

PNGSL Bylaws

ARTICLE I

NAME AND LOCATION

Section 1. Name of Organization

This organization shall be known as the Port Neches Girls Softball League, hereinafter referred to as “PNGSL” or “league”.

Section 2. Boundaries

The mailing address shall be PNGSL, P.O. Box 151, Port Neches, TX 77651. The boundaries of all league activities shall be as approved by Amateur Softball league (“ASA”). The boundaries for this league shall be City of Port Neches, except when ASA releases a player under the rules governed within ASA.

Section 3. Registered Agent / Office

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office may be identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but not need be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Directors.

ARTICLE II

OBJECTIVES

Section 1. Long Term Objective

The objectives of the PNGSL shall be to provide the girls of the community a place to learn good sportsmanship, honesty, foster friendships, loyalty, courage, and reverence so that they will be well adjusted, stronger happier girls who will grow to be good, clean, healthy and trustworthy women.

Section 2. Methodology

The objective will be achieved by providing supervised competitive softball. All persons engaged in the activities of the PNGSL will bear in mind that the attainment of athletic skills or the winning of games is secondary, and that the molding of future women is of primary importance. All persons serving as Directors must bear in mind that decisions should be made based on what is long-term best interest of the league first, the majority of the kids within our league second (without severely harming the minority of kids) and the community as a whole. All persons serving as coaches must also bear in mind that all kids deserve the opportunity to play and learn the game to the best of their ability. The PNGSL mission is to provide a fun, wholesome and participatory league for all kids in the City of Port Neches and surrounding areas within our league boundaries as defined by our ASA charter.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Composition of the Board

The business, property and activities of the PNGSL shall be managed by sixteen (16) league members to include six (6) executive officers (“Executive Officers”), player agent, a director of coaches, umpire-in-chief/scheduler, and nine committee chairpersons (“Chairpersons”) all of whom shall collectively be known as the Board of Directors (“Directors”).

Section 2. Annual General Election

- a) The Directors will be elected at the annual meeting (“Annual General Election”) of the PNGSL. Duly elected members will be notified of their appointment by the Vice President or, in his/her absence, a Director so appointed by the President, within five (5) days after the last day of the election.
- b) Nominating of Officers: The President shall appoint a nominating committee with a minimum of three (3) members, preferably one from Pixie, one from Freshman and one from General Directors. Ideally, no more than one PNGSL member from a single division should serve on the nominating committee. The members of the nominating committee shall only solicit nominees from the general membership. A qualified person who does not have a child who is an immediate family member (child, grandchild, niece or one they are a legal guardian for) playing may be placed on the ballot with a majority vote of the Board of Directors. Nominations may be made from the floor at the annual general membership meeting.
- c) Eligibility: Any person considered in good standing with the league that has a child (including step children) or grandchild is considered eligible to hold office. Any other persons wishing to participate must be approved by a majority vote of the standing board to be able to run for office.

President: Applicant must have served 2 seasons (not consecutive) on the PNGSL Board of Directors

Vice President: Applicant must have served 1 season on the PNGSL Board of Directors

Secretary: Applicant must have served 1 season on the PNGSL Board of Directors

Treasurer: Applicant must have served 2 seasons (not consecutive) on the PNGSL Board of Directors

If an applicant resigned in the past, they must come back and serve 2 years on the Board of Directors to be eligible to run for President. Applicant must serve on a committee for 3 months before becoming eligible to hold a Board of Directors position.

Section 3. Election of the Directors to Board Positions

The Directors will be elected by the general membership at an election to be held at the first meeting of the board in May, per Article VII, Section 7, unless a vote with the majority in favor of by the Board of Directors to move the election to the Fall in August for certain circumstances, which should be decided on by the Board of Directors. Any member of the League or other person affiliated with the PNGSL who is in good standing shall be eligible to serve on the board, per Article III, Section 2c. Each family member is given 1 to 2 votes in the election which should be ex: mother, father, step parent or legal guardian that is listed on the registration form for the most current season.

A director candidate for a board position shall declare his/her candidacy, verbally or in writing, for any one (1) or two (2) positions prior to the vote, by declaring a primary and secondary choice. Additionally, if none or only one (1) Director declares his/her candidacy for any given Director position during the election process, then at that time any Director(s) may also choose to become a candidate for that positions regardless if that was not originally the primary or secondary choice of that Director. The following oath will be administered by the President or in his/her absence the Vice-President to all new Board Members

I (Officer's name) do hereby commit myself to carry out the responsibilities of my office to the best of my ability. I will conduct myself at all times to reflect the spirit as well as the laws of Port Neches Girls Softball League.

The staggered two year Board elections will be as follows:

Board positions elected in **EVEN** years will be: Vice-President, Treasurer, Freshman Commissioner, Fundraiser Chairperson, Sports Equipment Chairperson, Project Manager, Field Maintenance and Sponsorship/Uniform Director.

Board positions elected in **ODD** years will be: President, Secretary, Pixie Commissioner, Scheduler, Concessions Chairperson, and Parent Affairs Chairperson.

The Director positions shall be filled by a majority vote. If there is no clear majority, the Director with the largest number of votes shall be declared the winner. The election will be accomplished in the precise order as follows:

a) Executive Officers:

- President
- Vice President
- Secretary
- Treasurer
- Pixie Commissioner
- Freshmen Commissioner

b) Directors:

- Scheduler
- Project Manager
- Concessions
- Field Maintenance
- Parent Affairs
- Sponsorship/Uniform Director
- Fundraising
- Sports Equipment

If no one chooses to fill a particular Director position, that position will be "passed on" and only considered again after all remaining positions listed above have been voted on. This process will continue until such time as all Director positions are filled. If a Director refuses to announce his/her candidacy for any Director position, that Director will be considered to have tendered his/her resignation as a Director.

General Membership Election: A single ballot, approved by the Board of Directors, listing all the candidates for open full-term and partial terms (if vacated positions are known and candidates are available at the time of election) in the order prescribed above will be used. Each board member and general member will be allowed to cast one vote for each member on the ballot. Each family member is given 1 to 2 votes in the election which should be ex: mother, father, step parent, or legal guardian that is listed on the registration form for the most current season. The vote will be by secret ballot which will be counted by the President, Vice President and Secretary unless they shall be a candidate for the position being voted on, in which case the President will appoint one or more other Directors, who are not candidates for that position, to count the vote. If no such Directors qualify, then the President, Vice President and Secretary will count the votes. For elections concerning vacated board positions, see Article III, Section 4.

Applicant must serve on a committee for 3 months before becoming eligible to hold a Board of Directors position.

