

ARTICLE I NAME

Section 1:

The name of the 501 c (3) corporation shall be Moorpark Girls Softball, hereafter to be known as MGS. The fiscal year for the corporation is from September 1 to August 31 of each year of operation.

ARTICLE II OBJECTIVE

Section 1:

The purpose of the corporation is to:

- A. Stimulate interest and foster support and guidance in girls' softball for the betterment of the youth in the community;
- B. Inspire a healthy, active, competitive spirit among young girls and to teach them the true meaning of sportsmanship;
- C. Provide a convenient and authoritative body for the purpose of organizing, directing, and providing financial support for the programs.

Section 2:

This corporation has been organized exclusively for charitable purposes as defined in Internal Revenue Code Section 501 c (3). The corporation shall carry Officers and Directors Insurance on all members of the Board of Directors.

ARTICLE III OFFICES

Section 1:

The principal office of the Corporation for the transaction of business shall be in the City of Moorpark, County of Ventura, California, as determined by the Board of Directors.

Section 2:

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the City of Moorpark, County of Ventura, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not constitute an amendment hereto.

ARTICLE IV MEMBERSHIP AND VOTING

Section 1:

The Board of Directors of the Corporation shall consist of General Members duly elected and in good standing. Good standing shall mean those who are current in all league dues and not presently on or pending disciplinary action. (see sect. 7) The Board of Directors shall consist of the Executive Board of Directors, Board of Directors, and Non-Voting Members as outlined below:

- A. The Executive Board Members, hereafter known as EBOD, shall consist of the following elected Officers:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Player Agent/All Star Coordinator
 - f. Director of Coaches
 - g. Appointed BOD Member

- B. The Board of Directors, hereafter known as BOD, shall consist of the following Officers, nominated by the President with BOD approval:
- a. Assistant Treasurer
 - b. Tournament Director
 - c. Snack Shack Lead
 - d. Snack Shack Manager
 - e. Division Representatives
 - f. Equipment Coordinator
 - g. Field Maintenance Coordinator
 - h. Umpire Coordinator
 - i. Fundraising Coordinator
 - j. Scheduling Coordinator
 - k. Team Parent Coordinator
 - l. League Admin
 - m. Webmaster
 - n. Select-Fall Ball-Winter Ball Coordinator
 - o. Director of Player Development
- C. Non-Voting Board Members, hereafter known as NVBOD, shall consist of the following Officers, nominated by the President with BOD approval:
- a. Past President
 - b. Uniform Coordinator
 - c. Snack Shack Buyer
 - d. Field Maintenance Assistant
 - e. Social Media Coordinator
 - f. Legacy Member

The President may create additional officer positions as necessary, subject to EBOD approval.

Section 2:

The Board of Directors may include the past President for the first term following his or her term as President.

Section 3:

A member of the Board of Directors shall perform their duties, including duties as a member of any committee of the board upon which they serve, with honesty and in good faith, in a manner they believe to be in the best interests of the corporation. Members of the Board of Directors are in a fiduciary relationship with the corporation and have a duty to avoid conflicts of interest, a duty to avoid abusing their position to gain personal benefit, and a duty to maintain the confidentiality of information that they acquire by virtue of their position.

Section 4:

MGS shall maintain a database of records for a minimum of five (5) calendar years to include the list or invoice for all individuals who have passed the background check as required by USA Softball and a roster for each team to include the manager's name and player's names only.

Section 5:

The term of office for all officers shall be one year, commencing Sept 1st of each year. Each member must not hold more than two (2) positions, and said positions must not be in conflict with one another. Should a member need to hold more than two (2) positions, a majority vote by the Board of Directors is required.

Section 6:

The General Membership shall be comprised of those parents or guardians over the age of 18 years having an eligible participant registered in the MGS program or any individual who is a Board Member or a manager or coach who is in good standing within the league for the current fiscal year. General Members are afforded the right to vote in elections for the membership of the Executive Board of Directors.

Section 7:

All General Members and members of the Board of Directors must be in good standing with the Corporation. Any Board Member not in good standing may be removed from their position upon approval of the EBOD. Any General Member not in good standing may have their registration for the current season refunded, will no longer be considered a General Member, and may not register in the current or subsequent seasons.

