

Bylaws of The Greater Los Angeles Softball Association

Website: <http://glasasoftball.org>

Last Updated: July 3, 2017

ARTICLE 1. NAME

1.01 Name.

The name of this Corporation is "The Greater Los Angeles Softball Association," hereinafter referred to as the "Corporation", "GLASA" or "the League".

ARTICLE 2. PURPOSE

2.01 General.

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 California, 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.

2.02 Specific.

The specific purpose of this Corporation is to be a permanently organized, non-profit slow-pitch adult softball league dedicated to the promotion of amateur athletics for all persons regardless of age, race, creed, religion, sex, national origin, or sexual orientation. However, a special emphasis shall be placed on the participation of members of the Gay and Lesbian community. The Corporation will emphasize participation in national and international softball competition. Additionally, the Corporation will provide instruction and competition for its members so as to achieve these purposes.

ARTICLE 3. NONPARTISAN ACTIVITIES

3.01 Activities.

This Corporation has been formed under the California 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.

3.02 Restrictions.

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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 4. DEDICATION OF ASSETS

4.01 General.

The property of this Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c)(3) of the Internal Revenue Code. 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. 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 Executive Board. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the Corporation.

4.02 Dissolution.

Upon the dissolution or winding up of this Corporation, the assets remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific, or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5. MEMBERSHIP

5.01 Classes of Membership.

There are two classes of membership in the League: team and individual member. GLASA membership is open to all people who wish to participate in the activities of the organization provided they:

- a. Agree to abide by the rules of GLASA or any rules as designated to govern competition;
- b. Agree to abide by the GLASA code of conduct;
- c. Pay any applicable fees; and
- d. Is not currently suspended from GLASA or NAGAAA competition.

5.02 Team Membership.

Team membership is available to those teams making proper application, remaining in good standing, and with a proper roster in accordance with the GLASA Softball League Code.

5.03 Team Dues.

Team dues and any periodic fees shall be paid by the team as uniformly set and communicated by the Executive Board for all teams in the League. Said dues or fees shall be included in the Annual Budget.

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Team dues, fees, fines, or penalties paid that are returned due to insufficient funds or any other reason will result in said team being ruled not in good standing until all monies owed are paid in full. Monies owed will include all bank-imposed fines and a fine from the League. Once a team is notified that money is due to the League, any future scheduled games will be forfeited by the team until all money owed is paid in full, including any money owed as a result of these forfeits. Team dues, fees, fines, or penalties seven days or more in arrears may result in late charges, suspension of the team, and/or suspension of one or more of the team's individual members. Additionally, as long as a team owes money to the League, they shall be ineligible for League playoffs, future League seasons, and NAGAAA championship play until the money is paid in full.

5.04 Individual Membership.

Individual memberships are available to any person in good standing such as a player, coach, manager, scorekeeper, sponsor, or supporter, who maintains eligibility requirements for same as set forth by the GLASA Softball League Code. Individual members must properly register via the league website. No one may complete a registration for another individual. All members must be at least 18 years of age at the time they apply for membership. A member may resign by filing a written resignation with the Executive Board, but such resignation shall not relieve the member of any obligations to pay outstanding dues and fees. The Executive Board may waive outstanding dues and fees. The Executive Board, by majority vote, can suspend and/or remove a member for cause. A membership is not transferable or assignable.

5.05 Individual Dues.

Individual dues and any periodic fees shall be paid by the individual as uniformly set and communicated by the Executive Board for all members of the League. The dues for a non-playing member shall be one-half of the individual membership. Said dues or fees shall be included in the Annual Budget. Individual dues or fees not paid prior to the player playing in his/her first scheduled game will result in the individual being ineligible to play until all dues and fees are paid according to the rules in the Softball League Code. Individual dues or fees paid by check that are returned due to insufficient funds will result in said player being ruled ineligible until all monies owed are paid in full by either a cashier's check or cash. Monies owed will include all bank-imposed fines and a fine from the League.

5.06 Voting Entitlements.

Individual members associated with a team are entitled to vote for League Officers as provided by these Bylaws. An individual member not associated with a team, considered a member-at-large, will be allowed to vote only for the election of the Commissioner, Assistant Commissioner, Secretary, and Treasurer. Only members associated with a team within a division may vote for the respective Division Representative.