Section 4. Election of a Director to a Vacant Position

Vacancies in a Director position may be filled by a currently servicing Director, upon election by the Directors as specified in the Article III, Section 3 for the remaining of the term or, if no Director is so chosen, by a member of the League elected by a majority of the Directors. In the latter instance, the Vice President shall seek a qualified candidate(s) who shall be asked to appear before the Board to declare his/her candidacy. Each Director, except for the then current President or Director acting in his/her behalf, will cast one (1) vote for the open position. The current President or Director acting in his/her behalf, will cast one (1) vote only to break a tie. No proxy votes will be accepted in the election for any Director or other board position; except that an absent Director declare his/her candidacy will be allowed to cast one (1) proxy vote for himself/herself for a Director position if such request is submitted in writing to the President or Secretary.

Section 5. Term of Office

The Directors will serve a two (2) year term or four (4) season and must be re-elected by the members of the League thereafter. An applicant must have two (2) seasons (does not have to be consecutive) of service on the PNGSL Board of Directors in order to be eligible to run for Presidency. Newly elected Directors shall take office at the first meeting of the Board in June after the General Election of the Directors by the members of the League as set forth herein.

Section 6. Eligibility for Re-Election

All Directors shall be eligible for re-election or re-appointment following expirations of their term in office, per Article III, Section 2c.

Section 7. Compensation

Directors as such shall not receive any salaries for their services, nor any type of compensation for attendance at each regular meeting or special meeting of the Board. Volunteers are not paid for any services done in regards to the ball park.

Section 8. Resignation

Resignations will be in writing and presented to the Board. The position will be filled per Article II, Section 4 for the remainder of the term.

ARTICLE IV

EXECUTIVE OFFICERS

The Executive Officers of the PNGSL shall be (i) President, (ii) Vice President, (iii) Secretary, and (iv) Treasurer.

The duties and responsibilities of the Directors shall include the following activities and those so requested by the President. The President may, from time to time, assign additional duties to or reassign duties to be delegated to any Director, as specified herein, as he/she so choses.

Section 1.**Duties and Responsibilities of the President**

The President shall preside at all Directors Meetings and the Annual Meeting; shall have general supervision over the affairs of the League and over the Directors; shall sign all written contracts of the PNGSL; except where authorized under Article XIV, Section 9. He/She or his/her designee shall be the official PNGSL representative. He/she shall call special meetings of the Directors and shall appoint special committees He/she shall be responsible for interpreting these bylaws and the provisions of Robert's Rules of Order. He/she shall act as the business manager for the league and be responsible for all insurance matters of the League. He/She shall check mail when the Treasurer is unable to do so. He/she shall monitor all financial activities of the League; shall be responsible for overseeing the Treasurer with the annual audit by an outside firm of the PNGSL records, books and funds. He/She shall vote only as a tiebreaker vote. He/She shall assist the fundraiser with all grants applied for by the league and present them to the board. He/She shall attend or appoint someone to attend and represent PNGSL at all ASA meetings. He/She shall oversee Umpire-In-Chief/Scheduler and the Tournament Committee.

Section 2.**Duties and Responsibilities of the Vice President**

The Vice President shall substitute in all matters for the President in his/her absence. He/She shall chair special committees from time-to-time appointed by the President unless otherwise specified herein. He/she shall review all issues involving interpretations of the bylaws or policies and procedures of the League; except for those matters involving playing rules and regulations. The Vice President shall assume other duties and responsibilities as may from time to time be directed by the President. The Vice President shall be responsible for recommending long-range plans and goals for the league. He/She shall, along with the President, attend meetings of governmental bodies with decision-making authority that may affect the league and shall promote the league. He/She shall assist the Fundraising Chairperson in all duties of fundraising. He/She shall oversee the board designated construction supervisor on all construction projects at PNGSL facilities. He/She shall preside, along with the Parent Affairs Chairperson and the Player Agent, over league registration and tryouts and solicit Board Members and volunteers to help as needed. He/She shall oversee Player Agent Director of Coaches, and the Field Maintenance Director.

Section 3.**Duties and Responsibilities of the Secretary**

The Secretary shall issue notice of all meetings of the Directors, both regular and emergency, and shall record attendance and keep the minutes, record votes of same, except for committee meetings; shall maintain all documentation of league business from year to year; and shall perform all other duties incidental to the portion as noted in these bylaws. He/She shall conduct all necessary correspondence for the league unless otherwise specified in these bylaws or at the discretion of the board of directors. He/She shall set the agenda with the President & Vice Presidents approval 24 hours in advance. He/She shall reserve board-meeting location with the President's approval. He/She shall develop/maintain a perpetual calendar for the league and its functions (i.e Spring/Fall Registration, closing ceremonies, election date, etc.), which must be approved by the directors He/She shall notify Directors of absentee board members. He/she shall provide notice to all Directors in all other matters except as otherwise specified in these bylaws. He/She shall maintain a set of the league by-laws and league rules and keep them updated should changes be made during board meetings and distribute updated versions to board members and coaches (if during the season) . He/she shall oversee Programs, Publicity and Communications Committee and Parent Affairs Committee.

Section 4.**Duties and Responsibilities of the Treasurer**

The Treasurer shall have custody of all monies and securities of the PNGSL except where otherwise noted in these bylaws. He/She shall maintain possession of all league checking accounts and/or credit cards, if any; shall when possible contribute one of the two signatures required on all PNGSL checks except as otherwise noted in these bylaws; shall keep regular books of all PNGSL financial accounts including accounts

receivable and accounts payable; shall be responsible for seeing that all league monies are deposited as soon as possible. He/She shall be responsible for receiving incoming expenses & deposit reports and inventory reports from the Concession Chairperson at least once per month during seasons . He/She shall be in charge of financial planning and budget committee and shall be responsible for preparing the league's annual budget for approval by the Directors . He/she shall submit a written report on the financial condition of the League at each regular (monthly) Directors meeting; and shall make a detailed financial report at the end of the fiscal year (December31). He/She shall check mail and forward to the appropriate person as soon as possible. He/She will notify all businesses including banks each fiscal year of changes on the board and which members are authorized to charge to the PNGSL account and have check signing responsibilities. He/She shall oversee the Fundraising, Concession, Sponsorship, Sports Equipment and Uniform Committees.

Note: PNGSL's future success depends on retaining its Texas non-profit corporation status is the Treasurer's primary responsibility, under supervision of the President, to keep the league in compliance with the law. All directors are required to provide reporting and documentation as requested by the Treasurer in a timely manner to assure our compliance with state law.