The following actions will result in a member being considered *not in good standing* with MGS:

- Initiating or being involved in a lawsuit against MGS
- Issuing a non-sufficient funds (“NSF”) check to MGS
- Confirmed instances of bullying or harassment that disrupt the league experience
- Repeated Documented behavior infractions
- Multiple written warnings
- Repeated violations of the Parent Code of Conduct
- Intentional and deliberate acts of sabotage against the league

ARTICLE V DUTIES OF OFFICERS

Section 1:

The responsibilities of the officers shall include, at a minimum but are not limited to, the tasks defined in the subsequent paragraphs:

- A. President: The President shall be responsible for the general supervision, and direction of the business according to the Bylaws and for the operational affairs of MGS. He/She shall be a member of the Executive Board. He/She shall coordinate and administer the rules and regulations, policies and principles of USA Softball and the MGS program. It shall be the duty of the President to preside at meetings of the Corporation (i.e. Board of Directors, Executive Board, Corporate Management or General Membership meeting). He/She shall attest to all orders upon the Treasury and shall maintain and coordinate a bond and/or liability insurance to cover the actions of the Board of Directors. The President shall obtain authorization to use facilities needed to conduct Corporation meetings and functions. He/She shall have the power to nominate members of the Board of Directors with BOD approval and appoint members of Standing Committees. He/She shall be an ex-officio member of all committees (except any committees involving a division in which he/she manages or coaches). He/She shall have the power to appoint such committees as deemed necessary. The President shall not have the right to vote except to break a tie.
- B. Vice-President: In the absence of the President, the Vice-President shall perform the duties of the President. He/She shall assist the President in overall administration of league business. He/She will carry out such duties and assignments as are conferred upon him/her by the President. He/She shall be an alternate co-signer with the President or Treasurer on the Corporation's bank accounts. He/She shall chair the Rules Committee and shall be a member of the Executive Board.
- C. Secretary: It shall be the duty of the Secretary to prepare and distribute accurate records of the proceedings of all meetings of the Corporation, including meetings of the Executive Board, Board of Directors, Corporate Management and General Membership meetings. He/She shall be responsible for all league correspondence and will maintain and be custodian of the Bylaws, the operating Policies and Procedures and the Detailed Position Descriptions of the Board of Directors Officers. He/She shall be a member of the Executive Board.
- D. Treasurer: It shall be the duty of the Treasurer to have charge of all the monies of the Corporation and to pay all properly attested expenses. He/She shall coordinate an annual projected operating budget for the current fiscal year to be reviewed and approved by the Board of Directors at the August Board meeting. He/She is responsible for maintaining the league's financial books. He/She shall submit written financial reports at each Board of Directors, Corporate Management and General Membership meetings. All checks drawn on the Corporation shall be signed by the Treasurer and co-signed by the President or Vice President. The accounts of this Corporation are subject to an annual audit in the month directly following the close of the fiscal year and/or as requested in writing by twenty-five percent (25%) of the General Membership or by majority vote of the Board of Directors. He/she shall chair the scholarship committee. He/She shall be a member of the Fundraising Committee and the Executive Board.
- E. Assistant Treasurer: Assist the Treasurer with all duties.
- F. Player Agent/All Star Coordinator: The Player Agent shall be responsible to coordinate and implement all league matters pertaining to registration, team draw and All-Star processes. He/She shall coordinate the activities of the Division Commissioners and shall act as a liaison between the players and the Board of Directors. Any complaints concerning MGS league operations from the players or their parents shall be directed to the Player Agent, through the respective Managers and Division Representatives. It shall be the responsibility of the Player Agent to formally respond to those complaints. The Player Agent shall not be eligible to be a manager or head coach during regular season play. He/She shall be a member of the Rules Committee and the Executive Board.