5.07 Waiver of Responsibility.

Members and any other participants must sign a waiver of responsibility (as set forth by the Commission) before participating in any sanctioned event or competition. This waiver of responsibility is considered digitally signed if completed on-line.

ARTICLE 6. DIRECTORS AND OFFICERS

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6.01 Officers.

The Corporation shall have Officers, which shall include: a Commissioner, who will serve as both the Chief Executive Officer and Chairman of the Executive Board, an Assistant Commissioner, a Secretary, and a Treasurer, who will serve as the Chief Financial Officer.

6.02 Board of Directors.

The Board of Directors, collectively known as the Board or Executive Board, will include the Officers as stated in Article 6.01 and three Division Representatives; one for the A and B divisions; one for the C division; and one for the D division. A Director shall serve until such time as he or she is removed, resigns, is no longer a GLASA member, or the term of office expires. Any officer who leaves office for any reason (including voluntarily) shall simultaneously be removed from the Board of Directors.

6.03 Powers of the Board of Directors.

- a. General Corporate Powers. Subject to the provisions of the California Nonprofit Public Benefit 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 Executive Board. 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 League Commission, the Board shall have the power to:
 1. Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within the State of California; and designate any place within the State of California for the holding of meetings, including annual meetings;
 2. Adopt, make, and use a corporate seal; and alter the form of the seal;
 3. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

6.04 Election of Executive Board Members.

- a. Nominations for the Executive Board shall be opened at the April League Commission Meeting. Only a League member in good standing may be nominated. Nominations may be made in person or by email and shall be closed at the May Commission Meeting when the Meeting Chair asks for and does not receive any additional nominations. If the nominations close with only one candidate nominated for an open position, the candidate will be elected by acclamation. The Election date shall be set at this May Commission Meeting for a Sunday of regularly scheduled games no less than two full weeks after nominations are closed.
- b. The Executive Board Members that are not candidates in the election will be responsible for handling the voting process and ballot handling. These members will be referred to as the Election Monitors. Voting shall be by secret ballot of each

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League member choosing from the qualified candidates nominated. In no case can someone else cast a vote for another league member. Absentee balloting will not be permitted.

- c. In the event of one or more team(s) with a scheduled bye on election Sunday an additional voting Sunday will be arranged on the following Sunday of the regularly scheduled games or the Sunday prior if it meets the two weeks requirement of Article 6.04.a. On election Sunday(s) the Election Monitors will have a list of names of eligible members for voting and a section on the list for each player's signature. The League will provide two separate sealed ballot boxes located at two locations at the fields. Each division will be assigned different color paper for casting their vote. Each league member will verify their identity and sign the Official Team List prior to casting their vote; the Election Monitor will then provide the League member with the appropriate colored paper for casting their vote. The League member will then place their vote in the sealed ballot box. If the election is held on more than one Sunday, any member will be allowed to vote on the non-regular voting Sunday;
- d. Both sealed ballot boxes shall be opened and counted at the same time and place. The Election Monitors and a representative for each candidate are the only people that may be present. A candidate may not represent himself or herself. In case of a delay in counting the ballots due to a scheduled bye or rainout, the sealed ballot boxes and Official Team Lists shall be kept in the custody of the Commissioner, Assistant Commissioner or Treasurer (whoever is not a candidate);
- e. Each Executive Board Member shall be elected by plurality of all votes cast. A plurality means whoever gets the most votes wins.
- f. The Executive Board is responsible for overseeing the integrity of the election. Without sacrificing the integrity of the election, the Executive Board may establish additional guidelines for the election process;

6.05 Term of Office.

The term of office for Commissioner, Assistant Commissioner, Division Representatives, Secretary, and Treasurer shall be two years. The Commissioner, D Division Representative, and Secretary shall be elected in odd numbered calendar years. The Assistant Commissioner, A/B Division Representative, C Division Representative, and the Treasurer shall be elected in even numbered calendar years. Newly elected Board Members shall begin their term on September 1st in the year elected.

6.06 Removal from Office.

Any Board Member may be removed by two-thirds vote of a duly announced Commission meeting if the duties of such office were violated or not performed. At least two weeks written notice must be provided to the Board Member being considered for removal as well as to the other Board Members and Commission members in order for said Commission meeting to be duly announced.

