

San Marcos Girls Softball League, Inc. Bylaws

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ARTICLE I - THE ORGANIZATION

Section 1.1

The name of the organization is San Marcos Girls Softball League, Inc. (herein called “San Marcos Girls Softball”, “SMGS”, or the “League”

ARTICLE II – PURPOSE

Section 2.1

It is the purpose of this organization to:

- Provide an organized, recreational and advanced competitive softball program for the players.
- Provide an enjoyable and memorable experience for the players who participate in the program.
- Develop the player’s softball skills and gain an appreciation for and knowledge of the game.
- Develop good sportsmanship among all the players in the league.
- Develop the qualities of citizenship and leadership through the game of softball
- Promote physical fitness for the players.
- Prepare the players for competitive travel ball, high school, and beyond.

ARTICLE III – PROCEDURE AND GOVERNMENT

Section 3.1

Approved on 01/12/24

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The government of this League shall be vested in the Board of Directors (herein also called the "Board") and in these Bylaws. They shall serve for one league year (August 1 through July 31).

Section 3.2

The League's principal office shall be located at such a place within the City of San Marcos as the Board of Directors shall determine. The League's principal place of business is the league's website.

Section 3.3

The Board of Directors is comprised of the following members: President, Vice-President, Secretary, Treasurer, Player Agent, Umpire in Chief, Competitive and Coaches Director, Registrar, 6U Division Director, 8U Division Director, 10U Division Director, 12U Division Director, 14U Division Director, Snack Bar Director, Parent Club Director and Field & Equipment Director, Webmaster, and Fundraising Director

- The President, Vice-President, Secretary, Treasurer, Umpire in Chief and Player Agent, shall not be related in any way or live in the same household.
- Any Board vacancy shall be filled by Board appointment. See section 5.13.
- The Board may remove any member by two thirds (2/3) vote of ALL Board members. See section 5.11.
- Any Board member having three (3) unexcused absences from three (3) scheduled meetings or Board duty shifts can be automatically removed.

Section 3.4

The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, Competitive Director, Umpire in Chief and Player Agent. The Executive Board shall meet separate from the Board of Directors to set forth the annual budget, master calendar of events and appoint Committees and Committee Chairs. The President and Vice President must have served one SMGS term prior to taking office.

The responsibilities of the Executive Board includes:

- Will vote on and approve the General Budget for the League.
- Will vote on and approve the Master League Calendar.
- Will implement policy and procedures on how the Board of Directors will govern and operate the League.

Section 3.5

The Board of Directors shall have regularly scheduled meetings each month and the Executive Board may meet one additional meeting each month.

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- The President, Vice President or at least five (5) voting Board members may request a special or emergency meeting of the Board. Notice of time, place and purpose shall be given at least twenty-four (24) hours prior to the meeting.

Section 3.6

A fifty-one percent (51%) majority of Board Members constitutes a quorum for the transaction of all business. In the event of no quorum (less than half the Board of Directors) at a regularly scheduled General Board meeting, the meeting will be rescheduled.

Section 3.7

President, Snack Bar Director, and Fields and Equipment Director are authorized to make purchases for the League not to exceed \$250.00 without prior Board approval. This does not include snack bar purchases.

ARTICLE IV - MEMBERSHIP

Section 4.1

There shall be two classes of membership that comprise the General Membership of the League: Regular Membership and Supporting Membership. Both regular and supporting members (herein called "Members") are to represent the Participants at all meetings of the General Membership, are afforded the right to vote at such meetings and all other privileges identified in the League's Bylaws and Rules and Regulations.

Section 4.2

Upon registration of an eligible Participant in the League, the parents or guardians listed on the Participant's registration form will automatically become Regular Members of the League and will remain Members so long as the Participant is registered and in good standing with the League.

Section 4.3

Anyone above the age of eighteen (18) showing enthusiastic interest in helping the League may become Supporting Members by registering with the League Secretary. Without objection, all applications shall be accepted upon Board notification by the Secretary. In the case of any objection, a majority vote of the Board shall be required for acceptance. Section

4.4

Approved on 01/12/24

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Membership within the League shall be valid for a period of one (1) year, or until the following year's initial registration period is completed.

Section 4.5

The Board, having determined that any Member has acted in any way detrimental to the League may have their membership terminated by a two-thirds (2/3) vote of all members of the Board. The Member shall have the right to a hearing before the Board. The Member shall be notified of termination by the League President via telephone, mail or electronic mail.