ARTICLE V

DIRECTORS

Section 1.

Duties and Responsibilities of the Pixie and Freshman Commissioners

He/She supervises player tryouts and player drafts. He/She shall keep a current registration card on all players; shall inform the board as soon as possible of any vacancies, deletions, or additions to team rosters or coaching positions; maintains a list of eligible players in the player pool. Should a conflict of interest occur, the Vice President or his/her designee shall act on the issue on behalf of the Commissioner.

Note: It is the Commissioner's responsibility, under supervision of the Vice President, to ensure that all player deletions from and/or additions to team rosters are made in a timely and fair manor per our league rules. Coaches are required to notify the Commissioner of such changes per the league rules so that the integrity and reputation of the league and the PNGSL Board is maintained. Failure to notify the Commissioner could result in penalties and disciplinary action per PNGSL league rules.

He/She shall recruit managers and coaches and review and submit their applications, with recommendations, for approval by the Directors. He/She shall inform managers of their appointment and appointment of their coaches. He/She shall inform managers as to league rules and rule changes and coach and player clinics. He/She shall conduct and/or supervise coach's training/certification. He/She shall be a mentor/tutor to all coaches wishing to learn or expand their knowledge of the game of softball. He/She shall intervene as the interim coach of any team whose coach vacates the position during the season, or whose coach is deemed unqualified to complete the season by the Board of Directors until a temporary or permanent replacement can be found. He/she shall be the two-way liaison between the board and coaches within the league should issues or concerns be brought to his/her attention. He/she shall be the Board of Directors lead investigator into matters or complaints brought against coaches. Should a conflict of interest occur, the Vice President or his/her designee shall act on the issue on behalf of the Commissioner. He/She shall assist the Player Agent in developing and implementing the player tryout procedure and implementation.

Section 2.

Duties and Responsibilities of the Umpire-in-Chief/Scheduler

He/She shall act as a liaison between the league and the umpires’ association. He/She shall notify head umpires at least 1 hour before game cancellations and will notify head umpire of any game reschedules or changes. He/She shall be responsible for scheduling all non-tournament games, including rainouts and reschedules. He/she shall coordinate all activities between the different divisions. He/She shall supply a list of umpires’ contact numbers and payment schedule.

ARTICLE VI

COMMITTEES

Section 1.

Standing Committees

There shall be nine (9) Standing Committees: Concessions, Field Maintenance, Project Manager, Parent Affairs, Sponsors, Fundraising, and Sports Equipment, Publicity and Communications, and Uniforms. Each Standing Committee shall be chaired by a Committee Chairperson and shall be overseen by and/or coordinate with an Executive Officer.

Section 2.

Role of Chairpersons

A director, as a Standing Committee Chairperson, shall serve for a term of two (2) years, and shall oversee the activities of the Standing Committee.

Section 3.

Composition of the Standing Committee

Each Standing Committee shall consist of at least one or more Directors and such other members as the Chairperson may appoint, but only with the approval of the Directors. Such Standing Committee, to the extent provided by these bylaws, shall only have and only exercise the authority granted to it by the Directors.

Section 4.

Duties and Responsibilities of Chairpersons

The duties and responsibilities of the Chairperson of the Standing Committees shall include:

- a) **Duties and Responsibilities of the Tournament Committee Chairperson** The Project Manager Committee shall, along with assistance from the Parent Affairs Chairperson and the Field Maintenance Chairperson, recruit committee members and parent from the Pixie and Freshman to help manage and maintain fields during tournaments hosted by their division (i.e. Pixie parents prepare and maintain fields prior to and during the PNGSL Pixie tournament, etc.) He/she shall be responsible for the coordination of all league tournaments with the other associations within our ASA district.

He/She shall be responsible for the scheduling of umpires for all league tournament. He/she shall have all league tournaments “sanctioned” by ASA District Youth Commissioner. He/she shall assist with all arrangements necessary for the PNGSL State Teams. (i.e. entry fees, travel permits, dates and scheduling) He/She shall represent the league along with the President and Umpire-in-Chief/Scheduler at any ASA district meetings. He/she shall secure any special field maintenance made necessary by league tournaments. He/she shall supply each PNGSL board member and coach with a contact person & phone number of each participation co-op league. He/She can appoint as many assistants as deemed necessary to help with the above duties; except that the board must be notified of and presented with a list of committee members and their phone numbers. The Tournament Committee Chairperson shall coordinate with the President.

b) Duties and Responsibilities of the Concession Committee Chairperson

He/She shall be responsible for maintaining the proper amount of supplies for sale in the concession stand. He/she shall develop a schedule to have the concession stand opened and schedule each teams to be responsible for working it. He/she is to see that everyone working the concession stand is informed on how the concession stand operates. He/she shall make daily deposits when there are monies above \$250.00 with the exception of tournament weekends when deposits will be made on the following Monday. He/she shall be responsible for inventory of incoming expenses and deposit reports with the Treasurer at least once per month while the concession stand is open and present a report to the Board at each meeting. The Concession Committee Chairperson shall, with the assistance of the Parent Affairs Chairperson, recruit committee members from the Pixie, Freshman, Sophomore and Intermediate Divisions to help manage the concession stand during the tournaments hosted by their division (i.e. Pixie parents will be responsible for operating the concession stand during the PNGSL Pixie tournament etc.) and throughout weekly league and co-op play. He/she can appoint as many assistants as deemed necessary to help with the above duties; except that the board must be notified of and presented with a list of committee members and their phone numbers. The Concession Committee Chairperson shall coordinate with the Treasurer. If a buyout of the concession stand is offered during the current season, the league can pay workers for hours in the concession stand. If the worker is under age 15, a waiver must be signed by a parent/guardian allowing use of all equipment or the specifics as marked on the waiver. A price of pay or number of workers will be determined by the Board of Directors at the time of the spring season. The Board of Directors will also determine the amount each team will pay for the buyout.