6.07 Filling Vacancy of Office.

- a. An office other than Commissioner vacated by resignation, removal, or death with half or less of the current term remaining to be served shall be filled by appointment by the Commissioner. At the first regularly scheduled Commission Meeting of the League following the above action, the Commission will be notified of such appointment. Such appointment shall be for the remainder of the term of the office vacated;

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- b. An office vacated with more than half of the current term remaining shall be filled by a plurality vote of the League Commission for Assistant Commissioner, Secretary, and Treasurer or a plurality vote of the division commission members for a Division Representative. An election shall take place at the next Commission Meeting provided notification of the election is sent out at least one week prior to the meeting. In the case that the one week notification cannot be met, a special meeting for the election may be called per Bylaw 8.03. Nominations may be made by email prior to or in person at the Commission Meeting. Only candidates who accept the nomination verbally at the meeting or by email prior to the meeting will be considered ; and
- c. Should the Office of Commissioner become prematurely vacant due to resignation, removal, or death, the Assistant Commissioner will complete the current term of said office. The Assistant Commissioner position will then be filled as described in Section 6.07 a. and b. above.

6.08 Duties of the Commissioner.

- a. Perform duties as may be necessary for the proper and efficient conduct of the League, including such duties and functions as would be expected to be performed by a Chief Executive Officer and/or a Chairman of the Board of a California Nonprofit Public Benefit Corporation under the California Corporations Code.
- b. Administrative duties shall include, but are not limited to, overseeing the timely development of the Annual Budget; the submittal of the Executive Board's Annual Report to the Commission; and the appointment of Committee Chairpersons;
- c. Enforce all rules of the League;
- d. Act on behalf of the League in any matter of emergency that is not covered in the Bylaws, Softball League Code, or Rules of Play of the League. Such action is subject to future ratification by the Commission;
- e. Appoint an individual to act as Parliamentarian at a Commission meeting if the Commissioner finds it necessary;
- f. Be ex-officio member of all committees;
- g. Be the custodian of the league's bank account. It will be his/her responsibility to add the Treasurer and another member of the Executive Board to the bank account's signature file in order to gain access to the bank account at any given time. [The account will only be used for the normal financial transactions of the League. Under no circumstances will there be any movement of funds (i.e. wire transfers, or any other withdrawals) other than through checks, except as defined in 6.12(j)];
- h. Be responsible for arranging for the Finance Committee Chair to directly receive the bank statement, review the statement and its contents, give the statement to the Secretary at the next Commission meeting, and review and sign the monthly financial statement prepared by the Treasurer; and
- i. Be responsible for presiding at all meetings of the Executive Board and of the League Commission. The Commissioner will direct the policies of the League. The Commissioner will call all meetings to order at the required time and announce the business before the League in the order it is to be acted. Also, the Commissioner will state and put to vote all motions, announce the result of votes, restrain members engaged in debate within the rules of order, and enforce order and proper conduct among members.

6.09 Duties of the Assistant Commissioner.

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- a. Assist the Commissioner in those duties he/she specifies as necessary for the proper and efficient conduct of the League;
- b. Preside at any Board or Commission Meeting the Commissioner is unable to attend;
- c. Be responsible for the accurate maintenance of the League's membership database;
- d. In the case of the resignation, removal, or death of the Commissioner, be prepared and willing to fill the vacancy as stipulated in Bylaw 6.07; and
- e. Be required to attend all Executive Board and Commission Meetings.

6.10 Duties of the Division Representatives.

- a. Coordinate and direct the activities of his/her respective division(s) under the supervision of the Commissioner;
- b. Respond in a timely manner to Team Managers and players in their division and to board inquiries relating to their division.
- c. Observe games as necessary in order to assure proper player ratings within his/her division as required by the GLASA Softball League Code.
- d. Assist the Commissioner in those duties he/she specifies as necessary for the proper and efficient conduct of the League; and
- e. Be required to attend all Executive Board and Commission Meetings.

6.11 Duties of the Secretary.

- a. Maintain the official copy of the Bylaws, Softball League Code, Rules of Play, and related documents of the League and NAGAAA;
- b. Record and maintain all League meeting minutes, specifically of the Executive Board and the Commission. Said minutes shall be recorded and available to all League members prior to the next Commission meeting;
- c. Give due notice of all League events and deadline dates to all Commission members at such time as prudent to avoid any fines or suspensions;
- d. Track Commission meeting attendance and notify managers of attendance violations.
- e. Maintain a list of teams and their respective Division of play. Maintain a current address listing along with telephone and e-mail contacts of all Commission Members. Maintain membership of the GLASA Commission Facebook page;
- f. Be responsible for League and NAGAAA correspondence as directed by the Executive Board;
- g. Keep a copy of the signed and approved financial statement, along with the bank statements, with the monthly meeting minutes;
- h. Assist the Commissioner in those duties he/she specifies as necessary for the proper and efficient conduct of the League;
- i. Oversee the maintenance and update of the League's website as necessary. The Executive Board determines the website content and may appoint a Webmaster to be responsible for the actual update of the website, but the Secretary will still be responsible the overseeing the website; and
- j. Be required to attend all Executive Board and Commission Meetings.

