michigan as may be ordered, taking proper vouchers for such disbursements; and render to the President an account of all transactions as Secretary-Treasurer / USA Softball of Michigan Executive Director and of the financial condition of the USA Softball of Michigan at least semi-annually and whenever else required by the Board. The USA Softball of Michigan Secretary Treasurer / USA Softball of Michigan Executive Director shall perform such other duties as may be prescribed.

Section 6.05 VACANCIES. In the event of a vacancy in any office of the USA Softball of Michigan, the vacancy shall be filled by appointment made by the Executive Committee. The person so selected shall serve out the remainder of the unexpired term of the office and may stand for re-election at the next Annual Meeting.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 7.01 MEMBERSHIP and DUTIES. The Executive Committee shall consist of the then current officers of the Association, Two At-Large Members, the USA Softball of Michigan State Player Representatives, the One Appointed Board Members, the USA Softball of Michigan State Umpire-in-Chief or a designated member of his staff. Affiliated Members

may serve on the USA Softball of Michigan Executive Committee at the discretion of the Board of Commissioners and, if so, shall serve as ex-officio members without vote.

The duties of the Executive Committee shall include but are not limited to the following: The Executive Committee shall be empowered to conduct the business and affairs of the Association between Annual Meetings and shall hire, supervise, evaluate and discharge the USA Softball of Michigan Executive Director.

Section 7.02 QUORUM. A quorum for the conduct of business shall consist of fifty percent (50 %) plus one of the voting members, one of whom must be a current voting officer.

Section 7.03 AT-LARGE BOARD MEMBERS. At-Large Members shall be selected from and elected by the USA Softball of Michigan Board of Commissioners for a term of two years. The At-Large Members shall be elected annually on an alternating basis, one (1) on the even numbered years and one (1) on odd numbered years.

Section 7.04 USA Softball of Michigan PLAYER REPRESENTATIVE. The USA Softball of Michigan State Player Representative shall be elected annually by the USA Softball of Michigan Board of Commissioners and shall meet such qualifications as may be established by the Board but must be a rostered player. The person elected is eligible for re-election. In the event of a vacancy, the position shall be filled by appointment upon agreement between the USA Softball State Commissioner / USA Softball of Michigan Executive Director and approved by the USA Softball of Michigan Executive Committee. In addition to such other duties as may be determined by the Board of Commissioners, the USA Softball of Michigan State Player Representative shall have a vote on the Midwest Regional Board and shall serve as a spokesperson for all USA Softball of Michigan registered teams and make recommendations on the playing rules and USA Softball of Michigan Classification Code. The USA Softball of Michigan State Player Representatives shall assist the President and the USA Softball of Michigan Executive Director in the fulfillment of their duties.

Section 7.05 APPOINTED BOARD MEMBERS. The USA Softball of Michigan executive Committee may appoint one (1) board member from the USA Softball of Michigan Board of Commissioners for a period of one (1) year.

Section 7.06 Non-Voting Members: The following are non voting members of this committee and their positions may be simultaneously held by other members of the USA Softball of Michigan Executive Committee.

1. **USA SOFTBALL PLAYER REPRESENTATIVE. (Non-Voting)** The USA Softball Player Representative shall be appointed and discharged upon agreement between the USA Softball State Commissioner / USA Softball of Michigan Executive Director with approval of the USA Softball of Michigan Executive Committee. A vacancy for an unexpired term shall be filled in like fashion. The USA Softball Player Representative shall have a vote on the Midwest Regional Board and shall represent the USA Softball of Michigan on the USA Softball National Council as a voting member of the USA Softball National Council. In addition to such other duties as may be determined by the USA Softball of Michigan Board of Commissioners, the USA Softball Player Representative shall serve as a spokesperson for all registered teams and make recommendations on the playing rules and USA Softball of Michigan Classification Code. The USA Softball Player Representative shall assist the President and the Executive Director in the fulfillment of their duties.
2. **USA Softball of Michigan JUNIOR OLYMPIC COMMISSIONER. (Non-Voting)** In addition to such other duties and responsibilities as may be delegated to him or her by the Board, the USA Softball of Michigan Junior Olympic Commissioner shall serve as a spokesperson for the Junior Olympic Program and assist the President and the USA Softball of Michigan Executive Director as required. The USA Softball of Michigan Junior Olympic Commissioner shall be appointed by the USA Softball State Commissioner with the approval of the USA Softball of Michigan Board of Commissioners.
3. **Midwest Regional Umpire-In-Chief. (Non-Voting)** when residing within USA Softball of Michigan's Jurisdiction.

