

**BYLAWS OF THE NAVAJO GIRLS FASTPITCH SOFTBALL  
LEAGUE** A California Nonprofit Public Benefit Corporation

**ARTICLE 1. OFFICES**

Section 1.1 Principal Office. The corporation's principal office shall be fixed and located at such a place within the Navajo Community as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 1.2 Other Offices. Branch or subordinate offices may be established at any place or places by the Board at any time.

**ARTICLE 2. DEFINITIONS**

Section 2.1 Classes of Membership. There shall be three classes of membership in the corporation: The Board of Directors, Manager Membership and General Membership. Manager Membership is limited to the Manager and one representative of each team in the league during the current fiscal year. Manager members are to represent the participants at all Manager Membership meetings, are afforded the right to vote (two votes per team) at such meetings and all other privileges identified in the Corporation's Bylaws, Rules and Regulations and policies. The General Membership shall consist of each family with a child registered with the Navajo Girls Fastpitch Softball. Each family shall be entitled to one vote at General Meetings. General Members are afforded the right to one vote at General Membership meetings and all other privileges identified in the Corporation's Bylaws, Rules and Regulations and policies.

Section 2.2 Board of Directors. The Board of Directors of the corporation shall consist of the President, Vice-President, Secretary, Treasurer, Umpire-In-Chief, Upper Player Agent, and Lower Player Agent

**ARTICLE 3. OFFICERS**

Section 3.1 Powers. Subject to limitations of the Articles of Incorporation, these Bylaws and Rules and Regulations, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The following Board members shall be elected annually as specified within these Bylaws: President, Vice-President, Secretary, Treasurer, Umpire-In-Chief, Upper Player Agent, and Lower Player Agent. Other Board members may be appointed or elected and vote as outlined in Article 4. At no time may immediate family members serve on the Board together. For purposes of these Bylaws, "immediate family" is defined as spouses, children, siblings and parents. All Executive Board Members shall have the right to vote at board meetings, except the President, who may only vote in the event of a tie vote. These Bylaws were amended at a General Membership meeting of the Corporation on the 18th day of March 2024.

Section 3.2 President. It shall be the duty of the President to preside at all meetings of the corporation. He/she shall attest to all orders upon the Treasury. He/she shall be an ex-officio member of all committees. He/she shall coordinate and administer the rules, policies and principles of the Navajo Girls Fastpitch Softball League. He/she shall attend all appropriate meetings as deemed necessary in representation of the Navajo Girls Fastpitch Softball League. He/she shall have the power to appoint all members of such committees as deemed necessary.

Section 3.3 Vice-President. In the absence of the President, the Vice-President shall perform the duties of the President. He/she shall be responsible for scheduling all practice and games and will be the League's liaison with local sports and recreation councils.

Section 3.4 Secretary. It shall be the duty of the Secretary to keep accurate records of the proceedings of all meetings of the corporation, including meetings of the Board of Directors and General Membership meetings. He/she shall be responsible for all League correspondence and be custodian of the Bylaws of the corporation. He/she shall also be responsible for the preparation of the agenda for all meetings and making proper notification of said meetings.

Section 3.5 Treasurer. It shall be the duty of the Treasurer to have charge of all the money of the corporation and pay all properly-attested expenses. He/she shall submit written financial reports at each Board meeting which will be available to the General Membership upon request by a general member. All checks drawn on the corporation shall be signed by the Treasurer or the President or Secretary, if the Treasurer is unavailable. The accounts of this corporation shall be reconciled annually in the month directly following the close of the fiscal year and/or as requested in writing by fifty percent (50%) of the general membership.

Section 3.6 Umpire-In-Chief. The Umpire-in-Chief shall be responsible for coordinating officials for all league games. He/she shall schedule umpires for all games and monitor the performance of all league umpires. He/she shall also conduct an umpire training clinic for all league umpires, excluding association umpires, as required. He/she shall review and rule on all protests.

Section 3.7 Upper Player Agent. The Upper Player Agent shall be responsible for coordinating league registration and the team selection process with a specific responsibility for the 10u, 12u and 14u Divisions, or as otherwise specified by the Board. He/she shall act as a liaison between the players and the Board. Any complaints concerning league operations by players or their parents shall be directed to the Player Agent. He/she shall keep a current file of all players' registrations. He/she shall be responsible for the placement of players on teams who have signed up after the team formation. He/she shall be responsible for advising and notifying the USA Commissioner of new teams and deletion of teams.

Section 3.8 Lower Player Agent. The Lower Player Agent shall be responsible for coordinating league registration and the team selection process with a specific responsibility for the 6u and 8u Divisions or as otherwise specified by the Board. He/she shall act as a

liaison between the players and the Board. Any complaints concerning league operations by players or their parents shall be directed to the Player Agent. He/she shall keep a current file of all players' registrations. He/she shall be responsible for the placement of players on teams who have signed up after the team formation. He/she shall be responsible for advising and notifying the USA Commissioner of new teams and deletion of teams.