6.12 Duties of the Treasurer.

- a. Be the Chief Financial Officer in charge of and with responsibility for all funds collected directly by or on behalf of the League or its committees, tournaments, and related activities;

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- b. Cause all such funds collected directly by or on behalf of the League or its committees, tournaments, and related activities to be speedily deposited in the League's name in such bank or banks as directed by the Executive Board.;
- c. Pay out League funds on the order of the Executive Board or Commission as certified by the countersignature of another Board Member on a League check for such ordered payment. Under no circumstances shall the Treasurer provide or accept pre-signed and/or blank checks in violation of this accounting control. No checks should be made payable to cash. Furthermore, receipts must be provided to the Treasurer for all authorized reimbursements and record keeping;
- d. With the Executive Board, develop the Annual Budget in accordance with By-Law 13;
- e. Provide to each Commission meeting a brief and current financial statement (including receipts and disbursements, and the previous and current cash balances on hand) as well as performance against the Annual Budget. This financial statement shall include all activity through the end of most recent month that ended more than one week prior to the Commission meeting and shall be provided to the Secretary in written form, signed by the Finance Committee chair, so that it may be included in the minutes of the Commission meeting;
- f. Provide a complete written financial statement and a copy of the bank reconciliation(s) to the Finance Committee for their approval prior to presenting the financial statement to the Commission;
- g. Verify that all checks have two legally approved signatures; a check may be approved by the Treasurer with only one legal signature if (1) the amount of the check is no more than \$600, and (2) the check has been requested, in writing, by an Executive Board member or committee chair for expenses for their committee.
- h. File appropriate federal and state informational tax returns with the appropriate agencies. Maintain all files and file all required documents as necessary for a non-profit organization in a timely manner;
- i. Be required to attend all Executive Board and Commission Meetings.
- j. Assist the Commissioner in those duties he/she specifies as necessary for the proper and efficient conduct of the League; and
- k. The Treasurer at their discretion shall have the ability to secure a bank debit and/or credit card associated with the accounts held by the league. Only the treasurer is authorized to obtain and use the card to carry out any transactions as granted under these bylaws in furtherance of their duties. To facilitate the oversight of league finances certain requirements are hereby imposed.
 - 1. Controls for use of card:
 - a. For each transaction the treasurer will be required to email the commissioner and assistant commissioner to notify them of the transaction within 24 hours from the time of the transaction OR
 - b. The credit or debit card must be from an institution that supports transaction alerts and such alerts must allow for and be set to notify at least one other executive board member when a transaction is made.
 - 2. If the institution from which the card is obtained supports the notification(s) described in 6.12(k)(1)(b) then notifications will be deemed mandatory and 6.12(k)(1)(a) is not required.

6.13 Compensation of Directors.

Directors, officers and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by budgetary item(s) as approved by the

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League Commission to be just and reasonable. 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 Section 5227 of the California Nonprofit Public Benefit Corporation Law or any successor provision. “Interested Persons” means:

- a. 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
- b. 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.

6.14 Liability.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. The League shall maintain Director’s Liability and Financial Crime/Theft insurance.

ARTICLE 7. LEAGUE COMMISSION

7.01 Composition of the Commission.

The Commission shall be the Executive Board and one Representative from each team (other than At-Large Teams as defined in the Softball League Code) participating during a given season (as defined in the GLASA Softball League Code), to be selected by the Manager of that team. The Representative must be a member of the League. Each Commission member, whether elected or appointed, shall have one vote.

7.02 Team Representatives.

The Team Representative voting for each team shall furnish proof, to the satisfaction of the Commissioner that they are acting as the Representative on the League Commission. The person seated on the Commission from each team must be a GLASA member and shall remain the same until the next regular meeting of the Commission, unless an Alternate Representative is designated and at least one of the Executive Board members is notified of such replacement. Notification may be verbal.

