

**BY-LAWS**  
of  
**SPOKANE GIRLS' FASTPITCH SOFTBALL ASSOCIATION**

**ARTICLE ONE**  
**GENERAL**

Section 1. **Name.** The name of the corporation shall be Spokane Girls' Fastpitch Softball Association, hereinafter referred to as "SGFSA."

Section 2. **Offices.** The principal office of SGFSA shall be located within Spokane County, in the state of Washington, at the residence of its current president for the duration of his/her term of office. SGFSA may have such other offices, either within or without the state of Washington, as the board of directors may determine from time to time.

Section 3. **Notice.** Whenever written notice is required to be given by these Bylaws, it shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address, as it appears on the records of SGFSA, with postage thereon prepaid.

**ARTICLE TWO**  
**MEMBERS**

Section 1. **Class of Members.** The members of SGFSA shall be divided into two classes: Regular and Associate. The qualifications of each member in each class shall be as follows:

**REGULAR:** The teams registered for participation in SGFSA shall be the regular members of the organization. Upon acceptance of a team's application for membership in SGFSA by the board of directors, and payment of the non-refundable team registration fee, that team shall become a regular member and shall be entitled to one vote on all matters decided by the members of SGFSA.

**ASSOCIATE:** Registered players and their parents/guardians, registered managers, registered coaches, directors and officers of SGFSA, and all appointees (commissioners, committee chairpersons/members, etc.) shall be associate members of SGFSA upon acceptance of their registration, or upon their election or appointment. Although associate members are non-voting, they shall have the right to attend all membership meetings and to provide their input to any deliberations at those meetings.

**Section 2. Membership Duration.** The term of membership for regular members and those associate members who are players, parents/guardians, managers, or coaches shall begin each year on January 1 or the date of their registration (whichever is later) and shall continue until December 31 of the same year. For those associate members who are directors and/or officers of SGFSA or who fill an appointed position with SGFSA, their term of membership shall correspond to their term of office or the duration of their appointment.

**Section 3. Team and Manager Registration.** Those individuals interested in entering a team in SGFSA's leagues shall submit a team registration form, as prescribed by the board of directors, which shall include the name of the team, the age division in which it wishes to be classified, the age division in which it wishes to play, and the name, address, and phone number of the team's manager. That registration form shall be accompanied by a deposit equal to the current team registration fee, as determined by the board of directors, and a completed coaching registration form for its head coach. Upon acceptance of the team's registration by the board of directors, that team shall become a regular member of SGFSA and its manager shall become an associate member. At the time of acceptance, the team's deposit will become its non-refundable team registration fee. In the event that the team withdraws after the board has accepted its registration, the team's registration fee will be forfeited.

**Section 4. Coach Registration.** Each individual wishing to function as a head coach or assistant coach for one of SGFSA's registered teams shall submit a coaching registration form, as prescribed by the board of directors. Upon acceptance of a coach's registration form by the board of directors, that coach shall become an associate member of SGFSA.

**Section 5. Player Registration.** Any girl who will be less than nineteen (19) years of age on the next August 31 may submit a player registration form, as prescribed by the board of directors, to play in SGFSA's softball leagues during that year. That registration form shall be accompanied by the current player registration fee, as established by the board of directors. Upon verification by the manager of any registered team of SGFSA (of an appropriate age division), that the prospective player has been accepted as a member of that team for the season, the player's registration form will be processed and that player and her parents/guardians will become associate members of SGFSA.

**Section 6. Voting Right.** Each regular member (team) in good standing shall be entitled to one vote on each matter submitted to a vote of the members. The registered manager of each regular member shall be the designated representative of his/her team for the purpose of casting that vote, unless that manager has, by written proxy, transferred that right to another associate member.

### ARTICLE THREE MEETINGS OF MEMBERS

Section 1. **Regular Meetings.** A regular annual meeting of the members shall be held on the second Thursday in the month of October each year, for the purpose of reporting results of the prior season to the membership, electing directors, and for the transaction of such other business as may properly come before the meeting. The time and place of said meetings shall be set by the board of directors.

