

- Fastpitch (S)

NORTHWEST GIRLS SOFTBALL LEAGUE

BYLAWS

ARTICLE I NAME

- Fastpitch (S)

The name of this League shall be Northwest Girls Softball League, (the "League"), a Nevada non-profit corporation formed pursuant to Chapter 82 of the Nevada Revised Statutes.

ARTICLE II PURPOSE

The object and purpose of the League shall be to foster, develop, promote and expand recreational softball in the Las Vegas northwest area, to establish rules and regulations governing all members, and to engage in any legal activity or enterprise that will be beneficial to its members. All members agree that this League is the benefit of the players and agree to conduct themselves accordingly.

ARTICLE III POWERS

Section 3.1 Permitted Activities: The League, in addition to the powers conferred upon it by its Articles of Incorporation and under Chapter 82 of the Nevada Revised Statutes, as the same, now exists or as may hereafter be amended, including any corresponding provision(s) of any succeeding law (herein after "NRS Chapter 82") or otherwise under the laws of the State of Nevada shall have and be vested with the following powers:

- a) To receive, acquire, hold, manage, administer and expend property (real, personal or mixed) and funds for the objects of purposes, as defined in the Articles of Incorporation and in Article II above, for which the League is formed, including, without limitation, the assistance and support of other charitable institutions, associations, corporations and undertakings.

- b) To receive property and funds by gift, bequest, devise or otherwise and with or specification or purpose, but, if no purpose is specified, the property or funds nevertheless, be held upon the trust that the same shall be used for the objects which the League is formed.
- c) To purchase, acquire, hold, own, enjoy, sell, transfer, assign, lease or sublease, mortgage, or otherwise encumber and dispose of any, all and every kind of real and personal property as may be necessary to effect the objects and purposes of the League.
- d) To draw, make, execute, issue, accept, endorse and guarantee promissory notes, bills of exchange, drafts, warrants, certificates and any other types of negotiable or non-negotiable interments for any purpose that furthers the objects and purposes for which the League is formed.
- e) To do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient to achieve or further the objects and purpose of the League, except that which is inconsistent with the State of Nevada.

The foregoing, Section 3.1, shall be construed as a part for the purposes and powers of this League and it is expressly intended that said purposes and powers shall not be limited or restricted by reference to or inference from the terms of any other clause, or paragraph herein contained except as to limitations imposed upon non-profit corporations for tax exempt status.

Section 3.2 Prohibited Activities: At all times and notwithstanding merger, consolidation, reorganization, terminations, dissolution or winding up of the League, voluntary or involuntary or by operation of law or any other provision hereof:

- a) The League shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation as described in Section 501 of the Internal Revenue Code, nor shall the League engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501 of the Internal Revenue Code.
- b) No part of the assets or net earnings of the League shall ever be used, nor shall the League ever be operated, for the purposes that are not exclusively within the meaning of Section 501 of the Internal Revenue Code.
- c) The League shall never be operated for the primary purpose of carrying on a trade or business for profit.
- d) No substantial part of the activities of the League shall consist of attempting to influence legislation (including action by Congress, any state legislature, local commission or similar procedure) through propaganda or otherwise (including

contacting or urging the public to contact members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation) nor shall the League directly or indirectly participate in or intervene in (including the publishing or distributing of statements) any political campaign in behalf of or in opposition to any candidate for public office.

- e) At no time shall the League engage in any activities that are unlawful under the laws of the United States of America, the State of Nevada, or any other jurisdiction in which its activities are conducted.
- f) No solicitation or contributions to the League shall be made, no gift, bequest, or devise to the League shall be accepted upon any condition or limitation that, in the opinion of the Board of Directors, may cause the League to lose its federal income tax exemption.
- g) No part of the net earnings, current or accumulated, of the League shall ever inure to the benefit of any private individual, except that the League may pay reasonable compensation to persons for services rendered.