- G. Director of Coaches: The Director of Coaches shall provide education and training for managers and coaches regarding coaching methods and techniques. He/She shall conduct player evaluations prior to the start of the season and will conduct player and coaching clinics as required prior to and during the season. He/She shall evaluate the performance of managers and coaches during the season and will provide recommendations for improvement if deemed necessary. He/She shall be placed on the All Star selection committee for coaches and shall be a member of the Executive Board.
- H. Tournament Director:
Oversees all aspects of league hosted tournaments. He/she serves as the primary point of contact for all leagues hosted tournaments, develops and manages the tournament plan, including brackets, scheduling, and field assignments. He/she coordinates with coaches, umpires, scorekeepers, and volunteers. He/she works with the Treasurer to establish and monitor the established tournament budget, entry fees, and payouts. He/she ensures compliance with governing body rules (e.g. USA Softball, local league policies). They oversee registration, communication, and information distribution to participating teams. Provides post tournament reports to the Board including financials and lessons learned. Holds a voting right as the Lead Officer for tournaments.
- I. Snack shack Manager
Oversees the entire snack shack program and ensures smooth operations.. He/she provides leadership, direction, and accountability for snack shack operations. He/she supervises the Snack shack Lead and Buyer, coordinates with the Board to establish policies and prices for snack shack operations. He/she ensures compliance with health and safety regulations and maintains a Ventura County credential to run snack shack operations. He/she reports regularly to the Board on financials, operations, and staffing needs. He/she holds voting right as the lead officer of snack shack operations.
- J. Snack Shack Lead
Manages scheduling, and operations of snack shack. He/she creates and maintains volunteer schedule for snack shack. Trains and supports volunteers, overseas daily setup and closing. He/she ensures money handling procedures are followed, coordinates with the snack shack Buyer to ensure inventory is sufficient, works under the supervision of the Snack shack Manager. Holds voting right as the operational lead of the snack shack
- K. Snack Shack Buyer
Handles all purchasing and inventory for the snack shack. Procures food, beverage and supplies, maintains proper stock and rotates inventory as needed, manages vendor relationships, provides receipts and records to the Treasurer for accounting, works with the Snack shack Manager and Lead to align purchases with demand. Does not hold a voting power.
- L. Appointed BOD Member approved by EBOD: At the fiscal year one BOD member will be chosen by the EBOD.
- M. Division Representatives: Division Representatives shall be elected for each age group division for which there is an active division for that fiscal year. They shall ensure that each girl in the division is treated fairly and equitably per the Bylaws and MGS Rules. Division Representatives shall not be a manager, coach, or chaperone in the division he/she is to represent, and shall not have a child or relative actively involved in the division he/she is to represent. Division Representatives will be responsible to act as a liaison between the managers of their division and the Board of Directors. They shall be members of the Protest Committee.
- N. Equipment Coordinator: The Equipment Coordinator shall be responsible for obtaining, storing, and inspecting all players' and umpire equipment needed to support league activities. He/She shall be responsible for distributing that equipment to the managers of league teams. He/She shall inventory all equipment prior to the season start and again at the close of the season and will ensure the security of the equipment during the

off-season. Said inventory shall be in writing. At the end of the fiscal year an itemized inventory shall be presented to the upcoming Equipment Coordinator.

