

DEFIANCE SOFTBALL ASSOCIATION BYLAWS

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is The Defiance Softball Association, Inc. (aka "Defiance Softball")

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

Defiance Softball is organized exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Defiance Softball shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Defiance Softball is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual (except for the reimbursement of documented expenses consistent with these articles). The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Section 2. Specific Purpose

Defiance Softball Association, Inc. is a program of services to the youth of Defiance. Defiance Softball is a volunteer, non-profit public supported organization. Our mission statement reads: "Provide an outlet of healthful activity and training under good leadership in the atmosphere of wholesome community participation. In addition to teaching softball skills, we are also dedicated to helping children become good citizens, while emphasizing the values of teamwork, sportsmanship, discipline and fair play." This mission statement will be fulfilled by coaches who frequently are parents of players, and by other citizens in the community. We currently have approximately 300 children, ranging in age from 5 to 16 years old, participating on 35+ teams.

MISSION:

- To provide an outlet of healthful summer activity and training.
- To teach softball skills.
- To help children become good citizens.

CORE VALUES:

- Teamwork
- Sportsmanship
- Discipline
- Fair play
- Honesty

CODE OF CONDUCT:

- DEFIANCE SOFTBALL is committed to fair, respectful and good sportsmanship.
- DEFIANCE SOFTBALL will not permit discrimination based on race, color, religion, gender, national origin, disability, sexual orientation, or any other unlawful consideration.
- DEFIANCE SOFTBALL wants all their players to be able to enjoy an environment free from all forms of harassment.
- DEFIANCE SOFTBALL will not tolerate violence, abuse or aggressive behavior.
- DEFIANCE SOFTBALL coaches may not coach while under the influence of alcohol or illegal drugs.
- DEFIANCE SOFTBALL equipment may not be used for illegal, improper or unauthorized uses.

Section 3. Dissolution

Upon termination or dissolution of Defiance Softball, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Defiance Softball hereunder shall be selected by the discretion of a majority of the managing body of the Board and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Defiance Softball by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Ohio.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Ohio to be added to the general fund.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

The membership of the corporation shall consist of all those participating in programs of the corporation.

Section 2. Voting Membership

The voting members of the corporations shall consist of elected Executive Officers, appointed Board Directors, and team representatives.

Section 3. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership. Non-voting membership shall be referred to as Affiliate Members.

Section 4. Qualifications

All Board Members must, no less than annually, pass a background check as determined by the Board Chair.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The Board of Directors shall consist of no less than three (3) nor more than thirty (30) including the following elected Executive Officers, appointed Directors, and representatives of each participating team during a calendar year. Each participating team shall be permitted one vote in Board matters. Team representative members are not required to fulfill quorum or other Board requirements but their representation and vote shall be recognized when present.

Appointed Directors may include, and shall not be limited to, Directors of Umpires, Director of Fundraising, Director of Field Management, Director of Equipment Management, Director of Concessions, Director of Development, and Age Group Directors.

The members of the Board of Directors shall, upon election or appointment, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected or appointed, and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

In the event two members of the Board of Directors are related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity, one shall be designated a non-voting member but may attend meetings and participate in any other Board function.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the President of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings may be called by the President, the Executive Officers, or a simple majority of the Board of Directors.

If a time sensitive matter arises, the President may take a vote by email/text. The outcome will be documented with the Secretary and made public at next meeting.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

A quorum for a meeting of the members shall consist of a majority of the voting/non-affiliate membership except that in no case shall a quorum be deemed present without a majority of the Executive Officers in attendance. In the event that the Executive Officers not be able, or refuse, to attend a duly called meeting, then a quorum shall exist without their presence for the second duly called meeting.

The presence, in person of a majority of current members of the Board of Directors (and Executive Committee) as defined above shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the League President by reference to Robert's Rules of Order.

Section 13. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE V. EXECUTIVE OFFICERS

The officers of this Board shall be the President, Vice President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President is responsible for running the day-to-day operations of the association and its programs. He/She has authority over the league, games, scheduling, coaches and players.

The President shall preside at all meetings of the membership and have the following duties:

- a. He/She shall preside at all meetings Board of Directors.
- b. He/She shall have general and active management of the business of this Board.

- c. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- d. He/She shall submit a report of the operations of the program for the fiscal year to the Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- e. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- f. Oversee Field Officers with the Vice President
- g. Creates league schedules/handles reschedules of cancelled games
- h. Distributes informational flyers to the schools and takes care of any advertising.
- i. Oversees Registration Day with help from the Age Group Directors
- j. Oversees Spring and/or Fall League and Teams.
- k. Provide opportunities for pitching clinics, coach's training, batting clinics, etc...
- l. Work with Age Group Directors on All Star Teams/Season
- m. Coordinates, with the Vice President and any designated Tournament Director, the planning and completion of all tournaments hosted by the corporation

Section 2. Vice President

The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice President's duties are:

- a. He/She shall have the duty of chairing their respective committee and such other duties as may, from time to time, be determined by the Board or President.
- b. Oversee the organization of the T-Ball Program
- c. Coordinates with the representatives of the other organizations playing in a common league
- d. Verifies all required certifications as spelled out by USA Softball
- e. Coordinates, with the President, team uniform and spirit apparel with vendors approved by the Board of Directors
- f. Organizes team photos with vendors approved by the Board of Directors
- g. Coordinates, with the President and any designated Tournament Director, the planning and completion of all tournaments hosted by the corporation

Section 3. Secretary

The Secretary shall attend all meetings of the Board and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the President.