A Board Member upon his/her own judgement can dismiss a worker for the day or all future responsibilities and must notify the Concession Stand Director and Executive Board Members immediately.

c) Duties and Responsibilities of the Field Maintenance Committee Chairperson

The Field Maintenance Committee Chairperson will co-chair a committee that is responsible for maintaining the PNGSL fields and surrounding properties associated with PNGSL play. He/she shall be responsible for obtaining bids from contractors and purchasing all equipment and supplies associated with maintenance of PNGSL fields; except that all purchases and contracts must be submitted to the Treasurer and approved by the Directors. He/she shall recruit field maintenance committee members to assist in field maintenance. He/she shall be allowed to distribute keys to committee members of the field maintenance equipment storage building; except that he/she should keep a list of key holders. He/she see that any persons operating power equipment, including tractor, 3-wheelers and mowers are oriented on its proper and safe usage. He/she shall coordinate with the Sponsorship Chairperson and provide assistance getting sponsor signs hung. He/she shall coordinate his/her activities with the Parent Affairs Chairperson for purposes of lining up volunteers for field maintenance days, and the Umpire-in-Chief/Scheduler and Tournament Chairperson for notification of field readiness for games and tournaments. He/she shall be responsible for scheduling practice time (or any activity) on the fields. He/she shall see that monthly safety checks of all fields are made and repair any safety hazards and report them to the Board of Directors. He/she shall be responsible for scheduling practice time on the fields when allowed. He/she can appoint as many assistants as deemed necessary to help with the above duties; except that the board must be notified of and presented with a list of committee members and their phones numbers. The Field Maintenance Chairperson shall coordinate with the Vice President.

d) Duties and Responsibilities of the Parent Affairs Committee Chairperson

The Chairperson of Parent Affairs Committee shall co-chair with the Vice President the League's registration process to include scheduling of Directors to register members. He/she shall coordinate activities with the Team Parents and/or coaches with regard to any parent complaints about parents (complaints about coaches should be forwarded to the Coaches Director) and investigate matters involving the conduct of parents. He/she shall coordinate with the Division Volunteer Coordinators (VC), Team Parents (in the absences of a VC) the scheduling of team pictures and assist appropriate Directors with the procurement of uniforms and trophies; except that these orders are channeled through the Treasurer and approved by the Board of Directors. He/she shall, in conjunction with the Division V, Team Parents, Director of Field Maintenance, and other Directors, enlist volunteers for field maintenance duties and various other League activities, to include concession stand duty, and tournament duty; except where otherwise designated in these bylaws or so designated by the President. He/she shall administer with the assistance of the President any parent orientations, if any. (If a National Alliance for Youth Sports "PAYS" chapter is started, PA would oversee it). He/She can appoint as many assistants as deemed necessary to help with the above duties; except that the board must be notified of and presented with a list of committee members and their phone numbers. The Parent Affairs Chairperson shall coordinate with the Secretary.

e) Duties and Responsibilities of the Sponsorship Committee Chairperson

The Sponsorship Chairperson shall work with the team managers in soliciting sponsors for each team, as well as corporate sponsors, prior to the spring season. He/she shall make recommendations to the Directors concerning sponsor fees, advertising and other sponsor benefits; except that the Directors shall approve all fees, advertisements and benefits. He/she shall conduct a mailer to solicit sign and team sponsorships in the 4th quarter of the year and to follow up by phone (if possible). He/she shall assist Fundraising Chairperson with any contests involving signs or team sponsorships. He/she shall be responsible for collecting all sponsor fees, for dissemination to the Treasurer, and distribution of sponsor plaques. He/she shall help Field Maintenance Committee hang signs; shall assign team sponsorships: shall coordinate with the Player Agent for the number of teams. He/she can appoint as many assistants as deemed necessary to help with the above duties; except that the board must be notified and presented with a list of committee members and their phone numbers. The Sponsorship Chairperson shall coordinate with the Treasurer.

f) Duties and Responsibilities of the Fundraising Committee Chairperson

The Chairperson of Fundraising shall recommend to the Directors all fund raising activities (except for sponsorships) for their approval, including candy. Link sales, etc. He/she shall organize such activities with the Parent Affairs Coordinator (and Division Coordinators/Team Parents in the absence of a Parent Affairs Chairperson) and oversee such activities. He/she shall be responsible for collecting all fundraising revenues, issuing rewards to players and securing all vendors involved in such fundraising. He/she shall be in charge of the Hebert Foundation proposal submission of the forms as well as getting a copy of the proposal to the President & Vice President of the League for approval of the board by June 1st of each year. He/she can appoint as many assistants as deemed necessary to help with the above duties; except that the board must be notified and presented with a list of committee members and their phone numbers. The Fundraising Chairperson shall coordinate with the Treasurer.

g) Duties and Responsibilities of the Sports Equipment Committee Chairperson

The Sports Equipment Chairperson shall be responsible for the safe keeping and maintenance of all playing equipment, trophies and awards. He/she shall make recommendations to the Directors concerning the acquisition, safekeeping, issuance and collection of such equipment. He/She shall be responsible for the distribution and recollection of all the league equipment to teams before and after each season. He/She shall

provide the President, Vice President and Treasurer with a written itemized inventory of equipment after each season (Spring & Fall). He/She shall arrange for the purchase of new or replacement equipment through the Treasurer. He/She can appoint as many assistants as deemed necessary to help with the above duties; except that the board must be notified of and presented with a list of committee members and their phone numbers. The Chairperson of Sports Equipment shall coordinate with the Treasurer.

h) Duties and Responsibilities of the Programs, Publicity and Communications Committee Chairperson

The Chairperson Programs, Publicity and Communications shall be responsible for developing advertising campaigns and shall work with the media to inform the community of PNGSL activities. He/She shall arrange for the printing of all brochures, flyers, newsletters, directories and similar material and for their distribution; except that the Directors shall approve all such activities. He/She shall be responsible for coordinating opening day activities, closing ceremonies, and other special events. He/She shall assist the Directors in all matters requiring publicity or promotion of league events. He/She shall serve as Web-Master or the Board liaison to those persons or organizations maintaining the PNGSL web site if a third party. If a 3rd party company maintains the website, he/she shall disseminate information to those persons or organizations and shall be responsible for timely posting, accuracy, and appropriateness of the content of all information appearing on the PNGSL website. He/She can appoint as many assistants as deemed necessary to help with the above duties; except that the board must be notified of and presented with a list of committee members and their phone numbers. The Chairperson Programs, Publicity and Communications shall coordinate with the Secretary

i) Duties and Responsibilities of the Uniform Committee Chairperson

The Chairperson Uniforms shall be responsible for obtaining (3) bids for uniforms for the Spring and Fall Season; except that the Board of Directors must approve all bids. He/She shall place uniform orders with approved supplier and have them to the teams by the start of the season. He/she shall promote sales of parent shirts and hats. He/She can appoint as many assistants as deemed to help with the above duties; except that the board must be notified of and presented with a list of committee members and their phone numbers. The Chairperson Uniform shall coordinate with the Treasurer.