7.03 Duties of the Commission.

The Commission shall be the legislative body of the League, and shall vote on any issues pertaining to the routine operational business and all budgetary items, policy issues, and business decisions that bind the corporation.

7.04 Duties of the Team Representatives.

- a. Be responsible for regular attendance at Commission Meetings during the season(s) which their team is participating. Failure of regular attendance responsibility shall cause the team to be

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penalized (see Bylaw Article 9 below) and/or disqualified from League play and/or NAGAAA championship play;

- b. Be responsible for communicating Commission and League activities, requirements, and needs to their team and/or team sponsor(s); and
- c. Represent their team in Commission meetings; and, as necessary, in related League activities.

7.05 Team Voting Rights.

Team member voting rights begin when a team properly registers for a season and they continue until the date rosters are due for the next Spring Season.

ARTICLE 8. MEETINGS

8.01 Commission Meetings.

Meetings of the Commission shall begin at a place and time as set by the Executive Board and shall be held once per month or as often as necessary in order to conduct business of the organization. Written or electronic notification must be provided to the Commission regarding changes to this schedule once set by the Executive Board. The proceedings of all meetings of this organization shall be governed and conducted according to the latest edition of Robert's Rules of Order unless superseded by these Bylaws. Robert's Rules of Order may be waived by a majority vote of the body assembled to conduct business.

8.02 Attendance.

Attendance at scheduled meetings during a given season will be defined as follows:

- a. One Representative from each team (other than At-Large teams as defined in the Softball League Code) participating during the Spring Season shall be required to attend meetings held during the months of February through July;
- b. One Representative from each team (other than At-Large teams as defined in the Softball League Code) participating during the Fall Season shall be required to attend meetings held during the months of September through November; and
- c. Team Representatives that are not required to attend a particular month's meeting (as described above) are nonetheless encouraged to attend because of important League decisions and discussion.
- d. A Board member may not serve as his or her team's representative for the purpose of meeting these attendance requirements.

8.03 Special Meetings.

A special meeting of the Commission may be called by a majority of the Executive Board or of the Commission representatives. Written notice of date, time, place, and purpose of such meeting shall be delivered by mail or contacted in person or e-mailed at least 72 hours in advance. Business transacted at a special meeting should be limited to that mentioned in the notice.

8.04 Quorum.

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A quorum for any Commission meeting shall be constituted by the attendance of a majority of the Commission members. Teams in good standing not playing in the Fall Season are not counted toward this quorum for the months of September through January.

ARTICLE 9. PENALTIES

9.01 Team.

1. Commission Meeting Attendance.

Penalties for a team's failure to attend special or regularly scheduled meetings during a season of participation as detailed in Bylaw Article 8 above are as follows:

- a. Failure to attend one required meeting will result in a written reprimand of the team's Manager and be so noted in the meeting minutes of the next scheduled meeting;
- b. Every subsequent violation after the first missed meeting during the same season, a \$50.00 fine shall be imposed upon the team.

2. Manager/Team Penalties for Player Ratings Violations.

If player ratings points (see the Softball League Code) are added to a team's player(s) by any method other than through a request by the team manager or player and the change remains after final appeal, the following penalties will apply. These penalties apply to the manager of record when the ratings change occurs:

- a. For the first point added per team during a season, the manager will be required to attend a Player Ratings Workshop prior to the next season..
- b. For the second point added per team during a season, the Executive Board may assess further penalties.
- c. For each point added per team during a season beyond the second added point, a \$50 fine per additional point will be assessed in addition to the penalties described above.

9.02 Individual.

Individual members may be disqualified for a period of time by the Executive Board for violations of the Softball League Code, with the exception that the following acts of disqualification may result in a minimum of one year loss of eligibility and of loss of monies paid or due:

- a. Physical violence and/or threat of physical violence;
- b. Committing or encouraging others to commit fraud (such as intentionally playing under an assumed name, falsifying an affidavit or roster, or giving false information to the League or its Officers);
- c. Receiving professional considerations (such as money or cash prizes);
- d. Competing knowingly with disqualified players; or
- e. Using an altered bat.

9.03 Investigations.

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The Executive Board will investigate any allegations of the League Code before beginning Disqualification Procedures (described below). However, if there is no way to validate the accusations, disqualification procedures will not proceed. Instead, the members will be personally reminded of the applicable league code and the potential penalties.