Section 7.07 USA Softball of Michigan STATE UMPIRE-IN-CHIEF. The USA Softball of Michigan State Umpire-in-Chief shall be selected from the current USA Softball of Michigan-USA Softball registered umpires and shall be appointed by the USA Softball State Commissioner upon approval of the USA Softball of Michigan Board of Commissioners. The duties of the Umpire-in-Chief are those duties promulgated by the USA Softball State Commissioner / USA Softball of Michigan Executive Director, with the approval of the Executive Committee, and shall include but not limited to the following:

1. The USA Softball of Michigan Umpire-in-Chief shall be the spokesperson for all USA Softball of Michigan Registered Umpires.
2. The Umpire-in-Chief shall select, with the approval of the USA Softball State Commissioner / USA Softball of Michigan Executive Director, a state staff to carry out the duties of the USA Softball of Michigan Umpire Program and shall work jointly with the District Commissioners in the selection and approval of a District Umpire-in-Chief for each District.
3. The Umpire-in-Chief shall work with the USA Softball State Commissioner / Executive Director to provide leadership and training for registered USA Softball of

Michigan umpires and shall work with and assist the USA Softball Regional Deputy Umpire-in-Chief in performing the duties and responsibilities of the USA Softball National Umpire Staff.

4. The Umpire-in-Chief shall work with the President of USA Softball of Michigan to provide the leadership necessary for the USA Softball of Michigan Umpire Program and shall work with the USA Softball of Michigan Umpire Committee to develop new and improved programs to educate, train and service all USA Softball of Michigan registered umpires.
5. The Umpire-in-Chief shall be available to the District Commissioners to assist in the promotion of umpiring in their respective districts and shall provide information on rule changes and clarifications to the entire USA Softball of Michigan membership.
6. The Umpire-in-Chief shall hold final responsibility for the selection of all Umpires-in-Chief and umpires for all USA Softball of Michigan National Qualifying Tournaments, USA Softball of Michigan State Tournaments, Midwest Regional Tournaments, USA Softball National Tournament and USA Softball National Championship Umpire recommendations.
7. The Umpire-in-Chief will also assist the USA Softball National Umpire Staff member assigned to the USA Softball National Tournaments and USA Softball National Championships hosted within the jurisdiction of USA Softball of Michigan and shall submit annually to the USA Softball of Michigan Executive Director an umpire budget for consideration by the USA Softball of Michigan Finance Committee.

Section 7.08 VACANCIES. Any vacancy that may occur in any position on the Executive Committee shall be filled as originally required by these Bylaws or, if not provided for, by action of the Executive Committee, as the case may be. The person selected to fill a vacancy shall serve the remainder of the unexpired term and may serve such additional terms as provided for in these Bylaws.

Section 7.09 ATTENDANCE. Any member of the USA Softball of Michigan Executive Committee that misses three (3) consecutive meetings, or 50% of the scheduled USA Softball of Michigan Executive Committee Meetings in a calendar year, will be notified in writing by the USA Softball of Michigan President informing them of the absences and their potential removal from the USA Softball of Michigan Executive Committee.

ARTICLE VIII

USA Softball of Michigan AFFILIATED MEMBERS

Section 8.01 QUALIFICATIONS. Affiliated Members shall be organizations that accept the

scope of the USA Softball of Michigan Articles of Incorporation and these Bylaws. Nevertheless, Affiliated Membership shall be based upon the recommendation of the USA Softball of Michigan Executive Committee and approval by the USA Softball of Michigan Board of Commissioners. As titles and terms of office with other organizations may vary, voting privileges of Affiliated Members unless otherwise specified in these Bylaws will be based upon the recommendation of the USA Softball of Michigan Executive Committee and confirmation by the USA Softball of Michigan Board of Commissioners. All Affiliated Members shall assist the President and USA Softball of Michigan Executive Director in carrying out the business of the Association.