Section 5. Other Chairperson Duties

a) General Service

It shall be the duty of the Standing Committees to perform such general service as the style of their committee name suggests. Chairperson shall report at each Directors meeting.

b) Other Members

It shall be the duty of the Committee Chairperson to recruit other members to serve on their committee; except that the Directors must approve such members. The Chairperson shall, from time to time, carry out the other duties and responsibilities as requested by the President.

Section 6. Special Committees

Special Committees shall be created by and be assigned duties, as necessary, by the President or by majority vote of the Directors. Such Special Committees shall include. But not necessarily be limited to:

(a) Protest Committee

The Protest Committee shall be convened and chaired by the Vice President upon the filing of a protest. The Protest Committee will be made up of the following Directors and coaches: Player Agent, Coaches Director. And three (3) coaches appointed by the President; except that committee members

may not be associated with the division in which the protest was made as either a coach or a parent (if such a conflict of interest occurs. The President shall appoint another PNGSL board member to substitute for the Vice President, Player Agent or Coaches Director). Each member of the committee shall have one (1) vote; except that the Chairperson shall cast a vote only to break a tie. The Vice President shall observe and record committee proceedings per Robert's Rules of Order, as well as interpret rules and by-laws should it be necessary. All protests are to be resolved within seven (7) calendar days following notice to the appropriate Vice President. The Protest Committee shall have the authority to adjudicate all protests. The Coaches' Director shall so notify the managers if the Committee's decision. The decision of the Committee shall be final and must be documented and submitted to the Secretary by the Chairperson at the next regular Director's meeting. Note: Protest must be made during the game per PNGSL League Rules.

(b) Ethics Committee

The Ethics Committee shall be convened and chaired by the Vice President and shall be authorized to review all charges of misconduct concerning any Director, manager, coach, parent, or other member of the League, per Article VII, Section 6. The Ethics Committee shall be made up of the following Directors: Parent Affairs Chairperson, Coaches' Director and one (1) other PNGSL board member to be appointed by the President; except the committee members may not be associated with the individual in question in a way that a conflict of interests exist (if such a conflict of interest exists, the President shall appoint another PNGSL board member to substitute for the Vice President or Coaches' Director). The Chairperson, as part of the committee process, shall appoint one or more members of the committee to investigate all charges and who shall who shall report back to the Committee. The Vice President shall observe and record committee proceedings per Robert's Rules of Order, as well as interpret rules and by-laws should it be necessary. The Committee shall make its findings and recommendations known to the Directors no later than thirty (30) calendar days after being authorized to convene by the President or Directors. All charges of misconduct shall be apprised of the Committee's findings and recommendations; except removal of board members must be done in accordance with Article VII, Sections 6C.

(c) Executive Committee

The Executive Committee shall be convened by the President and shall concern itself with long range planning and other issues that, from time to time, affect the affairs of the League. The Committee shall report to the Directors at its regularly scheduled meeting. The Committee shall have authority to make emergency purchasing decisions on behalf of the board up to \$500; except that a unanimous vote from the Executive Committee is required to authorize purchase. To exercise an emergency decisions, the executive committee must determine that time is of essence and the League risks loss of property, equipment or safety of members and that there is not enough time to notify and assemble the board. Not enough time is defined as a period less than 24 hours. Emergency decisions may be made by phone poll by the President. The Committee shall be made up of the President, Vice President, Treasurer, and Secretary.

Section 7.

Accountability

All such committees, standing or special, shall be answerable to the Directors and, upon request, shall report to the Directors and shall take no action unless the same be authorized by the Directors unless otherwise delegated by these bylaws.

Section 8.

Conflict of Interest

Any committee member, be it a standing or special committee, deemed by the President to have a conflict of interest will be substituted for by a Director appointed by the President. The President shall not serve on any committee (standing or special) if, via a majority vote of the Directors, it is deemed a conflict of interest exists as to the President.

ARTICLE VII

GOVERNMENT

The League shall operate under “Robert’s Rules of Orders” unless otherwise specified herein.

Section 1.

Vacancies

Any Director may resign by filing a written resignation with the President or the Secretary

(a) Vacancy by the President

For any reason a vacancy shall occur in the Office of President. The Vice President shall fill such vacancy until the Board fo Directors can hold an election. In the case of a vacancy by both the President and Executive Vice President, the Office of President shall be filled by the Secretary and then the Treasurer in that order until the board can appoint a successor.

(b) Vacancy by a Director

A vacancy by a Director will be filled via election by a majority vote of the Board of Directors as per the procedures delineated in Article III, Section 4. The person so elected shall serve for the remainder of the one (1) term of the position he/she filled. The vacant position will be filled thereafter by an eligible member of the League via election by the members of the League.

Section 2.

Meetings

(a) Director’s Meetings

Directors meetings shall be open to League members. Other parties may attend at the invitation of the President. Members and such other parties permitted to attend may address the Directors if so scheduled 24 hours in advance by the Secretary or so resolved by a majority vote of the Directors. Members attending board meetings who are not on the agenda may make a brief statement during the new business segment of the meeting, recognizing that, if further action is required by the board the issue will have to be reviewed and put on the agenda for the next meeting per Robert’s Rules of Order.

The regular meeting of the Directors shall be held the first (1st) and third (3rd) Wednesday of each month from January to May and from August to November at a time and place (within City of Port Neches) fixed by the President or the Vice President in his/her absence. There will be one monthly meeting held in June, July and December on the first (1st) Wednesday of the month. Regular meetings scheduled on a holiday shall be held the following Wednesday unless otherwise approved by a majority vote of the Directors. Regular meetings of the Directors may be re-scheduled on an as needed basis by a majority vote of the Directors.

(b) Special Meetings

Special meetings of the Directors may be called by the President, or the Vice President in his/her absence, or by any three (3) Directors at a time and place (within City of Port Neches) fixed by the President or the Vice President

in his/her absence. Twenty-four (24) hours prior notice to the Directors of any special meeting shall be required. Notice may be oral or written, by voicemail or facsimile. Special meetings of the Directors may be held with less than twenty-four (24) prior notice if a waiver is obtained, as matters necessitate, in accordance with Article VII, Section 3 herein.

Section 3. Waiver

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of the incorporation or the bylaws of the League, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Closed Sessions

At any time during the course of a meeting the President may be declared a “closed session” and all persons, other than Directors, shall be required to leave the meeting. Directors who may be the subject of the session may also be requested by the President to leave the meeting during a vote concerning him/her.

