



## Mira Mesa Girls Softball Association Constitution

### **I. Article. Name**

1. The name of this organization shall be Mira Mesa Girls Softball Association. The business of the corporation may be conducted as either Mira Mesa Girls Softball or MMGS. The term "League" in this document will refer to Mira Mesa Girls Softball Association.

### **II. Article. Purpose and Powers**

1. The purpose of the organization is to help children from the ages of 4 through 18 learn to play softball; thereby promoting friendship and a sense of community, while developing the qualities of good sportsmanship and self-discipline through organized sport, in an effort to help mold and strengthen the character of our participants.
2. The association is organized exclusively for charitable, religious, educational, or scientific 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.

### **III. Article. Membership**

1. The General membership consist of all members in good standing with children registered in Mira Mesa Girls Softball, to include board members, volunteer coaches and/or managers registered in the current fiscal year.
2. Volunteers without any children registered with the League must register at a fee determined by the executive board except for team Managers. The fee is waivable by 2/3 vote of the Board of Directors.
3. League voting membership shall be one vote per registered player for the current fiscal year. Members will vote on elected board positions and documents effecting the government of the League.
4. Eligibility for players is established through the official rules and regulations as published each year through USA Softball Association and the MMGS Bylaws and Rules and Regulations.

### **IV. Article. Government**

1. The Board of Directors (BOD) is comprised of the Executive Officers and Non-Executive Officers, here after referred to as Directors. The Board of Directors are the only individuals eligible to a vote on matters pertaining to policy regarding play, disciplinary actions, administrative concerns, operations, and all things financial concerning MMGS.
2. The Board of Directors is authorized to conduct a vote via email on any item when the matter is time sensitive and when there is insufficient time prior to the next regularly scheduled board meeting.



3. Executive Officers consist of President, Vice President, Secretary, Treasurer, and Umpire in Chief. This body may meet at any time without notification to the other Board of Directors. This body may make executive decisions in the best interest of the league and its members on actions that need to be taken care of when there is insufficient time prior to a regularly scheduled board meeting.
4. The tenure of elected office positions is September 1st to August 31st. Elections will be held no later than April 30th of each year.
5. Executive Officers shall serve a two-year term and shall be eligible for re-election at the end of term.
  - a. Exception: The umpire in chief will serve a one-year term and shall be eligible for re-election at the end of term.
6. In order to be eligible for nomination to the Executive Board, an individual must serve at least one term on the Board of Directors.
  - a. Should there be no qualified candidates that meet this requirement, the Board can wave this requirement with a 2/3's vote and the position will become eligible for election.
7. All Non-executive Officers shall serve a term limit of one year and shall be eligible for re-election annually with no term limits.
8. Individuals can fulfill more than one Board position, however no individual shall hold more than one Executive Officer position or two positions on the Board of Directors simultaneously. Any individual member of the Board of Directors has only one vote regardless of the number of positions they hold.
9. All Board Members must be a minimum of 18 years of age and able to pass a USA Softball background check.
10. To preclude any conflict of interest and to help maintain the integrity within the Board of Directors and the league, all Executive Officers must be a registered member.

**V. Article. Manner of Acting**

1. Quorum, A quorum shall consist of the presence, in person, of a minimum of at least 50% of the current Board membership. An email quorum shall consist of 50% individual replies to the topic chain of emails. Of the Board membership present, a minimum of three shall be from the Executive Board
2. General board meetings will be held each month on a date and place to be determined by the Board of Directors. Board members must maintain 75% attendance at all monthly meetings or forfeit their voting power. Attendance is a critical part of a successfully operating league. Regularly scheduled general board meetings are open to all membership.
3. There shall be no restriction on business conducted at any meeting of the Board of Directors. However, if an agenda is prepared it should be followed, allowing time for new business before the meeting is adjourned.





4. A Coaches and Managers meeting will be held at the beginning of spring each season conducted by the President or Player Rep. Additional meetings may be scheduled as needed during the season, on dates to be determined by any member of the Board of Directors.
5. Notification by telephone or email is required for any Special Board meeting. The Executive Board, providing all members are notified at least 3 days in advance in writing in a conspicuous place, may call special general meetings. All attempts must be made to confirm each board member was notified of said special meetings.
6. Meetings shall be governed by "Robert's Rule of Order", revised.