Section 4.6

Members may resign their membership by notifying, in writing, the Secretary of the Board. Resignation does not relieve the Member of any financial obligations to the League.

Section 4.7

Members may be reinstated by submitting a written request for reinstatement to the Secretary of the Board. A two-thirds (2/3) vote of all members of the Board is required for reinstatement. The Member may, at the sole discretion of the Executive Board, attend the meeting. Notification of the Board's decision shall be delivered to the Member by first class mail or electronic mail.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1

Subject to limitations of the laws of the State of California and the City of San Marcos, the Articles of Incorporation, these Bylaws and the Rules and Regulations adopted by the League, the activities and affairs of the League shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5.2

The Executive Board reserves the right to appoint Committee Directors to serve as assistants and committee members. Committee Directors shall not have authority to make motions or vote on issues before the Board, but will have the right to freely participate in Board meetings.

Section 5.3

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The Board shall not receive any salary or compensation for their services as Board Members; however, nothing herein shall be construed to preclude any Board Member from servicing the League in any other capacity and in receiving compensation thereof.

Section 5.4

The Board shall designate a bank or trust company with which the Board of the League shall deposit the funds of the League. The Board of Directors shall also designate the manner in which checks on the banks accounts shall be signed and endorsed.

Section 5.5

The Board shall have the power to incur indebtedness within the limits established by the Board and the laws of the State of California. The terms and amount of such indebtedness shall be reported at the next meeting of the Board and be entered into the minutes of the meeting.

Section 5.6

Board member elections shall be held during Closing Day ceremonies or other such widely attended event at or near the close of the recreation season. The League Secretary shall maintain the voting rolls during the election and ensure that no Member shall vote more than once. Proxy votes will not be accepted. The Secretary along with two (2) non-running appointed Committee Directors will count the ballots and post the results no later than thirty (30) days from the Election Day. In the event of a tie, a runoff election shall be held at a Special General Membership Meeting to be called immediately according to the provisions in Section 9.2. The League Secretary shall record all results of any election and enter them into the League's records.

Section 5.7

Board Members shall diligently and honestly execute the duties of their office as described in the Bylaws and those duties that they have been otherwise assigned and accepted.

Section 5.8

If any member of the Board, during the course of their duties, finds themselves the subject of a conflict of interest, that Board Member shall immediately notify the Executive Board. The Executive Board shall appoint a temporary substitute from among the existing Board to perform said duties if necessary. If the conflict of interest permanently interferes with the Board Member's duties the Board will recommend and appoint a permanent replacement with a (51%) majority vote.

Section 5.9

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In the case of a Board Member applying for a coaching position within the league, he/she will be deemed to have a conflict of interest within the age division he/she is applying for and will not have a board vote for managers within that division. In the case that a board member(s) believes another board member(s) has a conflict of interest and the party(s) cannot come to an agreement, the board will vote to decide on the issue needing a 51% majority. The board members involved in the issue will not get a vote.

Section 5.10

All Board Members shall at all times adhere to the Parent Code of Conduct and not behave in any manner that reflects poorly on the League or bring discredit to the League or its Members. Members shall be expected to resign their office. If this does not occur, the Board shall pursue removal in accordance with Section 5.12 of these bylaws.

Section 5.11

Charges of Board Member misconduct shall be made in writing to the Secretary or Executive Board. The Executive Board shall act upon charges of misconduct within ten (10) days. Disciplinary action may include an oral or written reprimand or other such action that the Executive Board deems appropriate. In addition, the Executive Board must bring forward any recommendation to the Board of Directors for removal and/or revocation of League membership.

Section 5.12

Any Member of the Board may be removed from office for cause with a two-thirds (2/3) vote of the Board. The General Membership may also be removed for cause any or all Members of the Board at any General Membership Meeting with a two-thirds (2/3) vote of eligible Members. Any Member of the Board to be removed shall have the right to a hearing before the body seeking to remove them. Notification of termination shall be delivered to the Member by mail or electronic mail. Removal from the Board does not affect the Member's status within the General Membership.

Section 5.13

Any Member of the Board may resign by notifying in writing the League Secretary. Resignation does not affect the Member's status within the General Membership.

Section 5.14

In the event that the Office of the President becomes vacant, the Vice President will automatically assume the duties of the presidency for the unexpired term. All other vacancies on the Board may be filled by a recommendation made by the Executive Board to the General Board and affirmed by a majority vote of the remaining Members of the Board; President only votes in the event of a tie. The Executive Board may appoint a

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non-voting Acting Board Member (Executive or General) from the membership to fulfill the duties of the vacancy for no longer than sixty (60) days from the date of the vacancy.

