

**BYLAWS**  
**OF**  
**LAKE CITIES GIRLS SOFTBALL ASSOCIATION**

---

These Bylaws govern the affairs of LAKE CITIES GIRLS SOFTBALL ASSOCIATION, a Non-Profit corporation.

**PREAMBLE**

**Purpose and Objective**

The Lake Cities Girls' Softball Association hereinafter referred to as "LCGSA" or the "Corporation" shall create and maintain sports program for the youth and adults of the Lake Cities area. The purpose of the Corporation is to instill in the youth and adults of our community, the ideas of fair play, honesty, fellowship, and Americanism, by providing a program molded to develop athletic skills and to create a spirit of healthy competition, stressing teamwork and individual sacrifice. At all times, the interest of the participants shall remain the utmost priority in any undertaking of the Corporation.

**ARTICLE I**  
**OFFICES**

**Principal Office**

1.01. The Corporation's principal office in Texas will be located at the home address of the then-serving President of the Corporation. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

**Registered Office and Registered Agent**

1.02. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the principal office of the Corporation in Texas. The Board may change the registered office and the registered agent as permitted in the *Texas Non-Profit Corporation Act*.

**ARTICLE 2**  
**BOARD OF DIRECTORS**

**Management of Corporation**

2.01. The affairs of the Corporation will be managed by the Board of Directors. Each Board member is entitled to one vote. The vote of a majority of those present and voting at any meeting of the Board at which a quorum is present shall constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

### **Number of Directors**

2.02. The term "directors" or "Board" as used in these Bylaws shall refer to the Directors (defined below). The number of directors will be a number determined by the Board that is not less than three (3) and not greater than twenty five (25). The initial Board shall consist of ten (10) members.

### **Qualification of Directors**

2.03. Directors must: i) be residents of Denton County, Texas, ii) have a criminal record free from arrest or conviction for offenses which the then-serving directors deem in any way to endanger the reputation of the Corporation, its Members or its participants, and iii) be willing to serve, (if requested by the Board) as a committee head or otherwise actively volunteer for the corporation.

### **Directors**

2.04. All members of the Board shall be volunteers and shall be voted in by the current standing Board of Directors at a meeting held as soon as practicable following the volunteer's notice of intent. The Directors shall serve a minimum term of one (1) season, which term shall begin with their election by the Directors.

### **Initial Board of Directors**

2.05. The initial Board shall be comprised of those directors named in the Articles of Incorporation. The two (2) members of the initial Board who are elected to serve as President and Secretary shall be considered ME Directors and shall serve a term of two (2) years. The two (2) members of the initial Board who are elected to serve as Vice President and Treasurer shall be considered ME Directors and shall serve for a term of one (1) year, in order to achieve staggered terms.

### **Nominating Directors**

2.06. At any meeting at which the election of a director is held, a director may nominate a person with the second of any other director.

### **Electing Directors**

2.07. A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the majority of the Board.

### **Vacancies**

2.08. The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board, or if it is a sole remaining director. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

### **June Annual Meeting**

2.09. The annual meeting of the Board will be held during the month of June. The date, time, and location will be determined by the Board at a regular, prior Board Meeting.

### **Regular Meetings**

2.10. The Board shall hold regular meetings not less frequently than monthly. The dates, times and places of such meetings shall be determined by resolution of the Board.

### **Special Meetings**

2.11. Special Board meetings may be called by, or at the request of, the president, vice-president, or any three (3) directors. A person or persons authorized to call special meetings of the Board may fix any place within Denton County, Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the Corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors as these Bylaws require.

### **Notice**

2.12. Written, printed, or electronic notice of the annual meeting and any special meeting of the Board will be provided not less than ten (10) days before the date of the meeting for regular meetings and twenty-four (24) hours for special meetings. The notice will state the place, day, and time of the meeting. The notice of any special meeting will also state who called it and the purpose or purposes for which it is called.

### **Quorum**

2.13. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never

present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

### **Duties of Directors**

2.14. Directors will discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and committees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

### **Duty To Avoid Improper Distributions**

2.15. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the Corporation before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment.

A director is not liable if, in voting for or assenting to a distribution, the director: (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers of the Corporation; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

### **Interested Directors**

2.16. Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

### **Compensation**

2.17. Directors may not receive compensation for their services.

### **Removing Directors**

2.18. The Board may vote to remove a director at any time, without cause, by the affirmative vote of **sixty-six percent (66%)** of the directors. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda. At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director.