**VI. Article. Elections, Board Vacancies and Removal**

1. All elections shall be by secret ballot obtained by General Membership with one vote casted per registered player for the current election year, per registered member.
2. In order to maintain continuity of the League, the President and Secretary positions shall be eligible for re-election every even-numbered year. The Vice President and Treasurer positions shall be eligible for re-elect every odd numbered year.
3. A Board vacancy shall be filled by an interim BOD nomination by any current BOD member with a majority approval of Board within 30 days of vacancy. This Board appointed member shall remain in office until their successor is elected at the following election. Executive board positions vacancies are to be filled by a current non-executive board member. In the event no Non-executive board member can fill the vacant Executive position, it can be filled by nomination and majority board approval from the general membership.
4. The Vice President shall fill a vacancy in the absence of the Presidency, in interim, until a new President is elected by general membership. If the Vice-President is unable to fulfill the President's vacancy, the Board will select a person to fill that position as outlined in Article VI paragraph 3. The person must meet all requirements for President set forth by this document.
5. A BOD member can be removed if absent for more than 2 consecutive unexcused general meeting absences by 2/3 vote. Unexcused absences consist of no prior notice or communication for absences.
6. The Board of Directors may remove any Director by a two-thirds (2/3) vote of all Directors. Said Director may appeal at a General Meeting, which may reinstate said Director, provided a majority of all voting members are present at the next regularly scheduled Membership meeting. In the event a petition for the recall of any Director(s) which contains the signatures of one-third (1/3) of all voting members or fifty (50) signatures of adult league membership, whichever is less, is presented to the Board of Directors at a regularly scheduled meeting of the Board. The question of the recall shall be put on the agenda of the next scheduled Board Meeting. A vote of two-thirds (2/3) of the voting members present will be required to affect the recall of any Director.



**VII. Article. Executive Board positions and responsibilities**

1. The Mira Mesa Girls Softball shall have all five Executive positions filled by September 1st.
2. **President.** The President is the Chairman of the Board of Directors, presides over all Board, General, and Special Meetings, will coordinate and oversee all League activities, is Chairman of the Executive Committee, is an Ex-Officio member of all committees, and will report to the Board when necessary or as directed. The President will also attend scheduled USA So Cal Softball President meetings, sign League contracts and constitutions.
3. **Vice-President.** The Vice-President presides in the absence of the President, assists the President in the activities of the League as directed, is a member of the Recreation Council and will report to the Board of Directors. The Vice President is also responsible for all matters concerning Tournament play.
4. **Secretary.** The Secretary will keep the permanent minutes of all meetings as directed and will give a copy to the President, will be in charge of all correspondence, will keep current membership rolls, will maintain a permanent file of all League business and activities, will oversee and coordinate election proceedings and maintain election results for League records. The Secretary will report to the Board of Directors.
5. **Treasurer.** The Treasurer will be responsible for depositing of all funds in the bank account of the League, will sign all checks when directed by the Board, will present a financial report at the end of each League year, and will make annual reports to the IRS as required in coordination with the Legal/Tax Advisor to the League. The Treasure shall establish an annual budget for the fiscal year, All Stars and the Runway Classic Tournament.
6. **Umpire and Chief.** Schedules all umpires for 8U, 10U, 12U, 14U division home games. Attends USA Softball Meetings when necessary. The UIC is responsible to be up to date with all division rules of the game and regulations sanctioned by USA Softball.

