

East Dekalb Girls Fastpitch Softball Association, Inc

By-Bylaws as amended December 10, 2013

ARTICLE 1: NAME

The name of this Association shall be *the East Dekalb Girls Fastpitch Softball Association*, also known as *EDGFSA*.

ARTICLE II: OBJECTIVES/PURPOSE

The purpose of East Dekalb Girls Fastpitch Softball Association shall be to foster and encourage girls to participate in supervised fastpitch softball programs; to develop and promote the qualities of physical fitness, competitive spirit, team play, loyalty, and good sportsmanship. These programs shall be conducted for the purpose of demonstrating to the girls the value of hard work, self-discipline, self-sacrifice, and the enjoyment these can bring.

Furthermore EDGFSA will provide opportunities to adults interested in participating in the program as coaches or, in other capacities, to work with children in a softball environment. The supervisory members of EDGFSA shall at all times bear in mind that the outcome of the program is secondary to its worth in teaching constructive values and understanding of self and others.

ARTICLE III: BASIC POLICIES

Section I. In accordance with section 501(c)-(3) of the Federal Internal Revenue Code, the *East Dekalb Girls Fastpitch Softball Association* shall operate exclusively as a non-profit organization providing supervised league competitive softball games. No part of the net earnings shall inure to the benefit of any private individual or other entity.

Section II. *EDGFSA* shall promote fastpitch softball through local parks and associations and through committees, conferences and tournaments as developed by *EDGFSA* Board of Directors.

Section III. *EDGFSA* shall be non-commercial, non-sectarian and non-partisan. It shall not endorse any commercial enterprise, product, or candidate. The Name of this Association or the names of any members of their official capacity shall not be used in any connection with any commercial concern or with any partisan interest or for any purpose other than the regular work of *EDGFSA*.

Section IV. *EDGFSA* may cooperate with other organizations and agencies active in community sports or activities, such as athletic and civic associations, or parks and recreation departments to promote its objectives; however, no representative of this Association will make any commitment that will bind the *EDGFSA*, without approval of the Board of Directors of the *EDGFSA*.

Section V. No member association shall grant any award or recognition in the name of the *EDGFSA* without prior approval of the Board of Directors of the *EDGFSA*.

ARTICLE IV: MEMBERSHIP AND DUES

Section I. Any local association within the set boundaries, interested in the purpose of the *EDGFSA* and whose organization membership is willing to uphold the basic policies and subscribe to the ~~by~~ Bylaws of *EDGFSA*, may become a member upon receiving a two-third endorsement of the Board of Directors present at a duly called meeting and upon payment of dues as herein provided.

Section II. All member association's membership dues shall be due by the scheduled March ~~Rules board~~ meeting of the current year.

Section III. An association may become a member after the March deadline ~~by paying the membership dues and~~ meeting the *EDGFSA* criteria's, paying the membership dues, team fees and umpire fees in full immediately ~~however, they will not be allowed to submit any teams for the current season.~~

Section IV. The term of the association membership shall begin in March and expire in February of the following year.

Section V. Individuals who participate in or have participated in one of the park associations as a park representative, but do not currently serve as a park representative, may serve on the Board upon a two-third vote of the Board present at a duly called meeting. Non-association Board members do not have membership dues. Delay or failure of non-association members attending Board meetings will not incur a fine/fee. Term of membership ends at member's notice of intention or upon the vote of a majority of the Board present at a duly called meeting.

Section ~~I~~VI. The Board of Directors exercises the full power and authority to expel from membership or otherwise discipline any member association whose activities might be termed detrimental to, or inconsistent with, the by-laws of *EDGFSA*. A two-third vote of the Board of Directors (Quorum) shall be required for expulsion from membership.

Section VII. A vote may only be taken at a duly called meeting, with the express purpose of the meeting being expulsion from membership.

Section VIII. A member association is any association who has paid its dues for the current year and is in good standing with *EDGFSA*.

ARTICLE V: OFFICERS AND THEIR ELECTION

Section I. The elected officers of ~~this~~ East Dekalb Girls Fastpitch Softball Association shall be President, Vice-President, Secretary, Treasurer and Parliamentarian.