Section 3.3 Private Foundation: Notwithstanding any other provisions of these bylaws, if, at any time or times, the League is determined or found to be a private foundation within the meaning of Section 509 of the Internal Revenue Code, then, during such time:

- a) The League shall not engage in any act of self dealing, as defined in Section 4941(d) of the Internal Revenue Code.
- b) The League shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code.
- c) The League shall not make any investments in such manner as to subject the League to a tax liability under Section 4944 of the Internal Revenue Code.
- d) The League shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IV MEMBERSHIP

1. This League shall have membership. The eligible general voting members shall be each registered parent or legal guardian (as defined in this section, paragraph 4) of a player on a team that is formed by a draft/draw. All teams will follow the same

process of team selection. The process will be decided on by the Board of Directors annually.

2. A general voting member shall be an adult (at least 18 years of age) and active in Northwest Girls Softball as a registered parent or guardian of a player(s), a Board of Directors member, a manager, or a coach, and in good standing with the League.

ARTICLE V ELECTION OF BOARD OF DIRECTORS

1. The Board of Directors shall be voted into office by the general voting membership. Elections for the Board of Directors shall be by written ballot at the conclusion of Spring season, and the incoming Board shall assume office by the first of July of each year.
2. Terms of office shall be two (2) years. There is no limit to the number of times a person may be elected to any office. The offices of President and Treasurer shall be elected on even numbered years. The offices of Vice President, Secretary, and Player Advocate shall be elected on odd numbered years.
3. Any office vacated during the year, July 1 through June 30, may be filled by a temporary appointment by the Board of Directors.
4. Any Board of Directors officer running for another position vacates his or her office at the start of the new term. That office vacated will be voted on during the same election in order to fill the remainder of the existing term.
5. Division Representatives will be elected every year.
6. The office of Umpire in Chief shall be by appointment of the President and approved by the board.
7. The offices of President, Vice President, Treasurer, Player Advocate, and Secretary may only be held by persons who have previously served in an elected or appointed position on the Northwest Girls Softball League for a minimum of one year.

ARTICLE VI ADMINISTRATIVE

The administration of general affairs of this League shall be directed by the Board of Directors (herein "the Board")

1. The Board of Directors shall consist of not less than five (5), and not more than fifteen (15), and shall consist of the President, Vice President, Treasurer, Player Advocate, Secretary, Division Representatives (one from each division only), and standing committee chairmen.
2. Each member of the Board of Directors shall have one (1) vote on all matters coming before the Board.
3. When the Board of Directors is complete, committee assignments for the year will be determined. Standing committees shall be tournament, fund raising, public relations, scheduling, and clinics. Appointment of standing committee members shall be made by the President and be approved by the Board of Directors. Additional standing committees are subject to the Board of Directors approval. Committees, other than standing committees, may be appointed as needed by the President.
4. Each year there will be a general meeting of the membership. The Board of Directors members as well as the general voting members will be invited to participate.
5. The President shall preside over all meetings of the Board of Directors and the annual meeting.
6. The Treasurer is authorized to establish banking accounts for the League and shall receive and disburse all assets of the League while maintaining an accurate record of all receipts and expenditures, maintain such bank records as required, present a statement of account at each Board of Directors meeting and at the annual meeting for approval by the members.
7. Any officer may be recommended to be removed from his or her office for just cause by a unanimous vote of the remaining Board of Directors members, and then approved by the majority of the general voting membership at the next general meeting.

ARTICLE VII MEETINGS

1. The rules contained in Robert's Rule of Order, Revised, shall govern the League in all cases to which they are applicable and in which they are not inconsistent with the bylaws or standing rules of the League.
2. An annual Board of Directors of the League meeting for the purpose of transition shall be held after the election and before the first of July of each year.
3. Regular or special meetings of the Board of Directors may be called by the President, Vice President, or by the request of ten percent (10 %) of the League Board of Directors members. Notice of special or general meetings shall be mailed/e-mailed a minimum of fourteen (14) days prior to the established meeting date.
4. All elected/appointed members of the Board of Directors are expected to attend as many meetings as possible. Attendance will be recorded in the minutes of all meetings and will be made available to all league members on the Northwest Girls Softball web page and will be distributed by mail upon request. Proxies for the Board of Directors meetings may be granted for any agenda items, subjected to majority approval or the Board of Directors.
5. At board meetings, over fifty percent (50%) of the voting board members shall qualify as a quorum. Of that 50%, at least three of the five offices of President, Vice President, Treasurer, Player Advocate, and Secretary must be represented.
6. Any member or any person(s) disrupting a Board meeting shall be removed from that meeting at the discretion of the President or Vice President.