## **ARTICLE 3 OFFICERS**

### **Officer Positions**

3.01. The Corporation's officers will be a President, Vice President, Treasurer and Secretary. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for president and secretary. Only a member of the Board shall be eligible to serve as an Officer.

### **Term of Office**

3.02. The President, Vice President, Secretary and Treasurer will each serve for a term of two (2) years. To achieve staggered terms, the initial Vice President and Treasurer will serve for a term of one (1) year, while the initial President and Secretary shall serve for a term of two (2) years.. Thereafter the President, Vice President, Secretary, and Treasurer shall each serve a term of two (2) years. The remaining officers of the corporation shall serve for a term of one (1) year. Each officer shall assume duties at the July meeting of the Board and hold office until a successor is duly elected and qualifies.

### **Selection of Officers**

3.03. The initial officers shall be elected by the Board of Directors named in the Articles of Incorporation. Thereafter, the then standing Directors shall elect the President, Vice President, Secretary and Treasurer as such positions become open. All of the directors shall elect the remaining Officers annually.

### **Eligibility for Office**

3.04. Only Board members shall be eligible to hold office as President, Secretary, Vice President and Treasurer. All directors shall be eligible to fill the remaining offices. An officer may be elected to succeed himself or herself in the same office.

### **Removal**

3.05. Any officer elected or appointed by the Board may be removed by the Board without good cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.

### **Vacancies**

3.06. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

### **President/Chairman of the Board**

3.07. The President shall be the Chairperson of the Board. The President is responsible for the oversight of the affairs and activities of the league. He/She is responsible for organizing and presiding over all LCGSA meetings, preparing or having prepared an agenda for such meetings, providing backup to all other board positions as needed, monitoring financial transactions for LCGSA, representing LCGSA at affiliated meetings or designating another board member as representative, and providing oversight for the other board positions that directly report to him/her. The president is also responsible for ratifying the annual co-sponsorship agreement with the City of Corinth, and representing the league at all Sports Council meetings, or designating another board position as representative.

### **Vice President**

3.08. The Vice President shall serve as the Chairperson in the absence of the President. He/She works with other officers and committee members, is an ex-officio member of all committees, and carries out such duties and assignments as may be designated by the President. He/She will also be responsible for oversight of the following Board positions: Webmaster, Director of Equipment, and Director of Coaches. The Vice President shall also be an ex-officio board member of any subsidiary division of LCGSA.

### **Secretary**

3.09. The Secretary is the custodian of all records of the league and is responsible for keeping permanent record of all meetings in the form of meeting minutes including voting records, preparing an agenda for board meetings at the direction of the President, maintaining a current contact list of board members and coaches and distributing as needed, monitoring the league e-mail and responding or redirecting as needed, and other duties as assigned by the President.

### **Treasurer**

3.10. The Treasurer is responsible for the accurate record keeping of all financial transactions for the league, preparing and presenting to the board monthly financial reports, working with other Board members to pay LCGSA expenses in accordance with budget, gathering bids, gaining board approval, purchasing and distributing all LCGSA insurance related items, making available a detailed annual financial report to the membership of LCGSA at the end of each fiscal year, organizing and leading all LCGSA Budget or Finance committee meetings, collecting mail from the PO Box at least weekly and distributing to board members as needed, and preparing and submitting income tax documents with President approval. The Treasurer shall deposit within five (5) days of receipt all moneys due and payable to LCGSA from any source. He/She is authorized to write checks and disburse funds to discharge the league's obligations, however all checks or withdrawals greater than \$100 may be counter signed by the President or Vice President.

### **Director of Equipment**

3.11. The Director of Equipment shall be responsible for storage, maintenance, inventory, dispensing and collecting of all equipment. The Director of Equipment will purchase all equipment needed by LCGSA, subject to Board approval.

### **Director of Coaches**

3.12. The Director of Coaches shall be responsible for soliciting and working with coaches, providing them with copies of the Bylaws, rules and rule modifications. He/She must notify coaches of coaches' meetings and coach's certification clinic, verify certifications of all coaches and communicate all pertinent information to coaches from the Board. The director of coaches will report immediately to the Vice President any challenges or issues with coaches or

assistant coaches.

### **Director of Scheduling and Umpires**

3.13. The Director of Scheduling and Umpires is responsible for all practice, game and umpire scheduling, time reporting of umpires to the treasurer, creating Field Sheets and providing same to the City of Corinth, and communication with Field Coordinators on game and umpire schedules. He/she will represent LCGSA in all scheduling meetings. He/she will also be responsible for creating and distributing the Concession Stand and BMOD duty rosters, working with the Director of Sponsors, Volunteers and Field Coordinators.