Section 2. **Special Meetings.** Special meetings of the members may be called by the board of directors, by the president, or by the written request of not less than fifteen percent of the regular members of SGFSA. Such special meetings shall be held within twenty-five (25) days after the secretary receives a valid request from any of the above parties and shall be held at a date, time, and place designated by the board of directors.

Section 3. **Notice of Meetings.** Written or printed notice stating the date, time, and place of any meetings shall be declared by mail, to each member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting. If a special meeting, the purpose of the meeting shall be stated in the notice.

Section 4. **Quorum.** A quorum shall consist of one-third of the regular members of the organization, either in person or by proxy.

### ARTICLE FOUR BOARD OF DIRECTORS

Section 1. **General Powers.** The affairs of SGFSA shall be managed under the direction of its board of directors.

Section 2. **Number, Tenure, Qualifications.** The number of directors shall be a minimum of seven (7) and a maximum of nine (9). Directors shall be elected at the annual meeting of members for two-year staggered terms, and each such director shall serve until their respective successors are elected and have qualified.

Section 3. **Nominations.** At its regular May meeting, the board of directors shall appoint a nominating committee of three (3) to five (5) members. Such committee shall consider available candidates for the directorships and offices to be filled at the forthcoming annual meetings and shall submit a slate of candidates to the board of directors at least ten days prior to the regular September board meeting. Such submission shall be deemed a nomination of each person named. The committee may recommend one or more candidates for each vacancy to be filled. A list of all nominated board and officer candidates shall be read at the September board meeting and a list of

those individuals nominated for the board of directors shall be included with the notice of the annual members meeting. At the annual meeting of members, additional nominations may be made by members from the floor.

**Section 4. Regular Meetings.** A regular annual meeting of the board of directors shall be held without any notice other than this bylaw immediately after, and at the same place as, the annual meetings of the members. The purpose of said annual meeting shall be to elect the officers of SGFSA for the ensuing year and to transact such other business as may come before the meeting. The board of directors may provide, by resolution, the date, time, and place for holding additional regular meetings without other notice than such resolution. At a minimum, additional regular meetings shall be held during the month of May, to appoint a nominating committee and to make final preparations for that year's league play, and the month of September, to accept the report of the nominating committee and to make plans for the annual members' meeting to be held in October.

**Section 5. Special Meetings.** Special meetings of the board of directors may be called at the request of the president or one-third of the directors. Such special meetings shall be held within ten (10) days after the secretary receives a valid request from any of the above parties. Written notice of any special meeting shall be given at least four (4) days prior to the meeting and shall indicate the date, time, place, and purpose of the meeting. Any director may waive notice of the meeting, either before or after such special meeting, and attendance at the meeting shall constitute a waiver of said notice.

**Section 6. Participation by Telephone.** Meetings of the board of directors may be effectuated by means of a conference telephone or similar communications equipment so long as all persons participating in the meeting can hear each other at all times. Participation by such means shall constitute presence in person at such meetings.

**Section 7. Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business by the board.

**Section 8. Decisions of the Board.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the Articles of Incorporation or these Bylaws shall require a greater majority for particular decisions.

**Section 9. Vacancies.** Any vacancy occurring in the board of directors and any directorship to be filled by reason of increase in the number of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve the unexpired term of his predecessor in office. In the case of an increase in the number of directors, such directors shall serve until the next annual meeting of the members.

## ARTICLE FIVE OFFICERS

Section 1. **Officers.** The officers of SGFSA shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be designated by resolution of the board of directors.

Section 2. **Election and Term of Office.** The officers of SGFSA shall be elected annually by the directors of SGFSA at their regular annual meeting. In addition to the nominations made by the nominating committee, other nominations may be made from the floor during the regular annual meeting. An individual may hold more than one office, except that the offices of president and secretary shall be held by separate parties. The president and vice president must be chosen from among the members of the board of directors who reside in Spokane County and must resign those offices if, for any reason, they cease to be a director or move outside of Spokane County. Any officer elected by the board of directors shall hold office until his successor has been duly elected and qualifies.