Section 8.02 USA SOFTBALL. The USA Softball State Commissioner shall serve on the USA Softball of Michigan Board of Commissioners and the USA Softball of Michigan Executive Committee in an advisory capacity and may be delegated other duties and responsibilities necessary and in accordance with the USA Softball Code. The USA Softball State Commissioner shall assist the President and the USA Softball of Michigan Executive Director in the fulfillment of their duties and shall also be responsible for all monies and dues owed USA Softball. The USA Softball State Commissioner shall oversee all tournaments leading to USA Softball National Championship play and appoint and discharge, in accordance with these Bylaws, Deputy and District Commissioners, District Commissioners-at-Large, the State Umpire-in-Chief, the State Junior Olympic Commissioner, and such persons as may be required. The USA Softball State Commissioner shall also coordinate with the USA Softball of Michigan President all USA Softball of Michigan Annual Meetings, file, with assistance of the Secretary-Treasurer, the annual financial report on the form supplied by the USA Softball and enforce those rules and regulations of USA Softball promulgated by the USA Softball Code and the USA Softball Procedural Code.

ARTICLE IX

USA Softball of Michigan EXECUTIVE DIRECTOR

Section 9.01 APPOINTMENT AND RESPONSIBILITIES. The USA Softball of Michigan Executive Director shall be the chief paid administrator of the Association and shall be responsible for the day-to-day operations of the Association. The USA Softball of Michigan Executive Director shall be an at-will employee of the USA Softball of Michigan hired, evaluated and or fired by the Executive Committee and accountable to the USA Softball of Michigan Executive Committee. The USA Softball of Michigan Executive Director shall serve on the USA Softball of Michigan Board of Commissioners and the USA Softball of Michigan

Executive Committee in an advisory capacity and shall serve on all USA Softball of Michigan Committees in an advisory capacity unless otherwise stated.

Section 9.02 USA SOFTBALL STATE COMMISSIONER. The USA Softball of Michigan Executive Director shall not be precluded from also serving as the USA Softball State Commissioner; provided, however, that in the event both positions are not held by the same individual, the highest degree of cooperation and agreement as may be possible and consistent with these Bylaws between the persons holding the two positions is encouraged.

ARTICLE X

COMMISSIONERS

(Includes all District Commissioners and all District Commissioners-at-Large)

Section 10.01 APPOINTMENT. Commissioners shall be appointed to the position of District Commissioner by the USA Softball State Commissioner / USA Softball of Michigan Executive Director with the approval of the USA Softball of Michigan Executive Committee and the USA Softball of Michigan Board of Commissioners; a Commissioner shall be eligible for election as an officer of the USA Softball of Michigan.

Section 10.02 TERM of OFFICE. A commissioner shall serve on an annual basis but may resign prior to the end of a term. However, a Commissioner may be replaced at any time by the USA Softball State Commissioner and or the USA Softball of Michigan Executive Director, as the case may be.

Section 10.03 DUTIES and RESPONSIBILITIES. The Commissioner shall perform these duties promulgated by the USA Softball of Michigan Executive Committee and the USA Softball State Commissioner / USA Softball of Michigan Executive Director which shall include, but not limited to, the following:

1. **Meetings.** A Commissioner must attend the USA Softball of Michigan Annual Meeting and shall attend all meetings called by the President. A Commissioner must be in attendance at all required activities of any Annual Meeting in order to be considered in attendance at the Annual Meeting.