Section II. Term of elected officers shall be two years. Term of the elected officers shall be two years and will be held in August of every other year. The officers will be elected by a majority vote of the Board of Directors present at the annual meeting.

~~Section III. —EDGFSA elections will be held in August, every other year.~~

~~Section IV. —The elected officers of EDGFSA will serve for a term of two years. The officers will be elected by a majority vote of the Board of Directors present at the annual meeting.~~

Section III. Immediate past serving officers shall assist the newly elected officers in their appropriate roles during the transition period of August through December of the election year.

Section IV. Vacancies shall be filled by majority vote of remaining members of the Board of Directors for the unexpired term, as needed.

ARTICLE VI: DUTIES OF THE OFFICERS

Section I. **President.** The President shall be the chief executive officers of *EDGFSA* and shall in general supervise and control all of the business and affairs of the corporation. Shall preside at all meetings of the members and of the Board. The president may sign, with the Vice-President or any proper officer of the corporation authorized by the Board any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these ~~b~~Bylaws or by statute to some other officer or agent of the corporation. The president is one of three signers on the *EDGFSA* checking account. In general, the president shall perform all duties incidental to the office and such other duties as may be prescribed by the Board from time to time. In the event of a tie vote, the President may cast the deciding

vote. The president is one of the three signers on the EDGFSA checking account.”

Section II. **Vice-President.** In the absence of the president or in the event of the President’s inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions there upon. The vice-president shall also perform such other duties that may be assigned to by the president or the Board. The vice-president is one of three signers on the *EDGFSA* checking account. Shall be responsible for advertising and recruiting new associations. The vice-president shall formulate playing schedule for the *EDGFSA*.

Section III. **Secretary.** The Secretary shall have custody of the Constitution and bylaws, and all other records of EDGFSA; shall keep accurate records of the meetings and other activities of the EDGFSA and of the Board; shall be responsible for all correspondence on behalf to the EDGFSA and shall transmit all records and correspondence to any person elected to succeed the office. Secretary shall notify the Board of Directors of all regular and special meetings. The secretary shall keep records of the win/loss regular season games for the EDGFSA games; shall keep a complete listing of all managers and coaches of each team and shall publish such to all members of EDGFSA when current year game schedule is distributed. The secretary shall keep a copy of rosters of all teams participating in EDGFSA. The secretary is one of three signers on the EDGFSA checking account.

Section IV. **Treasurer.** The Treasurer shall receive and disburse all funds with the approval of the Board; shall keep an accurate account of all funds and expenditures received and disbursed for *EDGFSA*; shall submit a financial report at all regular meetings and at such other times as may be requested by the president; shall compile an annual report of *EDGFSA* finances; shall provide the books of *EDGFSA* and such other documentation as requested for the annual audit and shall transmit all financial records to any person elected to succeed the office. The treasurer shall prepare the annual budget of *EDGFSA*. The treasurer is one of three signers on the EDGFSA checking account.

Section V. **Parliamentarian.** The Parliamentarian maintains that meetings will follow Roberts Rules of order and the ~~by~~-Bylaws of *EDGFSA*. The parliamentarian is also responsible for such duties that may be delegated by the President or the Board.

Section VI. **Immediate Past President.** A member becomes Immediate Past President upon election of a new President. The main duty of this position is to advise and assist the Board in continuity from one administration to the next and serve as a resource for the President. Immediate Past President may participate in Board events and governance as a Board officer.