Section 3. **Removal.** Any officer serves at the pleasure of the board and may be removed by the board of directors whenever, in its judgment, the best interest of SGFSA would be served thereby. In such cases, the number of directors supporting such removal must be sufficient to constitute a two-thirds majority if the full board were in attendance, but excluding any directors who abstain from voting because of a potential conflict of interest, and the officer to be removed shall be given the opportunity to present an oral or written statement to the board prior to its taking action. A closed meeting may be utilized by the board for considering such removals and for taking action thereon.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. **Powers and duties.** The several officers shall have such powers and perform such duties as may from time to time be specified in resolutions or other directives of the board of directors. In the absence of such specifications, the duties shall be as follows:

**PRESIDENT:** The president shall be the principal officer of the organization and have general supervision of the organization and perform such duties as are usual to this office. The president shall preside at all meetings of the membership or the board of directors. The president shall make all appointments not specifically reserved to the board of directors by the Articles of Incorporation, these Bylaws, or board resolution.

**VICE PRESIDENT:** The vice president shall assume the powers of the president whenever that individual is absent, incapacitated, or otherwise unable to perform the duties of that office, and shall perform other duties as may be assigned by the president.

**SECRETARY:** The secretary shall keep the records of the organization and the minutes of the meetings of the membership and the board of directors. The secretary shall keep the membership records, and shall conduct the correspondence of the organization.

**TREASURER:** The treasurer shall maintain the financial records of SGFSA and shall receive and deposit, in a bank designated by the board, all funds or money paid to the organization and pay out the same only on order of the board of directors.

### **ARTICLE SIX BOOKS AND RECORDS**

SGFSA shall keep correct and complete books and records of account, minutes of the proceedings of its members and board of directors, and a record of names and addresses of all the members. All books and records of SGFSA may be inspected by any member, for any proper purpose, at any reasonable time.

### **ARTICLE SEVEN DISCIPLINE**

The board of directors shall have the power to establish guidelines for the conduct of its members and to take disciplinary action against any member of SGFSA who acts in a manner contrary to the best interests of SGFSA. Disciplinary action shall require the support of a sufficient number of directors to constitute a two-thirds majority if the full board were in attendance, but excluding any directors who abstain from voting because of a potential conflict of interest, and will be unappealable within SGFSA. At least seven (7) days notice of any disciplinary hearing shall be provided to the members of the board of directors and to any members who are the subject of said hearing. Such notice shall indicate the date, time, and place of the hearing and shall indicate the nature of the matters to be discussed. Members who are the subject of a disciplinary hearing shall be given the opportunity to present an oral or written statement to the board during the course of its deliberations. A decision shall be rendered within ten (10) days after the conclusion of a disciplinary hearing. A closed meeting may be utilized by the board for the purpose of conducting such disciplinary hearings.

### **ARTICLE EIGHT FISCAL YEAR**

The fiscal year of SGFSA shall begin on October 1 of each year and end on September 30 of the following year.

**ARTICLE NINE  
AMENDMENT**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted at any properly constituted meeting of the members by a two-thirds majority of the votes represented at such meeting, provided that the proposed amendment(s) shall have been set forth or summarized in the notice of the meeting.

KNOW ALL MEN BY THESE PRESENTS: that the undersigned Secretary of the Spokane Girls' Fastpitch Softball Association does hereby certify that the above and foregoing Bylaws of said Corporation were first duly adopted by the Board of Directors as the initial Bylaws of the Spokane Girls' Fastpitch Softball Association and subsequently amended by the members, and that the same do now constitute the Bylaws of this Corporation.

DATED this 18<sup>th</sup> day of October, 1994.

Attest: Carol E Blake  
Secretary