### **Director of Concessions**

3.14. The Director of Concessions will be responsible for maintaining a Sam's Club or similar membership in the name of LCGSA as a non-profit organization. He/She will purchase, stock, inventory and recommend prices to be set at the concession stand. He/She will be responsible for the committee who will be opening and closing the concession stand for games, and will work with the Coordinator of Sponsors and Volunteers to insure that the concession stand is staffed for every game. The Director of Concessions will keep at least one hundred dollars (\$100) in change available for the concession stand and will be responsible to make deposits at least once a week and giving the receipt to the Treasurer within two (2) days of deposit.

### **Webmaster**

3.15. The Webmaster is responsible for designing and maintaining the Corporation's website and Facebook page. The Webmaster is also responsible for designing advertising circulars, working with the Director of Scheduling, Coordinator of Events and Coordinator of Sponsors to accurately and timely update website content.

## **ARTICLE 4 MEMBERSHIP**

### **Membership in the Corporation**

#### **Voting Membership and Voting Rights**

4.01 Each serving Board member of the Corporation will be responsible for all voting membership and voting rights.

#### **4.02 Quorum, Notice and Voting Requirements.**

(a) A quorum shall consist of those Board members who attend any meeting of the Corporation.



(b) Notice of each meeting of the members shall be given by, or at the direction of, the Secretary or the President, by giving notice at least ten (10) but not more than twenty (20) days before such meeting. Such notice shall specify the place, day and hour of the meeting.

(c) Any action taken at a meeting of the members shall require the assent of a majority of all of the votes of the members who are voting in person.

(d) As an alternative to the procedure set forth above, any action may be taken without a meeting if a consent in writing or electronically, approving of the action to be taken, shall be signed by the members entitled to cast two-thirds (2/3) of all of the votes of the members.

4.03. **Annual Meeting.** The annual meeting of the members shall be held during the month of June each year at such time and place as shall be determined by the Board.

## **ARTICLE 5 INDEMNIFICATION**

### **When Indemnification Is Required, Permitted, and Prohibited**

5.01. (a) The Corporation will indemnify a director, officer, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, or coach.

(b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a director, officer, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, or agent of the Corporation to the extent

permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 5.01(a), above.

(e) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 5.03 below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

### **Extent and Nature of Indemnity**

5.02. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

### **Procedures Relating to Indemnification Payments**

5.03. (a) Before the Corporation may pay any indemnification expenses (including attorneys' fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph 5.03(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in sub-subparagraph (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a) (iii), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Board that requires the

indemnification permitted by paragraph 5.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

## **ARTICLE 6 NOTICES**

### **Notice by Mail or Telegram**

6.01. Any notice required or permitted by these Bylaws to be given to a director, officer, or member of the Corporation may be given in person, by fax, or by electronic mail at least seven days prior.

### **Waiving Notice by Attendance**

6.02. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE 7 SPECIAL PROCEDURES CONCERNING MEETINGS**

### **Meeting by Telephone**

7.01. The Board may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

### **Decision Without Meeting**

7.02. Any decision required or permitted to be made at a meeting of the Board may be made without a meeting. A decision without a meeting may be made if a written or electronic consent to the decision is signed by **two-thirds (2/3)** of the members entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

### **ARTICLE 8 AMENDING BYLAWS AND RULES**

8.01 These Bylaws may be altered, amended, or repealed or new bylaws adopted, by a **two-thirds (2/3) vote** of those present at a meeting of the Board. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

8.02 The Playing field rules can be modified by the Interlock/Board/President without notification in case of weather, make-ups, field availability, or convenience of the Corporation.

### **ARTICLE 9 CONFIDENTIALITY**

9.01 LCGSA shall make every attempt to protect the Personally Identifiable Information (PII) of past or present board members, umpires, coaches, team managers, parents, and players. LCGSA will not share sensitive Personally Identifiable Information (PII), as defined by the US Office of Management and Budget, with other organizations or individuals, except for the basic information necessary for proof of residency, without written authorization from participant parents or guardians.

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of LAKE CITIES GIRLS SOFTBALL ASSOCIATION and that these Bylaws constitute the Bylaws of such Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on April 11, 2015.

Dated: \_\_\_\_\_

\_\_\_\_\_  
**JONATHAN DUHON**, Secretary