- O. Field Maintenance Coordinator: The Field Maintenance Coordinator shall be responsible to coordinate the maintenance of all practice and game fields and of field maintenance equipment. He/She shall coordinate the preparation and set up of all game fields for league play. He/She is responsible to procure the field maintenance equipment. He/She is responsible to train managers and coaches on proper field maintenance procedures.
- P. Umpire Coordinator: The Umpire Coordinator shall represent the Corporation in negotiations required to secure umpires to officiate league games. He/She shall conduct an umpire training clinic and will be responsible for the training of all league umpires to USA Softball and MGS supplementary rules. He/She shall evaluate and critique the performance of the league umpires during the season. He shall schedule/assign umpires to all league games. The Umpire Coordinator shall be available to managers for interpretation of rules during the season. He/She shall chair the Protest Committee.
- Q. Fundraising Coordinator: The Fundraising Coordinator shall act as a liaison between the Board of Directors and any community groups or booster clubs which support the activities of the Corporation. He/She shall be responsible for all fundraising activities of the Corporation except for the Snack Shack. He/She shall be responsible to coordinate the solicitation of sponsors for all teams within the league and to act as a liaison between the Corporation and said sponsors.
- R. Scheduling Coordinator: The Scheduling Coordinator shall be responsible to secure practice and competition fields for all teams within the league and act as the single point liaison between the Corporation and the presiding entity that provides access and maintenance for said fields. He/She shall provide all practice and game schedules, makeup game schedules, picture day schedules, and manage the scheduling of teams for snack bar duty.
- S. Team Parent Coordinator: The Team Parent Coordinator shall be responsible for providing information to all Team Parents regarding the upcoming season. This shall include, but is not limited to, recommendations for team banner, snack schedule, fundraising, snack shack duties, team sponsor fee, special events or any other pertinent information needed.
- T. Webmaster: The Webmaster shall be responsible for maintaining the league website. Board Members are responsible for providing information regarding their area of responsibility (i.e. game schedules, snack shack menu, fundraising information, etc). The Webmaster shall gather information from all teams within the league regarding results of league games and of individual and team performance. He/She shall transmit that information to the web site.
- U. League Administrator
Serves as liaison between the league and USA Softball, ensuring compliance by learning and applying USA Softball guidelines and eligibility requirements. He/she conducts and verifies background checks and Safesport certifications for all coaches, managers, and volunteers. He/she learns and applies USA Softball guidelines, eligibility requirements, and deadlines on behalf of the league. Registers all players, coaches, and teams through the USA Softball system, prepares and distributes Allstar binders and supporting documents to assist teams during tournament play. He/she provides USA Softball compliance updates, assists the Board with official reporting, sanctioning, and insurance documentation required. He/she holds a voting right as the league's administrator.
- V. Select-Fall Ball-Winter Ball Coordinator: The Select-Fall Ball-Winter Ball Coordinator shall be responsible for directing interested managers, facilitating try-outs, the formation of teams, and assisting the EBOD in volunteer field duties for all MGS Select, Fall Ball, and Winter Ball teams. He/She shall be responsible for maintaining a list

of players interested in participating in Select, Fall Ball, and Winter Ball, and linking those players with managers. and teams. He/She shall be responsible for managing volunteers to arrange and break down fields.

- W. Past President: The Past President may be a member of the Board of Directors for the first year following his or her term of office as President. He/She shall assist the new President and the new Board of Directors with regard to any administrative needs including acting as an advisor to the President and the Board regarding any aspects of the league operation in the past year. He/She shall hold a non-voting position.
- X. Uniform Coordinator: The Uniform Coordinator shall be responsible for the acquisition and collection of team uniforms and league clothing coordinated and/or provided by the Corporation. He/She shall be responsible for coordinating the distribution of said uniforms and clothing to team Managers. He/She shall hold a non-voting position.
- Y. Field Maintenance Assistant: Field Maintenance Assistant(s) shall report to and work with the Field Maintenance Coordinator towards the execution of the duties outlined for the Field Maintenance Coordinator. He/She shall hold a non-voting position.
- Z. Social Media Coordinator: The Social Media Coordinator shall maintain all social media accounts for the Corporation. He/She shall hold a non-voting position.
- AA. Legacy Member: The Legacy Member may be any past member of MGS Board of Directors. He/She shall act as an advisor to the Board of Directors. He/She shall hold a non-voting position.
- BB. Director of Player Development: The Director of Player Development for Moorpark Girls Softball is responsible for overseeing and enhancing the skill development of players across all divisions. This role involves organizing and coordinating player clinics, developing training programs, and working closely with coaches and trainers to ensure effective instruction and player growth. The director will assess player progress, identify areas for improvement, and implement strategies to elevate overall team performance. Additionally, they will collaborate with the board to align development initiatives with the league's mission and ensure a positive, supportive learning environment for all athletes.

Section 2:

In addition to the duties listed above, members of the MGS Board of Directors are expected to assist with needs from other members, and volunteer for all MGS events.

ARTICLE VI STANDING COMMITTEES

Section 1:

A group of Standing Committees shall be organized to assist in the activities of the Board of Directors. The Chairperson of each Standing Committee shall act as a liaison to the Board of Directors and shall report the activities of their respective committee at the Board of Directors meetings. All committee meetings will be scheduled and committee members will be provided with a minimum of seven days advance notice of all meetings and of the agenda for that meeting. Committees may consist of members of the Board of Directors and at least two General Members.