2. **Voting Privileges.** A Commissioner shall be a voting member of the USA Softball of Michigan Board of Commissioners. A Commissioner shall serve and vote on committees as appointed by the USA Softball of Michigan President.
3. **Committees.** A Commissioner shall serve on those Standing and Special Committees as appointed by the President and shall be required to attend meetings as called by the Chair of said Committee. A Commissioner shall be eligible for appointment to chair any USA Softball of Michigan Committee.
4. **Appointments.** Commissioners shall make such appointments as are set forth by the USA Softball of Michigan Bylaws and may make the following appointments in their respective district:
 1. District Junior Olympic Commissioner;
 2. District Board Appointments;
 3. they shall work jointly with the USA Softball of Michigan State Umpire-in-Chief in the selection and approval of a District Umpire-in-Chief within their district;
 4. other appointments as necessary and approved by the USA Softball of Michigan President and USA Softball of Michigan Executive Director.
5. **Consultation and Advice.** A Commissioner shall provide advice to the USA Softball of Michigan Executive Committee, the USA Softball of Michigan Board of Commissioners and to their local district as they pertain to the USA Softball of Michigan and USA Softball.
6. **Reporting.** A Commissioner shall prepare reports and or records as requested by the USA Softball of Michigan Executive Committee, the USA Softball of Michigan President or the USA Softball State Commissioner / USA Softball of Michigan Executive Director. Such reports and records shall include but not limited to:
 1. Review and confirm all team and umpire registration reports within their respective districts.
 2. District Meetings.
 3. District and local league team standings.
 4. Classification reports.
 5. District and regional tournament reports as required.
 6. Names of league directors, addresses and phone numbers within their respective district.
7. **Tournament bidding and site selection.** A Commissioner shall represent his or her district in the preparation and presentation of USA Softball of Michigan tournament bids. Site Selection shall be the responsibility of the USA Softball of Michigan Executive Committee.
8. **USA Softball of Michigan representation.** Meetings: A Commissioner shall represent the USA Softball of Michigan at all district meetings and at other USA Softball of Michigan or USA Softball meetings as directed by the President. Tournaments: Commissioners shall represent their districts and USA Softball of Michigan at District, Regional, Qualifier, State or National Tournaments held in their

respective districts and shall represent USA Softball of Michigan at tournaments held outside their respective districts as required by the USA Softball of Michigan President.

9. **District responsibilities.** Commissioners shall be responsible to the USA Softball of Michigan for the proper function of USA Softball of Michigan softball in their district, monitor all actions within their districts and monitor and make team classifications within their districts. District Commissioners shall be the District spokesperson for team classification, player eligibility, rules, rosters and tournament guidelines at the District, Regional and State level. Commissioner shall be the spokesperson to the USA Softball of Michigan Board of Commissioners and the USA Softball of Michigan Executive Committee for their respective districts and shall also be responsible for promoting and recruiting USA Softball of Michigan teams and umpire registrations within their respective districts.
10. **Financial responsibilities.** A Commissioner shall keep an accurate account of all monies received and due USA Softball of Michigan as required; assist USA Softball of Michigan in processing of teams, umpires and USA Softball of Michigan tournament registrations; prepare financial reports and payments to USA Softball of Michigan as required; and, shall keep accurate district reimbursement accounts as required by USA Softball of Michigan.
11. **Failure to Comply.** Any District that fails to meet the USA Softball of Michigan standards in items 1 -10 of Section 10.03 is subject to the review by the USA Softball of Michigan Executive Committee and subject to revocation or suspension of the district.

ARTICLE XI

DISTRICT BOARDS

Section 11.01 DISTRICT BOARD. The Commissioners shall establish a District Board for each of the Districts. The District Boards shall consist of a District Commissioner, Commissioners-at-Large and such local league directors as necessary.

Section 11.02 ESTABLISHMENT and MEETINGS. The District Commissioner shall appoint the members of the District Board and shall be the chair of the District Board. The District Board shall meet a minimum of two times a year to conduct business within their district.

Section 11.03 RESPONSIBILITIES of the DISTRICT BOARD. The District Board shall undertake such activity on behalf of the District as needed which shall include but not be limited to: regulate, control and administer all USA Softball of Michigan activities within their district as set forth by the USA Softball of Michigan Bylaws; organize and promote softball within their district; organize, control and assign all USA Softball of Michigan tournaments within their district; classify all teams within their district; and, prepare and submit all reports as required by USA Softball of Michigan.

ARTICLE XII

REGIONAL BOARDS

Section 12.01 REGIONAL BOARD. There shall be a Regional Board in each of the designated regions.