**VIII. Article. Non-executive Board Positions**

1. Non-Executive Board positions filled from elections shall take office on September 1st. The Vice-President shall oversee all activities under the direction of the Assistant Tournament Director, Umpire and Chief, Safety Coordinator, Player Agent and All Star Coordinator. The Secretary shall oversee all activities under the direction of the Public Relations Representative, Member at Large, USA Liaison, Parent Representative and Web Master. The Treasurer shall oversee all activities under the direction of the Snack Bar Coordinator, Sponsorship/fundraiser Coordinator, Uniform Coordinator, Special Events Coordinator and Field/Equipment rep.
2. Required Non-Executive Positions are as follows.
  - a. **USA So Cal Softball Liaison.** Responsible for getting all the players, managers, coaches, team parents and board members registered with USA Softball and





- background checked. They will verify all pertinent information regarding player's age and dates of birth. They will ensure all returning players, managers, coaches, team members and board members are re-registered every year. The UAS Softball Liaison is also responsible for getting the annual Bollinger insurance documentation for the league. Attends USA Softball meetings as required.
- b. **Player Agent.** Liaison between coaches and players if issues arise. Oversees and coordinates Evaluation check-in, creates evaluation and check in sheets based on registrations and provides Head Coaches for all divisions with needed evaluation paperwork. Responsible for making sure rules and regulations are updated accordingly. Oversees and organizes player drafts which includes providing necessary paperwork to coaches. Responsible for creating teams and adding players to roster based on player drafts. Responsible for all new additions and drops of players to team roster. Maintains the waiting list and helps recruit players when needed. Player Agent shall have access to complete and current files of all player information, and registration forms. Player information shall be kept confidential and not released for reasons other than League business. Player Agent will maintain all player injury reports. Works closely with President, UIC and Secretary. Attends USA Softball meetings, as required.
  - c. **Snack Bar Coordinator.** They shall be responsible for all purchases, food sales, and the scheduling of assignments for the staffing of the snack bar, as directed by the Board. Must report all sales and disbursements to the Treasurer with receipts.
3. Not required Non-Executive positions. These positions will be filled by general election as deemed necessary by the Executive Officers. The following list is not exclusive and other positions may be added as deemed necessary by the Executive Board members with majority board approval.
- a. **Fields & Equipment Rep.** Ensures the league has a sufficient quantity of equipment, which meets USA Softball safety standards. Will keep inventory and track all league-owned equipment and replace it when necessary with approval by the board.
  - b. **Assistant Tournament Director.** Assist the Vice President in planning, coordinating, and delegating all activities related to the Mira Mesa Runway Classic Tournament.
  - c. **Member at Large.** Act as a liaison between the general membership and the board of directors. The Member at Large serves to get input, provide feedback, and become a spokesperson for the members in the league. Creates an annual survey to provide feedback on league operations. Works closely with the President, Parent Rep, and Player Agent.
  - d. **Fundraiser/Sponsorship Coordinator.** Coordinates, schedules and plans participation in fundraising activities for the league. Maintains relationships with



businesses, and organizations who may be interested in sponsoring the league. Researches and may apply for any community funds or grants that may be available.

- e. **Public Relations Coordinator.** Manages league calendar and social media sites. Creates and distributes league newsletters and registration fliers. Is responsible for any public relations items that may arise or deemed necessary. Will attend City of Mira Mesa Town Council meetings when needed as a Board representative.
- f. **Uniform Coordinator.** Seeks bids and over sees production, ordering, delivery and distribution of team uniforms for Spring, All Stars, and Fall seasons, while keeping within approved budget as established and approved by the Board. Responsible for ordering and collecting monies for additional apparel and spirit wear.
- g. **Parent Representative.** Organizes team parents and sees that they are up to date with league functions and activities. Addresses parents during parent meetings. Acts as a liaison between the board and the team parent through the seasons.
- h. **Web Master.** Responsible for ensuring all information on the league website is accurate and current. The Webmaster will also serve as the primary administrator of all league technology.
- i. **Safety Coordinator.** Create an annual safety plan and ensure all board members, managers, coaches and team parents have received proper safety and first aid training as required by USA Softball Yellow Book. Works to ensure safe playing conditions and will keep track and submit all accident and injury reports in a timely manner.
- j. **Special Events Coordinator.** Assists with planning of Opening Day, Year-End Picnic and any other events hosted by the league during the year.
- k. **All Star Coordinator.** Manages the All-Star Program for MMGS after the Spring Rec season. The All-Stars Coordinator will be the liaison between the Board and the All Star Managers. The All-Star Coordinator will make recommendations to the Board for summer all-star tournaments once the tournament schedule is available. The All-Star coordinator will act as a liaison between the uniform coordinator and suggest a budget for proposal to the League Treasurer and to be approved by the Board. They will assist the Player Agent in scheduling and coordinating the all-star tryout process for all age divisions. The All-Star Coordinator will manage travel arrangements for All-Star teams traveling together. The All-Star Coordinator will coordinate practice schedules for the All-Star teams. They will assist in coordinating the volunteer schedule for the annual league tournament. They will conduct an All-Stars Manager Meeting once managers are Board approved.