Section 2:

The Rules Committee is responsible for the generation and maintenance of the league Operating Policies and Procedures and for making change recommendations to them. The Vice President shall be the chairperson of the Rules Committee. All Operating Policies and Procedures of the league will be compiled into a single document. Other members will be the

Player Agent, the Director of Player Development, Umpire Coordinator, Secretary, and one optional tenured BOD member (with league experience) appointed by the President. All board members shall support this committee representing their areas of responsibility. The committee shall bring all proposed changes to the Operating Policies and Procedures document to the Board of Directors prior to August of the current fiscal year for approval. The committee shall meet as necessary during the season should potential changes in the Operating Policies and Procedures be required. The committee shall coordinate with the Director of Umpires should interpretation of the USA Softball rules or of existing league rules be required.

Section 3:

The Protest Committee shall be responsible for reviewing and ruling on all protests properly filed with the league as specified in the league Operating Policies and Procedures document. The Director of Umpires shall chair this committee. Other members of the committee are the Division Commissioners and two additional individuals (with prior league experience) appointed by the President. A member of the Protest Committee who is a manager, coach, or chaperone in the division in which a protest is filed or has a child or relative actively involved in the division in which a protest is filed shall abstain from discussion and voting on such a protest.

Section 4:

The Training Committee shall be responsible to develop and implement a training program for the players, managers, coaches and umpires within the league. The intent of the program will be to provide training in all facets of the game of softball so that the participant can have a better understanding of the complexities of the game and may improve his/her skills as a player, manager, coach or umpire. The Training Committee will be chaired by the Director of Player Development and other members will be the Division Commissioners, Dir of Coaches and the Director of Umpires.

Section 5:

The President, with the approval of the Board of Directors, shall have authority to appoint any additional committees as deemed necessary to fulfill the mission of the Corporation.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1:

The nominating committee shall be the Executive Board.

Section 2:

The General Membership meeting for purposes of voting in the next Executive Board and communicating any important league updates, shall be held on the closing day of the Spring Rec Season.

Despite not being voted upon by the General Membership, All general BOD members wishing to remain in their position for the next fiscal year must notify the Nominating Committee at least one week prior to the General Membership Meeting.

All BOD members seeking election into an EBOD position must notify the Nominating Committee at least one week prior to the General Membership Meeting so that their names may appear on the ballot.

In the event there is more than one candidate running for an elected position (EBOD) they will be given the opportunity to address or campaign at the Closing Day General Membership meeting prior to the opening of the voting process.

The Nominating Committee (EBOD) shall present a proposed slate of EBOD officers in the form of ballot at the General Membership Meeting.

The general membership of the League shall vote via written ballot on the proposed slate of EBOD officers. No write-ins are permitted.

*Important note: All candidates seeking election for the President position must have served on the EBOD for at least one year, in the current term.

All candidates seeking election for any other EBOD position must have served on the BOD for at least one year in the current term.

The above requirements shall only be waived in the event there is no available candidates seeking election for President and/or EBOD, who meet this requirement.

Section 3:

Members of the Board of Directors shall be at the annual General Membership meeting. The vote shall be taken by written ballot. The nominee in each office with the most votes shall be elected to office. Ballots are to be counted by the Secretary, with two witnesses assisting immediately following the conclusion of Closing Day activities. The current President will supervise. In the case of a tie for the election of the President, the newly elected Executive Board shall each cast a deciding vote. In the case of a tie for any other elected position, the newly elected President shall cast the deciding vote.

Section 4:

Throughout the year, open BOD vacancies will be posted on MGS social media. BOD members are nominated by the President following a written request for nomination by the interested general member. The President shall present a list of members to the BOD either electronically or at the next monthly meeting. The BOD will confirm the general member(s) to the BOD with a majority vote. Voting for BOD members can occur at any time during the fiscal year as it is carried out by the existing Board and vacancies are unpredictable throughout the year. This ensures seamless operation of league operations.

ARTICLE VIII MEETINGS, VACANCIES AND REMOVAL

Section 1:

Regular meetings of the Board of Directors shall be held not less than monthly, at such date, time and location as determined by the Board of Directors with approval of the President.