Section 12.02 ESTABLISHMENT and MEETINGS. Regional Boards shall consist of the District Commissioners and Commissioners-at-Large within the respective region and the USA Softball State Commissioner / USA Softball of Michigan Executive Director. The Regional Chairperson shall announce dates of regional meetings with the USA Softball of Michigan office by May 01 and all Regional Boards shall meet annually prior to the start of state tournament play. A majority of the Regional Board members shall constitute a quorum at all regional meetings.

Section 12.03 RESPONSIBILITIES of the REGIONAL BOARD. The Regional Board shall organize, control and assign all regional tournaments in their area and select all tournament sites for regional play and consider and resolve any problems regarding classifications, eligibility or tournament sites.

Section 12.04 REGIONAL BOARD CHAIRPERSON. Each Regional Board shall have a Regional Chairperson who shall be appointed by the USA Softball State Commissioner / USA Softball of Michigan Executive Director. The Regional Board Chairperson shall preside at all regional meetings until replaced and shall be responsible to the USA Softball of Michigan Board of Commissioners through the USA Softball of Michigan Executive Director in the administering of all business in the region. The Regional Board Chairperson shall interpret and administer the policies as set forth in the USA Softball of Michigan Bylaws.

ARTICLE XIII

CLASSIFICATION APPEALS BOARD

Section 13.01 ESTABLISHMENT and AUTHORITY. There shall be a Classification Appeals Board consisting of the USA Softball of Michigan Executive Director or his or her designee, who shall be the Chairperson, and a minimum of two designees selected by the USA Softball of Michigan Executive Director. The Classifications Appeal Board shall consider and rule upon all classification appeals properly presented to it. Decisions of the Classification Appeals Board shall be final.

ARTICLE XIV

REGIONAL AND DISTRICTS

Section 14.01 REGIONS and DISTRICTS DEFINED. The Regions and Districts are defined as the following counties and also with the enclosed map:

REGION DISTRICT (Select Region/District to display map)	AREA
A 01 Berrien, Cass and Van Buren.	
02 Allegan and Kalamazoo.	
03 Branch, Calhoun and St. Joseph.	
B 04 Jackson, Hillsdale and Lenawee.	
05 City of Ann Arbor.	
06 Monroe and the rest of Washtenaw.	
C 07 Kent.	
08 Ottawa.	
09 Muskegon, Mason, Lake, Oceana and Newaygo (Nunica).	
D 10 Clinton, Ionia and Montcalm.	
11 Barry, Eaton and Ingham.	
E 13 Genesee and Shiawassee.	
14 Lapeer, St. Clair, Sanilac, Huron and Tuscola (M - 46 North).	
15 Saginaw and Tuscola (M - 46 South).	

- F** 12 Clare, Gratiot, Isabella, Mecosta and Osceola.
16 Gladwin and Midland.
17 Arenac, Bay,
- G** 19 Antrim, Benzie, Grand Traverse, Kalkaska, Leelanau, Manistee, Missaukee and Wexford.
20 Alcona, Alpena, Crawford, Iosco, Montmorency, Ogemaw, Oscoda, Otsego, Presque Isle and Roscommon.
21 Charlevoix, Cheboygan and Emmet.
- H** 22 Alger, Baraga, Chippewa, Delta, Dickenson, Gogebic, Houghton, Iron, Luce, Keweenaw, Machinac, Marquette, Menominee, Ontonagon and Schoolcraft.
Detroit Wayne, Oakland, Livingston and Macomb. (Not USA Softball of Michigan).

ARTICLE XV

USA SOFTBALL CODE AND USA SOFTBALL OF MCHIGAN TOURNAMENT REGULATIONS

Section 15.01 APPLICABILITY. The USA Softball of Michigan, as a member of the USA Softball, adheres and abides by all rules and regulations of the USA Softball unless specifically covered in the official publications of the USA Softball of Michigan.

ARTICLE XVI

TOURNAMENT BIDS

Section 16.01 TOURNAMENT BIDS. Any member City Softball Association, Recreation Department, or organization may bid on any tournament sponsored by the USA Softball of Michigan.

Section 16.02 QUALIFIED BIDS. Tournament Bids will be due to the State Office by the date set by the USA Softball of Michigan Executive Director. Qualified bids will be determined and recommended by the USA Softball of Michigan Executive Committee to the USA Softball of Michigan Board of Commissioners. In the event any tournament is not

awarded at the USA Softball of Michigan Executive Committee Meeting, the USA Softball of Michigan Executive Director shall award same at the earliest possible date.