9.04 Disqualification Procedures.

Disqualification procedures are constituted as follows:

- a. Hearing - Prior to disqualification, an individual member shall be given an opportunity for a hearing by the Executive Board;
- b. Notification - The individual member must be notified in writing of the time, place and date of the hearing. Such notification must be made at least 48 hours prior to the date of the hearing;
- c. Ruling - After hearing the evidence available, the Executive Board will vote on action necessary and appropriate. If disqualification or suspension is approved, the Commissioner shall notify in writing all Commission Representatives of such action being taken; and
- d. Appeal - An individual member disqualified from League play must notify the Commissioner within seven days if said team or individual member has an intention to appeal the disqualification or suspension. Such appeal must be in writing. The Commissioner shall at this time call for a meeting of the Commission as set forth in Bylaw Article 8.03.

9.05 NAGAAA Gay Softball World Series Penalties.

If during participation in the NAGAAA Gay Softball World Series, the team and/or any of its players is cited for a ratings violation and GLASA is fined, then GLASA is responsible for the payment of one-half of the financial penalty and the team is responsible for the other half of the financial penalty for the violation. Also, the team would be responsible in the same proportion for any financial penalties the league incurs due to any other type of violations based on the team's participation the NAGAAA GSWS, except for penalties related to incorrect player names and dates of birth. For penalties related to incorrect player names and/or dates of birth, the team will be responsible for the entire fine.

ARTICLE 10. EXECUTIVE BOARD

10.01 Composition.

The composition of the Executive Board is defined in Bylaw 6.01 and 6.02.

10.02 Duties.

The duties of the Executive Board shall be to manage the business of the League. The Executive Board shall also consider League matters referred to it by the Commission or by these Bylaws.

10.03 Meetings.

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Meetings of the Executive Board shall be held as League business requires. One week notice is required for regular meetings. Special meeting procedure shall be the same as set forth in Bylaw Article 8.03 above. A quorum for any Board meeting shall be constituted by the attendance of a majority of the Board.

10.04 Conflict of Interest.

Any Executive Board member must abstain from a vote if there's a conflict of interest. The Executive Board voting shall still take place without the board member with the conflict of interest, as long as there is a quorum. A conflict of interest is a question of direct personal or monetary interest that is not common to other members of the organization. However, if the member is being considered with other members in a motion or being elected to office, he or she is allowed to vote. The general principle in parliamentary law is that when a member has a conflict of interest, he or she does not enter into the discussion or vote on the matter. However, there is no rule that says the member has to leave the room when others discuss the issue. The other principle of parliamentary law is that if the member is not allowed to vote, he or she is also not counted in the quorum. Be forewarned: If a member is not able to vote on an issue and his or her participation is needed for a quorum, members can't take a vote on the issue. A conflict of interest is defined by GLASA Executive Board as, but not limited to, the following:

- Player on the same team
- Romantic partner
- Roommate
- Co-worker
- In a dating relationship
- Family member
- Financial connection
- Any other conflict of interest deemed relevant by the GLASA Commissioner

During the review process of any member of GLASA, the Executive Board members will not accept gifts, cash, discounts or entertainment from other players, coaches and/or manager that could be interpreted as given to influence the Executive Board member's decision.

10.05 Annual Report.

The Annual Report of the Executive Board shall give a brief account of the past year with recommendations for the future. Such report shall be submitted by the Commissioner in writing at the second regular League Commission meeting of the fiscal year. After discussion, and amendment by the Commission if necessary, the report shall be published as the "Annual Report of the Executive Board" in the Commission meeting minutes.

ARTICLE 11. COMMITTEES

11.01 Standing Committees.

- a. Standing Committees are those that serve from year to year and do not need to be renewed;
- b. The Commissioner may appoint or remove the Chairperson of any Standing Committee;