Section 5. Voting

(a) Quorum

A quorum must be present in order to conduct official League business. Fifty percent (50%) of the elected board shall constitute a quorum. Any Director may request either the President or Secretary to place an item of new business on the agenda up to twenty four (24) hours prior to the meeting; except that any business not so placed on the agenda shall not be considered unless fifty percent (50%) of those Directors entitled to vote are in attendance or as otherwise specified in these bylaws. A Director who is present at a meeting but departs the meeting shall not be considered present for the purpose of determining existence of a quorum, as defined herein, subsequent to, the departure of that Director.

(b) Proxies

Proxy votes shall not be accepted except as otherwise specified in these bylaws.

(c) Secret Ballot

Any Director may request a secret ballot on any vote. Secret ballots casted shall be counted by the Secretary, Vice President or in their absence, one (1) or more Directors appointed by the President. The results of the vote shall be entered into the minutes; except that the actual voting record of individual board members shall not be recorded.

(d) Casting Votes

All Directors shall have one (1) vote on matters on which they are entitled to vote as a specified by these bylaws; except that a Director may not cast his/her vote in any matter involving him/herself except during the General Election or the election of Directors. If any Board Member proposes any topic to the Board of Directors for approval. That specific person will not have grounds to make a motion or vote the decision, for that matter.

The Board of Directors can text for voting on the League using less than \$500 for approval, anything exceeding \$500 must be presented at the monthly Board Meeting.

(e) Majority Vote

All matters concerning policy of the PNGSL shall be decided by a vote of the Directors and no motion shall carry without a majority vote unless so noted in these bylaws.

(f) Tie Votes

If there is a tie vote in a board meeting, the President's, or the appointed presiding officer's vote may be cast to either defeat or affirm a motion or resolution. If the President's vote creates a tie, the motion or resolution before the Directors shall be defeated.

Section 6.

Misconduct

(a) Suspension

The President may temporarily suspend from any participation in any ONGSL affairs, for a period not to exceed thirty (30) days, any PNGSL member, player, parent, coach, volunteer, Director or other person for misconduct as may, from time to time, be defined by the Board of Directors. The suspension shall remain in effect for up to thirty (30) days pending review of the misconduct by the Ethics Committee, per Article VI, Section 68.

The Secretary will notify any individual so suspended in writing within five (5) calendar days following such suspension.

(b) Review of Misconduct

The President will order the Ethics committee to convene and investigate the matter per Article VI, Section 68. The misconduct of a suspended member, player, parent, coach, volunteer, Director, or other person shall be reviewed by the Directors in a regular or special meeting called for that purpose. Such meeting will be a convened within 72 hours from the effective date of the suspension. The offending party shall be allowed to address the Directors either in person or in writing, but must leave the premises while the board deliberates and votes on its decision. Such votes will be by secret ballot.

(c) Removal

The Directors, by two-thirds (2/3) vote of the existing board, acting at any duly constituted meeting, with notice given at least during the previous regular or special meeting, shall have the authority to remove any Director who: elects to serve on the board of Directors of; coaches a team detrimental to the best interest of the League; or any manager, Coach, Player, Parent, volunteer or other person whose conduct is considered detrimental to the best interest of the League. Note: Such removal is only possible after suspension and Ethics committee review per Article VI, Section 6 & B.

Any individual so removed will be notified in writing by the Secretary within five (5) calendar days following such removal.

(d) Duration of Removal

For the first offense, the offending individual may, at the discretion of a majority vote by the board, be barred from all League activity for a period of none (0) days to up to two (2) years. Prior to returning to the league board after removal, the offending individual must retake the PAYS Program, or if a coach, the Introduction to Coaching Youth Sports segments of the coach's certification process. A second offense may result in a permanent ban from all League activities.

(e) Involuntary Resignation

Directors missing three (3) consecutive regular meetings, scheduled work day or Board Night (that is not considered a family emergency) without providing advance notice by either leaving a message on league voicemail or by posting an email message with the league pursuant to established communication guidelines, will be considered as submitting a formal resignation. Excessive absenteeism will be reviewed by the Board of Directors; except that the Board of Directors by a two-thirds (2/3) vote of the board acting at any duty constituted meeting. With notice at least during the previous regular meeting or special meeting, shall have the authority to reinstate a Director.

Section 7. The Annual General Election

The annual General Election will be by secret ballot. The election shall be conducted in May on days so designated by the Board of Directors at times consistent with the League play and at a site designated by the Board of Directors. Should weather, schedule conflicts, or other conditions make voting impossible or impractical, the President, at his/her discretion, shall designate an alternate day(s) as soon as possible. Each family of a legally registered participant(s) will have one (1) vote for each Director position open. The individuals running for a position on the Board of Directors will be elected to specific positions, per Article III, Sections 2 and 3. Proxy votes will not be accepted in the General Election.

Section 8. Member/Parent Volunteerism

The PNGSL is totally dependent upon volunteers to maintain its fields and operate the concession stand. Without fair distribution of the workload, those individuals who do volunteer will become over worked and we risk losing their assistance completely which is unacceptable and not in the best interest of the kids. Therefore, the PNGSL board reserves the right to declare mandatory field maintenance work days and concession stand duty should Parent Affairs Chairperson be unable to solicit volunteers to adequately maintain the fields or staff the concessions stand per Article VI Section 4D. If the Parent Affairs Director declares they are unable to solicit adequate staffing, they may request that the board enact mandatory workdays; except that such enactment requires a majority vote of the directors. If enacted the Parent Affairs Chairperson, Concession Chairperson, Field Maintenance Chairperson and the Tournament Chairperson(s) will devise a schedule of workdays and assign them evenly among teams within the league to fill with the minimum requirements for workers. Failure to show for a scheduled workday will result in the forfeiture of the next scheduled game their team is scheduled to play. If someone is scheduled to work and is unable to do so, it is the team's responsibility to locate a replacement; they may pay someone to work in their place, but league officials are prohibited by law to handle money. It is up to each team to internally manage volunteerism within their team.

Note: Minimum age for concession duty is 16 years of age, unless approved by the Concession Director. Minimum age for field maintenance duty is determined by the discretion of the Field Maintenance Chairperson or the Tournament Chairperson if during a tournament. Only adults and/or qualified members of PNGSL board and/or field maintenance committees are allowed to operate motorized equipment. Lawnmower and weed waters. Children may be used for trash detail as long as an adult is overseeing them.

ARTICLE VIII

MEMBERSHIP

Section 1. League Boundaries

Any person residing within PNGSL boundaries as described in Article 1, Section 2 and having an active interest in the PNGSL may be invited by the Directors to become an Associate or Honorary Member; except that no individual is currently playing on a team for another league. Such individual may petition the League for membership approval, which may be granted by a majority vote of the Directors of PNGSL.