Section 2:

The General Membership Meeting, conducted for the purpose of electing the Executive Board of Directors for the ensuing year, shall be held on closing day of each year. The date, time and location will be determined by the Board of Directors. The Board of Directors may elect to hold a second General Membership Meeting each fiscal year, for such purposes as explaining new rules and procedures to league members and managers before a season begins.

Section 3:

Sixty percent of Board Members shall constitute a quorum at any meeting of the Board. If a quorum is not present, the President has the power to dispense with a meeting.

Section 4:

All meetings of the Board of Directors shall be conducted in accordance with "Robert's Rules of Order" to the best of their ability.

Section 5:

Any Board Member unable to attend a meeting must submit his/her report, in writing, to the Secretary, prior to the meeting; or verbally to any member of the EBOD, who can present the report to the full Board of Directors at the regular meeting.

Section 6: For purposes of this section, Board member refers to both EBOD and BOD members.

- A. Any Board Member (with the exception of NVBOD members) who fails to attend fifty percent (50%), or two (2) consecutive meetings may be removed by the EBOD by majority vote.
- B. Any Board Member who does not volunteer his/her time at any event or special event, without reasonable cause, may be removed by the EBOD immediately with a majority vote.
- C. Any Board Member not fulfilling the duties of their position to MGS standards may be removed from their position, pending investigation and review by the EBOD.
- D. Any Board Member who is not aligned with the best interest of the league as determined by the EBOD may be removed.

Section 7:

If a Board Member resigns from office or is otherwise unable to complete his/her term of office he/she may not serve on the Board of Directors for the following two terms unless approved by the EBOD.

The President shall designate the duties of that Board Member to another Board Member, or may fill the vacant position with a General Member in good standing subject to BOD approval.

Section 8: The President has the authority to nominate a BOD member to the EBOD, with EBOD majority vote of approval, if an EBOD vacancy should occur mid season.

ARTICLE IX FINANCIAL POLICY

Section 1:

The Board of Directors will decide all matters relating to finance. MGS monies will be expended in a manner that will give all individuals and teams' equal benefits and privileges.

Section 2:

Fees for membership shall be for a period of one season (Spring or Fall). Fee amounts shall be determined by the Board of Directors.

Section 3:

Budgets shall be approved by the Board of Directors. No money shall be spent by any Board Member in excess of their budget, without approval from the Board of Directors. If the excess expenditure is under \$4000, approval is required from the President, Vice President, and Treasurer only. Expenditures over \$4000 will require approval of the Board of Directors.

Section 4:

The league shall maintain a minimum reserve balance of \$20,000 or 25% of the annual operating budget, whichever is less in a separate league bank account of the leagues Treasurer's choosing. Should the reserves go below this amount, all purchases of nonessential items shall cease immediately.

Section 5: Tournament teams may raise money for a specific purpose and will receive credit to themselves to use or expend the money as required. All-tournament team sponsored monies shall be deposited in the league's treasury.

ARTICLE X GOVERNING LAW

Section 1:

These Bylaws may be amended; and shall be reviewed at least once every year by a committee appointed by the President and chaired by the Vice President.

Section 2:

The President shall establish a Bylaws Revision Committee to review the existing Bylaws, and if the Committee deems it appropriate or necessary, to make recommendations to the Board of Directors as to revisions.

Section 3:

The Board of Directors shall review and approve the recommendations by the Bylaws Committee.

Section 4:

Upon adoption, an amendment becomes immediately effective unless specified in the amendment itself.

ARTICLE XI DISSOLUTION OF THE CORPORATION

Section 1:

Upon dissolution of the Corporation, the remaining assets after satisfaction of all obligations and liabilities, shall be distributed to such other organization that has established its tax exemption pursuant to Internal Revenue Code section 501 c (3).

These Bylaws were reviewed by the 2025 Rules Committee consisting of Vice President Tim Toledo, Secretary Priscilla Mathis, Player Agent Kim Casten, Director of Coaches Robert Simons, and League Admin Denise Nalbandian on August 21, 2025. Proposed changes were voted and approved at the Board Meeting on August 26, 2025.