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- c. **The Sin City Shootout Committee** shall serve from year to year as a Standing Committee. Its duties shall include all League sponsored tournament activity for the Sin City Shootout. The Committee shall seek timely approvals of the Commission (or Executive Board in off-season interim) necessary for scheduling and communication. It will produce an economically profitable tournament that is a credit to gay athletics and the League image. Committee planning may include, Awards Banquet; Fields; Housing; Program; Public Relations; Social Activities (e.g. Calendar of Events); and Transportation. The Commissioner appoints the committee Chairperson for a one-year term beginning September 1st. The Chairperson can be re-appointed. The committee Chairperson appoints members of the committee with the approval of the Commissioner.
- d. **The Hall of Fame Committee** shall serve from year to year as a Standing Committee. Its duties and procedures shall be defined in GLASA Softball League Code, Article 13.
- e. **The Ratings Review Committee** shall serve from year to year as a Standing Committee. Its duties and procedures shall be defined in GLASA Softball League Code, Article 5.
- f. **The Finance Committee** shall serve from year to year as a Standing Committee. The Commissioner appoints the committee Chairperson for a one-year term beginning September 1st. It is to be comprised of at least four members, including one Chairperson. Vacancies will be filled at the discretion of the Chairperson. Finance Committee members will possess sufficient knowledge, practical experience and objectivity to fulfill the Mission of the Finance Committee. The role of the Finance Committee is primarily to provide financial oversight for GLASA and serve a leadership role in this area. The members will exercise care and diligence in performing their duties in the best interest of GLASA, to facilitate transparency and accountability and to safeguard its assets. It will assist the Treasurer of GLASA in developing, implementing and monitoring the annual budget and financial statements of GLASA and recommend their approval to the Assistant Commissioner, Commissioner and Executive Board. It will verify GLASA's budget and financial statements are accessible to its members and clearly communicate GLASA's financial position, its adherence to the budget, and its allocation of resources toward its stated purpose. In conjunction with the Treasurer, it will create and monitor written accounting policies, procedures and internal controls to ensure appropriate steps are followed for all financial transactions, and provide related training and support to all individuals involved in the business operations acting on behalf of GLASA. It will develop, evaluate or recommend other policies that further serve to mitigate financial risks of GLASA, its members, the Executive Board, and all committee members. It will maintain oversight by making inquiries of GLASA members and by performing audit, review or inspection of all bank accounts and books and records used in the preparation of the financial statements and annual governmental tax filings of GLASA and report to the Commissioner any actions determined to be contrary to stated policies, procedures and controls. It will verify that all organizational, governmental and legal filing deadlines are met. It will assist the Executive Board with engaging the services of an independent certified public accountant or other consultants, as needed. It will communicate GLASA's commitment to actively building and preserving the financial resources necessary to accomplish its mission over the long-term.
- g. **The Switch Hitters and Events Committee** shall serve from year to year as a Standing Committee. Its duties shall include all League-sponsored activity for events including Switch Hitters, First Pitch Parties, and the annual Spring Season awards event. The Committee shall seek timely approvals of the Commission or Executive Board necessary for scheduling and communication. The Commissioner appoints the committee Chairperson for a one-year term beginning September 1st. The Chairperson can be re-appointed. The committee Chairperson appoints members of the committee with the approval of the Commissioner.

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11.02 Creation of a Special Committee.

The Executive Board, by a majority vote, or the Commissioner may create a special committee. Such committees must include at least one Executive Board member. When a Special Committee is established, the Executive Board or Commissioner shall specify:

- a. The objective(s) of the Special Committee;
- b. The term of the Special Committee; (One year maximum, and renewable.)
- c. The date(s) upon which the Special Committee is to report; and the method by which the committee is to report;
- d. The method by which the Special Committee members will be chosen, how the size of the Special Committee will be determined, and how vacancies on the Special Committee will be filled; and
- e. A Chairperson(s) shall be appointed from the membership of each committee by the Commissioner; otherwise, he/she may choose to allow the Committee to elect such Chair. Such Chairperson(s) shall be responsible for the timely accomplishment of the measurable objectives to be reported to the Commission.

11.03 Restrictions.

No committee, regardless of Board resolution or authorization from the Commissioner, may:

- a. Fill vacancies on the Executive Board;
- b. Fix compensation of the Executive Board members for serving on the Board or on any committee;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any resolution of the Executive Board which by its express terms is not so amendable or repeal-able;
- e. Appoint any other committees;
- f. Approve any transaction between:
 1. The League and one or more of its Executive Board members; or
 2. The League and any entity in which one or more of its Executive Board members have a material financial interest; or
 3. Expend league funds to support a nominee for an Executive Board position after more persons have been nominated than can be elected.

11.04 Tenure.

- a. Each member of a committee shall serve for the term of the committee, and may be re-appointed if the committee is renewed;
- b. A committee member may be removed from a committee by the Commissioner or by a two-thirds vote at a duly announced Commission meeting; and
- c. A committee may be disbanded by a two-thirds vote of the Executive Board of a regularly scheduled Executive Board meeting.