ARTICLE VI – OFFICERS AND THEIR DUTIES

Section 6.1

The primary purpose of the Board is to maintain proper communications with all managers, coaches, players, and league volunteers; to help take action to solve problems and to serve the General Membership.

Section 6.2

President: Elected by the General Membership is the Chairman of the Board and presides over all general and specific Board meetings. 2 year term

- Ensure the activities of the League are in agreement with the stated purpose of the League.
- Must have served a minimum of one term previously on the board.
- Act as the primary representative of the San Marcos Parks and Recreation Department, the San Marcos Youth Sports Association and to the community at large as well as USA Softball.
- Ensure that all official state, county, and city reports such as association fees.
- See that all duties of all Officers, Directors, committees, and other League employees are properly performed.
- Shall be an ex-officio member of all committees.
- Appoint such committees as are deemed necessary, see section 7.5.
- Be entitled to vote only when the vote is by ballot and in all other cases where their vote would change the result.
- The President will also oversee the fundraising component of the league.
- Be responsible for the creation of the Master Calendar and ensure it is recorded by the league secretary. The Calendar should also be published via the league website.
- Responsible for overseeing & facilitation of Opening Day and Closing Day Ceremonies.
- Will provide oversight of the Parent Club Director.
- Shall obtain authorization from the City of San Marcos and the San Marcos Unified School District to use the fields and facilities needed to conduct all League functions.
- Shall have other such powers as may be prescribed by the Board.

Section 6.3 Vice-President: Elected by the General Membership; assists the President in all duties required. 2 year term, never the same year as the President.

- In the absence of the President, to perform all of the duties of the President and to exercise all powers and restrictions as the President.
- Must have served a minimum of one term previously on the board.
- Responsible for all scheduling to include game schedules and practice times.
- Will coordinate with the Field and Equipment Director for field availability..
- Will be responsible for Fall Ball oversight

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- Will provide oversight of the Registrar.
- Performs all background checks for board members, coaches, volunteers on the field and register all players with USA Softball.
- Coordinates all certifications for coaches and players.
- Shall have other such powers as may be prescribed by the President or the Board of Directors.

Section 6.4

Secretary: Elected by the General Membership. Will record and maintain all official documents and correspondence of the League.

- Will keep accurate and timely records of the proceedings of all meetings of the League, including meetings of the Board and General Membership meetings.
- Will document the official calendar for the League's activities
- Be responsible for all League correspondence and be custodian of the League's official documents including Articles of Incorporation, Bylaws, Rules, and Meeting Minutes.
- Shall select and secure meeting locations, prepare and distribute the agenda, and make proper notification for all meetings. The Secretary is the Board Meeting Manager and keeps the meeting on agenda.
- Shall keep all voting records of the Board and the General Membership.

Section 6.5

Treasurer: Elected by the General Membership and act as the banking agent for the League and have charge of all the money of the League and pay all properly attested expenses.

- Maintain a complete and up-to-date electronic record of all properties and business transactions of the League, including accounts of assets, liabilities, receipts, disbursements, gains, losses, and all income of the League from any of its activities.
- Will prepare and deliver monthly financial reports in electronic or paper format for inclusion in the meeting minutes.
- Shall prepare all drafts (Checks) for signature by those Officers serving as authorized signatories in order to make payment of all bills, taxes, insurance, refunds, umpires, reimbursements, and other authorized disbursements.
- Shall receive, collect, and deposit all monies from all functions such as registrations, sponsorship, fundraising, returned checks, and all other incomes.
- Will issue all checks as directed by the Board in the meeting minutes
- Will provide oversight of the Concessions Director.
- Prepare an annual financial report within thirty (30) days directly following the close of the fiscal year.
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- Ensure tax returns are reported and filed on time as well as any other non- profit paperwork.
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- To provide educational and charitable support for SMGS within the meaning of Section 501c3 of the Internal Revenue Code.

Section 6.6

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Player Agent: Primary focus is to ensure that teams are equally balanced and ensure a positive playing experience in the league. Elected by the General Membership and will work closely with the Division Directors on all matters pertaining to their divisions.