Section 4. Treasurer

The Treasurer's duties shall be:

- a. He/She shall submit for approval of all expenditures of funds raised by the Board, proposed capital expenditures (equipment and furniture) , by the staff of the agency.
- b. He/She shall present a complete and accurate report of the finances raised by this Board at each meeting of the members, or at any other time upon request to the Board.
- c. He/She shall have the right of inspection of the funds resting with the Corporation including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Board or the League President under whose supervision he/she shall be.
- f. He/She shall oversee operations of the concessions stand with the Director of Concessions

Section 5. Election of Officers

The President shall ,at the meeting prior to the annual meeting, declare nominations to be open for the expiring terms of the Executive Officers. Nominations shall be received up until and from the floor at the annual meeting. The election shall be held at the annual meeting of the Board, and shall commence following the close of nominations. Those officers elected shall serve a term of two (2) years, commencing immediately. The Vice President and Treasurer shall have terms that expire on even number years and President and Secretary shall have terms that expire on odd number years. In the event term limits do not meet the preceding requirements , the respective term shall be shortened to the corresponding year.

Absentee ballots may be accepted by email to the President if a member cannot make the voting meeting. If the President is running contested, then Absentee ballots may be emailed in advance to a designated Executive Officer not running.

Section 6. Removal of Officer

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The President shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI: BOARD DIRECTORS

Section 1. Director of Umpires

- a. Assigns umpires for all league games and tournaments
- b. Provide ongoing Umpire Training
- c. Recruit umpires to keep a good "pool" of umpires

Section 2. Director of Equipment Management

- a. Maintain Facility Maintenance and Equipment
- b. Discard equipment that is not deemed safe or qualified.
- c. Release qualified, safe equipment to teams as needed as regulated by the Board, USA Softball and sanctioned governing bodies, state and local.
- d. Work with the Board of Directors on fulfilling equipment needs.
- e. Accept requests for upgraded/new equipment
- f. Collect equipment from each team

Section 3. Director of Concessions

- a. Purchase necessary items for re-sale as sanctioned by the Board of Directors.
- b. Clean and sanitize concession stand premises, inside and out, per Health Board regulations.
- c. Communicate Health Board regulations to workers in the concession stand (wear gloves and hairnets).
- d. Interview Applicants with the Treasurer
- e. Train and Schedule qualified individuals to work cohesively in the Concession stand.
- f. Set reasonable prices for all food by the Board of Directors
- g. Provide coolers or ice necessary to retain safe temperature of all food items.
- h. Inform Board of Directors of any malfunction of any concessions equipment. Recommend to the Board of Directors any necessary repairs and/or upgrades needed.
- i. Create easy inventory system with check sheet for needed items.
- j. Maintain accurate daily count of concession stand profit and provide means of bank deposit daily.
- k. Non-food items that are to be sold from the concession stand area will be authorized by the Board of Directors.
- l. Schedule Stand Workers
- m. Pay the Umpires Nightly as directed by the Secretary
- n. Maintain a receipt book for pay of umpire and concession stand workers with signatures of payee upon being paid.
- o. Responsible for having a system in place where 2 separate people count and sign off on the nightly deposit. (ex. Worker and Coordinator, Worker and Field Officer)
- p. Deposit concession stand money nightly.

Section 4. Director of Field Management

- a. Responsible for organizing resources for proper field upkeep and condition
- b. Makes recommendations to the Board of Directors for additional expenditures/improvements
- c. Responsible for field security
- d. Organize as needed field work days

Section 5. Director of Fundraising

- a. Makes recommendations on fundraisers for the upcoming year
- b. Manages field sign campaign
- c. Manages team sponsorships
- d. Coordinates with the Treasurer on budgeted needs and fundraising for fiscal budgeting

Section 6. Director of Development

- a. Work with President to provide camps/clinics for players and coaches
- b. Develop curriculum suitable for each age group
- c. Work with Age Group Directors to ensure program growth for players and coaches
- d. Recommend to Board of Directors any training equipment purchases

Section 7. Age Group Directors

- a. Oversee the operations within designated age group
- b. Work with President to resolve any conflicts that may arise
- c. Coordinate, with the President, All Star teams

ARTICLE VII. COMMITTEES/CHAIRS

Section 1. Committee Formation

The Board of Directors may create committees as needed, such as fundraising, equipment, concessions, field maintenance, etc. The President shall appoint all committee chairs.

ARTICLE VIII. EXPENDITURES

Section 1. Authorized Expenditures

The President, Treasurer and Concession Manager are the sole purchasing agents for the Association. Any non-concession expenditure shall be made by the President or the Treasurer for any expenditure up to \$500. NO PURCHASES should be made with cash unless there are no other means for payment at which time both the League President and Treasurer shall approve such expenditure and report it immediately at the next regularly scheduled meeting.

Any expense over \$500 shall be previously budgeted (as approved by the board for that fiscal year) or have the prior, documented approval of Board of Directors.

Section 2. Concession Expenditures

Attempts should be made to have concession expenditures billed directly or paid by check. The Concession Manager and Treasurer shall have use of an Association Debit Card utilized for concession purchases. All purchases shall be properly recorded as inventory and deposits made no less than weekly.

ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE IX. AMENDMENTS

Section 1. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are authorized as documented in appropriate minutes as signatories for the duly elected Board which hereby adopt the foregoing Bylaws, consisting of the thirteen preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 7th day of December, 2022.