## **IX. Article. Committees**





1. An Election Committee: The Election Committee shall begin the search for nominations upon the formation of the committee. The Election Committee will submit nominees to the Executive board members for review of qualifications
  - a. Shall be formed and meet one month prior to elections.
  - b. Shall consist of 2 or more people, at least one from the General Membership and one Non-Executive Officers.
  - c. The Election committee shall not consist of Executive Officers.
2. Financial Review Committee: The Financial Review committee shall have the privilege of auditing the books and records maintained by the Treasurer at any time or by direction of the President.
  - a. Shall review the financial records at a minimum of quarterly. Results will be presented to the President.
  - b. The Treasurer may not be on the Financial Review Committee or be closely related to any other member of the Financial Review Committee.
3. Runway Committee: The Runway Committee should consist of at least the Vice President (Tournament Director), the Assistant Tournament Director, and UIC. The committee is responsible for the planning, coordination and delegating of matters pertaining to the MMGS annual Runway Classic Tournament.
4. Other committees may be formed at the direction of the President or by motion of the Board as needed.

**X. Article. Employment of Staff.**

1. The Board of Directors shall employ such staff, as they deem necessary with the compensation determined by the Board. Umpires are independent contractors and shall be contracted as required.
2. No Board Member shall receive compensation for carrying out their duties. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

**XI. Article. Rules and Regulations**

1. The official Rule Book for the current season will be the Mira Mesa Girls Softball Bylaws and the rules of USA Softball Association. MMGS Playing Rules will always supersede USA Softball Association.
2. All softball rules of play used by MMGS, will be reviewed, published, directed, or supplied by the Board of Directors and USA Softball Association. These rules and regulations of MMGS and USA Softball Association shall supersede all softball rules, local playing rules, and rulebooks of all other organizations for all League home games. Local playing rules and regulations will be reviewed and published annually.
3. The Mira Mesa Girls Softball Bylaws may be amended or repealed by a 2/3 vote of the Board of Directors present at any meeting provided a quorum of Board of Directors are



present at meeting. All amendments must be presented in writing to the Secretary. The Board of Directors will approve Local Playing Rules for the current season.

**XII. Article. Financials**

1. Fiscal Year starts September 1st and ends August 31st.
2. Authorized Signers shall consist of the Vice President, Treasurer and Snack Bar Coordinator. The Treasurer shall not hold any account Debit or Credit cards. Debit and credit cards shall be maintained by the League Secretary in the off season. Checks over the amount of \$300.00 dollars require two signatures.
3. The League may maintain a checking and Savings account for accounting and purchases pertaining to League business only. Any purchases not authorized are grounds for disciplinary action to include suspension, expulsion, and criminal investigations.
4. All accounting records are maintained by the Treasurer and Audited by the Financial Review committee according to guidelines set forth in this document. The Treasurer will make all deposits in a timely manner and record all cash transactions in detail on the League deposit form. League records are available for review upon request and kept for five years.
5. The League shall at no time apply for any loans.