Section 3.9 Auxiliary Board Members. Auxiliary Board Members as appointed by the President and approved by the Board of Directors, may vote at a Board Meeting provided that such auxiliary board member has attended two of the last three board meetings. If the vote relates to matters of liability of the Corporation, then the President may require the vote to be limited to the Executive Board.

Section 3.10 Removal from Office. Any member of the Board of Directors may be removed from office for failure to perform assigned duties with a two-thirds (2/3) vote of the Board of Directors. The general membership may remove any or all board members at any General Membership Meeting with a two-thirds (2/3) vote of eligible members.

Section 3.11 Vacancies. Vacancies of any Board office may be filled by recommendation by the President to the Board of Directors and affirmed by a majority vote of the Board. Board vacancies may also be filled by a majority vote of the general membership present at any General Membership meeting. In the event of a vacancy of the President, the Board shall solicit nominations and an interim President shall be appointed and affirmed by a majority vote of the Board.

#### **ARTICLE 4. OTHER COMMITTEES**

Section 4.1 Other Committees. The President, with the approval of the Board of Directors, shall have authority to appoint any additional committees and voting or non voting board members as deemed necessary to fulfill the mission of the corporation.

#### **ARTICLE 5. MEETINGS**

Section 5.1 Board of Directors. The Board of Directors shall be scheduled monthly at a regularly set time and place. All Board of Directors meetings shall be open to any member of the corporation or participant of the league. Additional Board meetings may be called by the President as deemed necessary. 50% plus 1 member of the Executive Board shall constitute a quorum at a Board meeting. A Board member must be present to vote. At the request of any member of the Board of Directors, a special Board of Directors meeting will be called.

Section 5.2 General Membership Meetings. The corporation may conduct one or more general membership or manager membership meetings each year. A reasonable notice shall be provided to all members through such means as the Board shall direct. Any action by the Board of Directors may be changed by a majority vote of eligible members of the corporation attending a General Membership Meeting. A General Member or Manager Member must be

present to vote, unless the vote is held electronically, in which case, the vote may be conducted remotely.

Section 5.3 Special General Membership Meetings. A majority vote by the Board of Directors is sufficient to call a special meeting of the general membership. The general membership may call a special general membership meeting by serving a petition upon the Board bearing the signature of at least fifty-percent (50%) of the general membership. Said special meeting shall then be called by the Board within ten (10) days of receipt of such petition.

Section 5.4 Action Without Meeting. Subject to Section 5513 of the California Nonprofit Public Benefit Corporation Law, any action including the election of Board members, may be taken without a meeting if the written ballot of every member is solicited and number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

Section 5.5 Proxies. Persons entitled to vote at any meeting may do so only in person or electronically. Voting rights may not be exercised by proxies.

## **ARTICLE 6. ELECTIONS**

Section 6.1 Executive Board Positions. The Executive Board of Directors shall be elected by the General Membership, by voting in person or electronically, and such election shall be held on or prior to the last day of Spring recreation season. The nominating committee shall give reasonable notice (note less than 10 days) prior to the vote. All nominations shall be confirmed by the nominee prior to placement on the ballot.

Section 6.2 Nominations. Nominations for the Executive Board shall be solicited by the President or Board Members no later than April 1 each year. The President may form a nominating committee to solicit nominations and present the nominations to the board. Nominations may be made by any general member, either for themselves or for another person.

Section 6.3 Voting. All nominees, whether nominated by the nominating committee or from the floor at the Board/General meeting, must have given consent to the nomination. If there is more than one nominee for any office, election shall be by secret ballot. If no office has more than one nominee, then, with unanimous consent the election may be by acclamation.

Section 6.4 Terms. Terms of the Board shall be for one year which shall be from August 1<sup>st</sup> through July 31<sup>st</sup>.

## **ARTICLE 7. INDEMNIFICATION AND INSURANCE**

Section 7.1 Indemnification. The corporation shall, to the maximum extent permitted by California Nonprofit Mutual Benefit Corporation Law, and in accordance with that law, indemnify

each of its agents against expenses, judgments. Fines, settlements and other amounts arising by reason of the fact any such person is or was an agent of the corporation. For purposes of this section, an "agent" of the corporation includes any person who is or was an officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a corporation of the corporation or of another enterprise at the request of such predecessor corporation.

Section 7.2 Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under provisions of this Article 7.

## **ARTICLE 8. AMENDMENTS**

These bylaws or the articles of incorporation may be amended or repealed by a two-thirds vote of the Manager Membership at any duly called Manager Membership meeting. The league's rules and regulations may be amended as set forth in the adopted Rules and Regulations.

These Bylaws were originally approved and adopted at a general membership meeting of the Corporation on the 21st day of September, 2001.

These Bylaws were amended at a general membership meeting of the Corporation on the 22nd day of January, 2008.

These Bylaws were amended at a general membership meeting of the Corporation on the 15th day of May, 2020.

These Bylaws were amended at a general membership meeting of the Corporation on the 18th day of March, 2024.

ATTEST:

*Cassie Plunk*

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Cassie Plunk, Secretary

*Amanda Allen*

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Amanda Allen, President