11.05 Membership.

Only League members in good standing may be members of a committee.

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11.06 Finances.

Once the League budget is presented to the Commission per Article 13, changes to a committee budget must be approved by the Commission. Committees involved in expenditure and fund-raising shall regularly, promptly, and accurately provide the financial controls and reporting necessary for the League Treasurer, to report to the Commission as required in By-Law 6.12(e).

11.07 Committee Rules.

Each committee may adopt rules consistent with these Bylaws for its governance and accomplishment of objectives, except for the Ratings Review and Hall of Fame Committees whose procedures are defined in the GLASA Softball League Code.

ARTICLE 12. FISCAL YEAR

12.01 Fiscal Year.

The Fiscal year of the League shall begin on September 1st and end on August 31st of the following year.

ARTICLE 13. BUDGETS AND FINANCIAL DUTIES

13.01 Annual Budget.

The Annual Budget is prepared by the Treasurer and reviewed by the Finance Committee. It is then approved by the Executive Board and presented in writing at the first regular Commission meeting of the fiscal year. The budget should reflect all requirements necessary to carry out the organization's charitable purposes.

13.02 Changes to the Budget.

Once the budget is presented it may be changed by a majority vote of the Commission, except for team and/or individual dues or fees. Changes to team and/or individual dues or fees require a two-thirds vote of the Commission.

13.03 Financial Duties.

The financial duties of the League are outlined in Article 6 – Directors and Officers.

ARTICLE 14. INDEMNIFICATION OF EXECUTIVE BOARD MEMBERS, OFFICERS, EMPLOYEES AND OTHER AGENTS

14.01 Definitions.

For purpose of this Article:

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- 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 his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

14.02 Successful Defense by Agent.

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 him, then the provisions of By-Law Articles 14.03 through 14.05 shall determine whether the agent is entitled to indemnification.

14.03 Actions Brought by Persons Other than the Corporation.

Subject to the required findings to be made pursuant to By-Law 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 California 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.

14.04 Action Brought by or on Behalf of the Corporation.

- a. **Claims Settled Out of Court.** If 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:

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1. The determination of good faith conduct required by By-Law 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.

14.05 Determination of Agent's Good Faith Conduct.

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

- a. Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he 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. 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 he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his 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 14.05(a) above shall be made by:
 1. The Executive Board 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.

14.06 Limitations.

No indemnification or advance shall be made under this Article, except as provided in By-Law Articles 14.02 or 14.05(b)(2), in any circumstances when it appears:

- a. That the indemnification or advance would be inconsistent with a provision of the By-Law Articles of Incorporation, as amended, or an agreement in effect at the time of the 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.

14.07 Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the

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amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

14.08 Contractual Rights of Non-directors and Non-officers.

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

14.09 Insurance.

The Executive Board 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 15. TRANSACTIONS BETWEEN CORPORATION AND EXECUTIVE BOARD MEMBERS OR OFFICERS

15.01 Contracts with Executive Board Members 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 Executive Board Members or officers has a material financial interest, or;
 2. With any corporation, firm, association, or other entity in which one or more Directors or officers has a material financial interest, or;
 3. With any corporation, firm, association, or other entity (other than a California nonprofit public benefit corporation) in which one or more of its Executive Board Members is a member unless:
 - a. The material facts concerning the contract or transaction and such Executive Board Member'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 Executive Board Members at the meeting with any interested Executive Board Members abstaining from voting, provided that the majority has the decision making authority under the quorum provisions of these By-Laws.

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15.02 Loans to Executive Board Members and Officers.

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Executive Board Member or officer unless approved by the Attorney General of the State of California; provided, however, the Corporation may advance money to an Executive Board Member or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of duties of such Executive Board Member or officer, provided that in the absence of such advance, such Executive Board Member or officer would be entitled to be reimbursed for such expenses by the Corporation.

15.03 Interlocking Directorates.

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

15.04 Duty of Loyalty.

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

ARTICLE 16. MAINTENANCE AND INSPECTION OF CORPORATE RECORDS AND REPORTS

16.01 Minute Book.

The League shall keep a minute book in written or electronic form and it shall contain a record of all actions by the Executive Board or Commission including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting of the Executive Board or Commission thereof; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof, and all written consents for action without a meeting. The minute book shall be kept in the possession of the League Secretary.

16.02 Books and Records of Account.