ARTICLE VIII INDEMNIFICATION

1. Indemnification of Directors, Officers, and Employees: Every person who was or is a party, or is threatened to be a party to, or is involved in any action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he/she or a person who is a legal representative, is or was a Director or Officer of the League, or is or was serving at the request of the League for its benefit as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under NRS Chapter 82 from time to time against all expenses, liability and loss incurred or suffered by him/her in connection therewith. The expenses of Directors and Officers incurred in defending a

civil or criminal action, suit or proceedings must be paid by the League as they are incurred, and in advance of the final disposition of the action, suit or proceedings upon receipt of an undertaking of or on behalf of the Directors or Officers to repay the amount. If it is ultimately determined by a court of jurisdiction that such Director or Officer is not entitled to be indemnified by the League, such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such Directors, Officer or representatives have or thereafter acquire and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaws, agreement, vote of Directors, provisions of law or otherwise, as well as their rights under this Article.

2. **Policies of Insurance:** The Board may cause the League to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the League, or is or was serving at the request of the League as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the League would have the power to indemnify such person.
3. **Further Amendments:** The Board may from time to time adopt further Bylaws with respect to indemnification and may amend these or other such Bylaws to provide at all times the fullest indemnification permitted by NRS Chapter 82.
4. **Limitations on Indemnification:** Notwithstanding any other provision of these Bylaws, the League shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualifications of the League as an organization described in Section 502 of the Internal Revenue Code or would result in liability under Section 4941 of the Internal Revenue Code.

ARTICLE IX AMENDMENTS

Proposed amendments to these Bylaws may be made by any Board of Directors at any general meeting, provided that a minimum of fourteen (14) days written notice of the proposed amendments be made known to all members and the Board of Directors. A vote of two-thirds (2/3) majority of members present at the meeting, voting in favor of the amendment, will be required to carry the amendment.

**ARTICLE X
MEMBERSHIP FEES AND FINANCES**

Membership fees and entry fees for tournament and all other matters shall be established by the Board, and all such fees must be paid before competing in any activities. All League disbursements must be paid by check signed by the Treasurer. Any check in the amount greater than \$350.00 shall require the signature of two (2) officers of the following three: President, Player Advocate, and Treasurer.

**ARTICLE XI
FISCAL YEAR**

The ^{Calendar} fiscal year of the Board will be ^{January 1st} July 1st through ^{December 31st} June 30th of the following year. (5)

**ARTICLE X11
DISSOLUTION**

The Northwest Girls Softball League is a non-profit organization and shall not be operated for the financial benefit of any individual or group of individuals. In the event of dissolution, all remaining funds will be put in trust to be used exclusively for promotion, development and furthering of recreation fastpitch softball for girls eighteen (18) and under.

**ARTICLE X111
GENERAL INFORMATION**

1. Disciplinary Guidelines: Attached hereto as ⁽⁵⁾ Exhibit A and incorporated herein by this reference are the Disciplinary Guidelines as adopted by the Members.
2. ^{League Rules} ~~Member Contract~~: Attached hereto as ⁽⁵⁾ Exhibit B and incorporated herein by this reference is the ~~Managers and Coaches Contract~~ as adopted by the Members.
^{League rules} (5)

BYLAWS CERTIFICATE

-Fastpitch (K)

The undersigned certifies that he/she is the secretary of Northwest Girls Softball League (the League), a Nevada non-profit corporation, and that as such he/she is authorized to execute this certificate on behalf of the League, and further certifies that attached hereto is a completed and correct copy of the present effective Bylaws of the League.

Sue Kwentus

DATE 1-14-06

Sue Kwentus
Secretary

Exhibit A

Exhibit B

These Bylaws were approved by the Board and Membership on 1-14-06.