Proposed

ARTICLE VII: MEETING

- Section I. The annual Board of Directors meeting shall be held in the month of August of each year. If such meeting is unavoidably postponed or cancelled, it shall be held the next month, and all decisions shall apply to this meeting as it would have in the August meeting of the year.
- Section II. *EDGFSA* will meet once a month, on the first ~~Wednesday~~ Tuesday of the month, unless otherwise determined by Board officers. The meeting location will rotate to different member associations or as designated by the president of *EDGFSA*. Each member association must have one representative present.
- Section III. Failure of a member association to have representation at a duly called meeting will have a \$ 25.00 fine levied against that member association, to be paid before to the next meeting. Voting privileges are suspended until the fine is paid. An association's membership will not be approved unless all outstanding fines from the previous year have been paid.
- Section IV. The President or Secretary may call a special meeting within seven days provided a written notice has been given, within forty-eight hours if notice is given by telephone, email or fax.
- Section V. Quorum: In order to conduct any business of *EDGFSA* two-third of the member ~~associations~~ association's representatives must be represented.

ARTICLE VIII: BOARD OF DIRECTORS

- Section I. The Board of Directors of *EDGFSA* shall consist of three representatives from each member association, which includes the five (5) elected officers of *EDGFSA*.
- Section II. The President, Vice-President, Secretary, ~~Treasurer~~ Treasurer, and Parliamentarian and Immediate Past President make up the executive committee.
- Section III. Each Board member shall be entitled to one vote. The representative from each member association or an alternate shall be entitled to one vote on the Board ~~There shall be no more than 3 votes per association.~~
- Section IV. In the event of a tie vote, the President may cast the deciding vote.
- Section V. The Board shall have full power and authority to conceive, actively conduct and manage the affairs of *EDGFSA* consistent with the stipulations contained within these ~~by~~ Bylaws.

Section VI. The failure to elect any new officers shall not dissolve *EDGFSA*. Motivated by this unlikely circumstance, incumbent board, or those remaining members, though less than a quorum shall have the power to conduct all business until such time as the vacancy or vacancies are filled.

ARTICLE IX: COMMITTEES

Section I. Executive committee consists of the president, vice-president, secretary, treasurer, ~~and~~parliamentarian and immediate past president.

Section II. Bylaws committee must have a minimum of three members from different member associations.

Section III. Rules committee must have a minimum of three members from different member associations.

Section IV. The Board may create ad hoc committees as deemed necessary to conduct business of the association.

ARTICLE X: PARLIAMENTARY AUTHORITY

Section I. Robert's Rules of Order shall govern *EDGFSA* in all cases to which they are applicable and in which they are not in conflict with these ~~by~~Bylaws.

ARTICLE XI: DISSOLUTION

Upon dissolution of *EDGFSA*, the remaining assets, if any, shall be distributed in accordance with section 501(c)– (3) of the Federal Internal Revenue Code.

ARTICLE XII: AMENDMENTS

Section I. These ~~by~~Bylaws may be amended only at the annual meeting by a two-third vote (Quorum) of the Board of Directors present; provided notice of the proposed amendment(s) was given, in writing, to the Board at least four (4) weeks prior to the meeting. The Board may vote to amend Bylaws at a later meeting, if time does not permit during the Annual meeting. Any adjusted amendments should be received two (2) weeks before the annual meeting.

Section II. The Board of Directors may amend the *EDGFSA* playing Rules and Regulations by a majority vote of the board members present, provided written notice of the proposed rule changes is given to each member association representative at least two (2) weeks before the date of the meeting in which

the changes are to be considered. No playing rule or regulation may be changed after the start of the official league play, except in the case of an emergency situation. In such instance, only the emergency situation in question may be acted upon.

EAST DEKALB GIRLS FASTPITCH SOFTBALL ASSOCIATION INC. (EDGFSA)

ADOPTED:

_____ **President**

_____ **Dated**

The undersigned members of the Board of Directors (the “Board”) of East Dekalb Girls Fastpitch Softball Association, Inc. (the “Association”) do hereby adopt the foregoing revised Articles to the Association’s Bylaws.

We certify this proposed amendment was approved by a majority vote of our club at a meeting which included a quorum on December 10, 2013.

We also certify that the Executive Committee is authorized to make changes to the Bylaws, on behalf of the Association, provided such changes are in keeping with the Association’s original intention.

President: Kendra Nunn

Vice President: Sanekia Grier

Secretary: Sherlee Brooks

Treasurer: Wayne Evans

Parliamentarian: Bridgette Zachery