**XIII. Article. Accountability**

1. Any crime committed against Mira Mesa Girls Softball, its participants, and/or members, while acting in the course and scope of their membership, past or present, shall be reported immediately to law enforcement upon discovery. MMGS Board of Directors shall cooperate fully with law enforcement and prosecutorial agencies. Nothing in this section is intended to limit MMGS' ability to seek civil remedies or participate in any criminal proceedings, including collection of monetary restitution.
2. Any Elected Officer whose actions or conduct are detrimental to MMGS, who fails to adhere to the Constitution and Bylaws of MMGS, or who fails to fulfill the obligations of their position may be removed from office by a two-thirds vote, by secret ballot of the general membership present at a special meeting convened to consider the charges for impeachment, or removed from office by a majority vote of the Elected Officers.
3. Any General Member may seek impeachment of an Elected Officer by obtaining a minimum of seventy-five (75) signatures or 50% of General Members, whichever is less, on a petition that clearly defines the charges against the Elected Officer. The Board of Directors shall schedule a general meeting to hear the charges of impeachment within 5 days of receipt of the valid petition for impeachment.

**XIV. Article. Codes of Ethics and Whistleblower policy**

1. Reporting Violations: In the event a parent, guardian, player, coach or any other concerned individual has a complaint to register against a general member, manager, coach, umpire, or Board Member, the parties having the complaint will first bring the





complaint to the attention of the player's Manager who in turn should do their best to resolve the problem or grievance.

2. If the player's Manager is unable to or unwilling to resolve the situation then the complaining party shall notify the Player Agent or Parent Representative of the situation. The Board member is required to bring the complaint to the Board of Directors attention for resolution of the matter.
3. At no time shall the complaining party be retaliated against for complaints that have been brought to the attention of Managers, Coaches, Umpires, or Board Members. The individual has the right to remain unanimous upon request.
4. The threatening or striking of a general member, manager, coach, umpire, or Board Member of MMGS will be subject to mandatory disciplinary action as indicated by the Executive Officers and may be reported to Law Enforcement for investigation and/or possible prosecution.
5. When conditions exist within a team that reflect poor management, which is not in accordance with this Constitution and/or League By-Laws and not in the best interest of MMGS and the players, the Executive officers shall have the power to relieve the Team Official, parent, or child involved and to revoke their membership in MMGS with majority vote of sitting board members.

**XV. Article. Miscellaneous**

1. Books and records: The current Treasurer shall keep financial records for 5 years. The current Secretary shall keep administrative records for 3 years. The League shall not retain Birth Certificates.
2. The Board will adopt a Conflict of Interest policy to protect the interest when contemplating any transaction or arrangement that may benefit a director, affiliate or member of a committee with board-delegated powers.
3. Non-discrimination Policy. The Board will adopt a non-discrimination policy were no player or volunteer shall be discriminated against based on age, race, religion, sexual preferences, or gender. Rules of play for gender are outlined in MMGS Rules and USA Girls Fast Pitch Softball rules.

**XVI. Article, Terms of Dissolution**

1. It is understood and accepted that all materials of this League are community assets acquired under the MMGS program. The Board of Directors may not dissipate or transfer assets either monetary or physical but shall release these assets which shall be kept in the community for re-organization purposes as defined herein.
2. If this "Mira Mesa Girls Softball" should be dissolved by action of the general membership and no new Mira Mesa Girls Softball organization is reformed by a Mira Mesa community action after 90 days of dissolution, and if the general membership desires to re-affiliate with an organization other than Mira Mesa Girls Softball, all League assets, either monetary or physical, shall be transferable to this new affiliation.



3. If no action is taken after 90 days of dissolution, these League assets will be distributed to a nonprofit organization that promotes girls' athletics. Under conditions of dissolution, the currently elected Board of Directors or their appointee shall execute the distribution of League assets to the newly appointed organization.

**XVII. Article. Amendment of Articles of incorporation**

1. The Constitution governing Mira Mesa Girls Softball shall be reviewed annually for relevancy and accuracy. Reviews must take place at a regularly scheduled meeting before the General Membership Meeting in July. Any amendments required from this review shall be presented to the Board of Director for approval. Amendments will then be presented at the General Membership Meeting.
2. Any General Member of the League can propose an amendment to this Constitution in writing to the Board of Directors. The BOD is then required to review these proposes and vote on said amendment. Passed amendments shall be presented at the General Membership Meeting.

**XVIII. Article. Amendments**

Amendment	Summary of changes	President	Date
1	Convert Bylaws to MMGS constitution	<i>B. D. Walker</i>	6/22/2019

**Adoption Date:** July 1st, 2019