Section 2. Players Moving Outside the League's Boundaries

A child can continue to participate in the PNGSL after moving outside the boundaries described in Article 1, Section 2 provided her playing does not violate the participation rules of the Amateur Softball League or any other applicable League; except that such participation shall be permitted for one (1) year, after which time continued participation must be approved by a majority vote of the Directors.

Section 3. Fees

The Directors shall establish membership fees and other assessments, and the method of payment on an annual basis for both the Spring and Fall seasons. Such fees shall be payable during the registration period designated by the Directors during each fiscal year.

(a) Scholarships

Purpose: Each year PNGSL will provide a limited number of children the opportunity to play softball that normally could not play due to inability to pay registration fee by awarding full or partial scholarships.

Board Duties: Each year, at the PNGSL January and August meetings, the board will perform the following:

- (1) Form a scholarship committee consisting of three (3) members plus the Vice President, who will chair the committee.
- (2) Vote on the number of scholarships and the maximum dollar amount to be awarded for that year.
- (3) Set a deadline date for submission of scholarship applications.

Procedure: All applicants will submit a completed scholarship application form along with all the required documentation by the set deadline date for the scholarship committee to review. Scholarships will be awarded to those applicants with the greatest needs at the discretion of the scholarship committee. ALL APPLICANTS WILL BE KEPT CONFIDENTIAL AMONG THE SCHOLARSHIP COMMITTEE MEMBERS AND DESTROYED AT THE END OF THE SEASON.

Notification: All applicants will be notified by phone and or in writing prior to tryouts as to whether they were selected to receive a full or partial scholarship for the upcoming season.

Section 4. Refunds

No refunds will be granted once draft has been conducted for any parent who wishes to remove their children from the League.

Section 5.

Age Groups

A member player, desiring to participate in recreational play, shall play in one of the following age groups:

- (a) Pixie I (5-6 years)
- (b) Pixie II (7-8 years)
- (c) Freshman (9-10 years)
- (d) Sophomore (11-12 years)
- (e) Intermediate (13-14 years)
- (f) Senior (15-18 years)

The player's age group shall be based on the player's age on January 1st preceding the current spring season. A member player may choose to play in a higher age group, but only with approval from the Directors. See league rules for details on "playing up". The Directors shall have the authority to re-designate the League's age groups and/or the basis for determining the qualifying age.

Section 6.

Team Assignments

The Directors, with recommendations from the Commissioner, from time to time shall decide the method(s) used to form teams for players in all age groups to include players involved with recreational, State Teams and A-teams. The League shall not recognize carpools for the purpose of assigning a player to a particular team, but may recognize special accommodation at the discretion of the Directors.

The Board of Directors will ask all applicants for a Sister Option to be present at the given Board of Directors meeting to determine if the sister option will be granted. It is by individual basis only.

ARTICLE IX

MANAGERS/COACHES

Section 1.

Approval

Managers/Coaches of teams shall be seasonally recommended by the Coaches Director and seasonally approved by the Directors. Managers shall be responsible for the selection of their team in accordance with the PNGSL league rules and regulations as approved by the Directors, and shall be responsible for the conduct of their team while under their supervision.

Applicants for the Manager must be approved by a majority of the Directors prior to becoming a Manager/Coach.

ARTICLE X

RULES

Section 1. Authority

The PNGSL recognizes ASA rules and ASA District 39 tournament rules as our league rules. Any modification to the ASA or District 39 rules must be approved by the Directors, at a meeting to be held not less than one (1) month prior to the first (1st) scheduled practice of the season and shall be provided in writing to each Director and Manager/Coaches of record.

The official playing rules and regulations as published by the ASA shall be binding on the League except where superseded by the bylaws of the League and/or League playing rules.

ARTICLE XI

DIVISION "A" TEAMS

Section 1. Guidelines

The PNGSL does not sanction ASA "A" ball teams, but reserves the right to do so in the future should the board be petitioned.

ARTICLE XII

LEAGUE STATE TOURNAMENT TEAMS

Section 1. Formation of Teams

At the end of each spring season State Tournament Teams will be permitted in all age groups for post-season play and qualification. The PNGSL will form as many state teams in each age group as is deemed appropriate by the Directors. Rules for determining State Teams will be adopted in each age group and approved by the Directors. See PNGSL rules for details.

Draft must be completed the night of drafts, unless at the time of announcing the team a player rejects the opportunity or quits.

The night of the All Star Draft, after the "A" team and any "B" team have been drafted, each coach will put together a list of the next 10 girls in that division. Then a 3rd draft will be conducted. This list will be filed in order and then if for any reason any player from the "A" or "B" team quits the All Star Team, the coach will call the first (1st) drafted girls from the list to take that player's place and so on continuing the order until the player's position is filled.

Section 2. Registration Fee

There will be a registration fee for state team competition. PNGSL Board will determine the details of the policy.

Sections 3. Selection of Manager and Coaches

The Coaches Director will review applications and interview prospective coaches for the State Tournament team and make recommendations to the board as to which coach he/she thinks would best represent the league at the State

Tournament. Managers and Coaches of State Tournament teams will be approved by the Directors and shall be responsible for the selection of their team in accordance with PNGSL regulations as approved by the Directors and will be responsible for the conduct of their teams while under their supervision.

Section 4. Selection of Players

The Directors, upon recommendation from the Commissioner, shall designate a date(s), time(s) and site(s) to draft the State Tournament team, which shall be after the final league game within that division has been played. Drafting rules shall be as written in the PNGSL league rules and regulations.

Section 5. League Sponsorship

Each team will be provided with uniforms(s) and playing equipment as determined by the Board. The Directors shall approve the uniform and team name. PNGSL will pay entry fees into State and National Tournaments and (1) sanctioned ASA qualifying tournaments (if required by TASA) that are selected and approved by the Directors. Teams wishing to play in additional tournaments will be responsible for that expense unless otherwise approved by the Board. Refer to Article XII, Section 6, for Non-league sponsorship and fundraising.

Section 6. Fundraising and Sponsors

The Treasurer must be notified of all fundraising events held by a State Tournament team and such activity MUST be approved by the Directors. These funds will be accounted for separately for each State Team or individual expenditures must be in full compliance with the current Internal Revenue Tax Codes, and conform to rules and regulations that may from time to time be established by the Board, so as not to jeopardize the league's nonprofit status. The team manager will be responsible for submitting all funds raised and receipts for all expenditures to the treasurer in a timely manner. All excess funds will revert to the general fund of the PNGSL at the end of the tournament season.