ARTICLE XVII

AWARDS AND TROPHIES

Section 17.01 REGULATIONS for AWARDS and TROPHIES. USA Softball of Michigan shall purchase all team trophies and Individual Awards for Qualifying tournaments and State Tournament Finals and the tournament site shall remit to the State office their share of the actual expense as invoiced. Any other awards must be approved by the USA Softball of Michigan Executive Committee.

ARTICLE XVIII

OFFICIAL UMPIRES

Section 18.01 OFFICIAL UMPIRES. Only USA Softball of Michigan - USA Softball Registered Umpires shall be used in tournaments under USA Softball of Michigan control.

ARTICLE XIX

INDEMNIFICATION

Section 19.01 VOLUNTEER DIRECTOR: LIABILITY to CORPORATION. A volunteer director of the USA Softball of Michigan shall not be personally liable to USA Softball of Michigan or the membership of USA Softball of Michigan for monetary damages for a breach of the director's fiduciary duty arising under applicable law. However, this Article shall not eliminate or limit the liability of a director for any of the following:

1. A breach of the director's duty of loyalty to the USA Softball of Michigan or the membership of USA Softball of Michigan;

2. Acts of Omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of MCLA 450.2551;
4. A transaction from which the director derived an improper personal benefit;
5. An act or omission occurring on or prior to the date of the filing of the USA Softball of Michigan Articles of Incorporation; or
6. An act or omission that is grossly negligent.

A volunteer director of the USA Softball of Michigan shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the USA Softball of Michigan or to the membership of the USA Softball of Michigan to the extent set forth in this Article. Any repeal or modification of this Article by the USA Softball of Michigan shall not adversely affect any right or protection of any volunteer director of the USA Softball of Michigan existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

Section 19.02 NON-DIRECTOR VOLUNTEER. The USA Softball of Michigan assumes the liability for all acts or omissions of a non-director volunteer, provided that:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. The volunteer was acting in good faith;
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional tort, and;
5. The volunteer's conduct was not a tort rising out of the ownership, maintenance or use of a motor vehicle as described in Section 209 (e) (v) of the Michigan Nonprofit Corporation Act.

Section 19.03 VOLUNTEER DIRECTOR: LIABILITY to OTHERS. The USA Softball of Michigan assumes all liability to any person, other than the USA Softball of Michigan or to the membership of the USA Softball of Michigan for all acts or omissions of a volunteer director occurring on or after the date these Articles of Incorporation are adopted, incurred in the good faith performance of the volunteer director's duties as such.

Notwithstanding the foregoing, a volunteer director shall be personally liable to the USA Softball of Michigan or to the membership of the USA Softball of Michigan for monetary damages for a breach of fiduciary duty as a director to the extent set forth in the preceding subsection, and the USA Softball of Michigan and the membership of the USA Softball of Michigan shall not be precluded by this subsection from bringing or maintaining an action against a volunteer director to the extent not inconsistent with the preceding subsection.

Section 19.04 VOLUNTEER DIRECTOR: LIABILITY to OTHERS. Any appeal or modification of this Article by USA Softball of Michigan shall not adversely affect any right or protection of any director of the USA Softball of Michigan existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE XX

NOTICES

Section 20.01 NOTICES. All notices of meetings required to be given by these Bylaws shall be given by mail or electronic notification to the addressee at his or her last address as it appears on the books of the USA Softball of Michigan. The notice shall be deemed to be given at the time it is mailed or otherwise dispatched.

ARTICLE XXI

AMENDMENTS

Section 21.01 AMENDMENTS. Amendments to these Bylaws must be approved by two-thirds (2/3) Majority of the USA Softball of Michigan Board of Commissioners provided that notice in writing of any proposed amendment is submitted to each voting member at least 30 days prior to said meeting at which the proposed amendment is to be voted upon. An amendment approved by the USA Softball of Michigan Board of Commissioners shall be effective immediately, unless otherwise specified in the amendment.

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