Should the Directors preapprove a set acceptable fundraisers in advance?

Note: PNGSL's future success depends on retaining its Texas nonprofit corporation status. It is the Treasurer's responsibility, under supervision of the President, to keep the League in compliance with the state law.

ARTICLE XIII

AWARDS

Section 1. Authorization by Directors

There shall be no presentation of awards, trophies, certificates of merit or appreciations at any PNGSL function or activity unless the same is first submitted to the Directors for consideration as to the appropriateness and compatibility with the purpose of this organization.

ARTICLE XIV

FINANCE

Section 1.

Deposits, Authority to Sign Checks

The funds of the League shall be deposited in such bank(s) as the Directors shall designate and shall be withdrawn only upon the check or order of the Treasurer, countersigned by the Vice President, Fundraiser Chairperson, Concession Chairperson, Board Designated Field Maintenance Chairperson, or Sports Equipment Chairperson. The President, Fundraiser Chairperson, Concession Chairperson, Field Maintenance Chairperson, and Sports Equipment Chairperson are each authorized to spend \$100.00 each month without the board's approval. All checks must be signed by two (2) of the six board members authorized to sign checks. No check can be written for cash purposes unless approved by the President, Vice President or Treasurer. Deposit slips must be itemized & be of the type that generates a copy when filled out. Deposits will be made as soon as possible.

The PNGSL Board of Directors will use a check request form (see attached) for all purchases. The way the check request works:

1. When a board member makes a request to the Treasurer for reimbursement of items purchased with a personal check or credit card: Fill out a check request and attached the original receipt to the check request. *****YOU MUST HAVE A RECEIPT FOR REIMBURSEMENT*****
2. When you need to make a purchase(s) for supplies, etc.: Before you get a blank check(s) you must fill out a check request. One request per request. The Treasurer will then have a record of the board member holding the check, the date the check was given, plus the check number. This now becomes an open request. You must make the purchase within 2 days of receiving the check. When this purchase is made, return the receipt within 2 days to the Treasurer who will the record the purchase amount in the checkbook and attach the receipt to the check request thus closing the request.
3. Board Members authorized to spend up to \$100 per month without the board's approval are: President, Concession Chairperson, designated Field Maintenance Chairperson, Sports Equipment Chairperson, and Fundraiser Chairperson.
4. Purchases over \$100 must be authorized by the Board of Directors: The Treasurer will fill out a check request with the board's approval and date it. EXCEPTION: The Executive Committee has authority to make emergency purchases up to \$500 per Article VI, Section C.
5. There will be 3 Market Basket credit cards used. One will be issued for each of the following board members that have preapproval for up to \$100 purchases (Fundraisers, Concessions and Tournament Committee Chairpersons.)
6. At the beginning of each new fiscal year, all PNGSL charge accounts must be updated by the Treasurer to reflect the make-up of the new board members that are authorized to make purchases.

Section 2.

Disability of the Treasurer

In case of absence or disability of the Treasurer, the Vice President, or any other Executive Officer of the League designated in writing by the Directors, may be qualified to sign checks or orders.

Section 3.

Financial Responsibilities of the Directors

The Treasurer shall supervise all league financial matters. The Directors shall decide all matters pertaining to the finances of the League and it shall place all income into a common treasury directing the expenditure of same in such manner as will give no individual or team an advantage over the other as to equipment, uniforms, etc. All persons entrusted with the league expenditures must have a bona fide receipt, or other such records, as may ne determined by the Treasurer.

Section 4.

Disbursement Approval

The Treasurer may not disburse funds or make payments without the approval of the Directors.

Section 5. Review by the Directors

The financial records of the League shall be reviewed at least twice each year by the Directors. The Treasurer will present a budget to the board for its approval annually.

Section 6. Audits

The board will have an audit of the books and a written financial report prepared by the league accountant, which will be presented to the general membership at the end of the fiscal year. The approved audit records shall be filed and be made available for presentation to the members of the League upon request following thirty (30) days written notice of such request.

Section 7. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end the last day of December in each year.

Section 8. Books and Records

The League shall keep correct and complete books and records of account, names and addresses of the members entitled to vote; and minutes of the proceeding of its members, Board of Directors, and committees having any of the authority of the Board of Directors. Such books and records shall be kept at the registered or principal office of record, or any other location designated by resolution of the Directors. Any member may inspect all books and records of the League or any agent or attorney so requested by the Directors for any proper purpose at any reasonable time upon thirty (30) days written notice.

Section 9. Contracts

The PNGSL league President, or in his/her absence, the Vice President (should neither be able to sign in an appropriate time, the Secretary and then Treasurer), shall sign all league contracts. The Directors may also authorize any Director or agent of the League; in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the League. Such authority may be general or confines to specific instances. The board, with guidance from the Sponsorship Chairperson, will determine the cost of team sponsorship and sign sponsorships. The Sponsorship Chairperson will sign all team sponsorship and sign agreements.

Section 10. Gifts

The Directors may accept on behalf of the League any contribution, gift, bequest or device for the general purposes or for any special purpose of the League; except that any Director accepting any such gift or other compensation on behalf on him/herself for services rendered on behalf of the League, or for any other purpose, will be considered to be in violation of these bylaws and will be subject to suspension or permanent removal from office.

Section 11. Payment of Umpires

The umpires will be paid according to the annual agreement with the local umpires' association; except that the Directors shall approve the agreement. The Umpire-in-Chief shall be the league representative at the meetings with the umpires' association.

ARTICLE XV

CONFLICT OF INTEREST

Section 1.

Nature of Conflict

There shall be no subsidiary or affiliated group to the PNGSL unless approved by the Directors, and then it shall exist only as a Special Committee subject to discharge at the pleasure of the President or the Directors.

ARTICLE XVI

AMENDMENTS

Section 1.

The Amendment Process

These bylaws may be amended through the following procedures:

- (a) The proposed amendment(s) or change(s) must be presented first at a regularly scheduled Directors meeting. The actual vote cannot take place until the next regularly scheduled Directors meeting.
- (b) The proposed amendment(s) or change(s) must be presented in writing and signed by four (4) Directors
- (c) A vote of two-thirds (2/3) of the Directors is required for approval.

ARTICLE XVI

DISSOLUTION

Section 1.

Method of Dissolution

Upon dissolution of the League and after all outstanding debts and claims have been satisfied, the then remaining Directors shall distribute the property of the League to such other organization or organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501 (c3) of the Internal Revenue Code or any further corresponding provision, providing use of such fund acquired in the liquidation of the League's assets.

Copy dated 12/8/2015

cmm