- Direct and/or coordinate all player team assignments in accordance with the League's eligibility rules.
- Shall conduct Evaluations, Tryouts and All Star selection.
- Shall conduct Drafts. Player Agent shall assist the Division Directors during the player assignment or draft process.
- Provide oversight of Division Directors/Reps
- Will handle, with the appropriate Division Director, all player reassignments and/or player shortages.
- Will handle, with the appropriate Division Director, all player / parent complaints. If a complaint cannot be resolved the Executive Board will meet to discuss.
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- Will be responsible for Fall Ball oversight and the Select program with the Vice President and Competitive and Coaching Director

Section 6.7

Competitive and Coaching Director (2 Year Term): Elected by the General Membership. Primary focus is on developing the competitive programs and all stars. Must work closely with VP and Player Agent to create a strong continuity between the regular season and the competitive programs.

- Manages All Star selection process with Player Agent (see Player Agent description)
- Organizes and runs league All Star tournament (Tournament Director)
- Organizes and runs USA Softball Select and All Star tournaments when SMGS is hosting. (Tournament Director)
- Manage Valor-Select competitive program
- Leads Valor-Select competitive committee (see Section 7.2)
- Works with Player Agent to develop coaching training
- Creates coaching plans and examples
- Responsible to develop and implement coach training
- Main point of contact for coaches on player development and training
- Will set up and schedule coach and players clinics

Section 6.8

Umpire in Chief: Elected by the General Membership. To oversee the creation/revision of the SMGS Rules and Regulations document, enforce the rules within and schedule and train league umpires.

- Shall chair the Rules and Regulations Committee. Created new each year with board volunteers.
- Shall chair the Protest Committee (Rule Disputes during a game).
- Responsible for ALL scheduling of junior and adult umpires for the recreation season. All Star tournament umpires will be tournament director responsibility.

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- Will ensure that all League umpires receive appropriate training and evaluate the performance of all League umpires and monitor the performance of contracted umpires.
- Will work with USA Softball and contracted umpire companies to register and train the League's JR Umpires.
- Will provide oversight to Field and Equipment Director.

Section 6.9

Division Reps: Elected by the General Membership. There will be five (5) Division Directors, one (1) representing the 6U Division, 8U Division, 10U Division, 12U Division and 14U Division.

- Shall not be elected or appointed to a division in which they are coaching or in which they have a participating daughter or other family member.
- Shall participate in player evaluations & team drafting process for their specific division.
- Assist the Player Agent with the player assignment or draft process for their division.
- Assist the Player Agent with all player reassignments, late registrations, or player shortages within their division.
- Shall try to observe coaching of all division's teams at practice at least once throughout the season. More observation of coaches may be required if there is a parent complaint. If needed, report findings to executive board for required response from the league.
- Shall handle all complaints, challenges and other administrative issues within their divisions to the extent of their abilities and powers and in accordance with the League's Rules and Regulations.
- Responsible for ensuring game standings are forwarded to the UIC
- Will be members of and comprise the Rules & Regulations Committee.
- To be the liaison between the Manager/Coaches/Parents and the Board of Directors.
- Attend their Manager's first team meeting and represent the League.

Section 6.10

Snack Bar Director: Elected by the General Membership. To operate and maintain the League's concession stands.

- Be responsible for day to day operations and shall provide a monthly report to the Board of Directors.
- Provide the Treasurer with a concessions budget for the upcoming fiscal year.
- Shall determine what sale articles and prices will be offered, purchase all food, drinks, and supplies for the concession stand.
- Will schedule all workers (paid or volunteer) assigned to the concession stand.
- Will schedule all board members for their allocated amount of time supervising the paid or volunteer workers.
- Will maintain all concession stand equipment and facilities in a clean and good working order.
- Shall work with the Tournament Director to operate the concession stand for all tournaments and other special events in which the League is participating or conducting.
- Shall manage all outside food and beverage vendors during opening/closing day or any other special events.

Section 6.11

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Field & Equipment Director: Elected by the General Membership. It shall be the duty of the Field and Equipment Director to procure and maintain all softball equipment used by the League's teams. Also to ensure that the playing fields are available for use and maintained for playability.

- Provide the Treasurer with an equipment budget for the upcoming fiscal year.
- Procure the equipment within the budgeted amount and in a competitive manner as to secure the best pricing and service.
- Shall inventory all equipment prior to the season and again at the close of the season and ensure the security of the equipment. An itemized inventory shall be presented to the President, Treasurer and the incoming Equipment Director.
- Shall maintain the equipment to USA specifications and standards of safety.
- Shall distribute and collect the equipment from managers and coaches.
- It shall be the duty of the Field Director to maintain the League's fields, facilities, and related equipment.
- Shall be responsible for the care and maintenance of all fields and facilities whether that maintenance is performed by League workers or arranged for with city or school district personnel via the President.
- Shall work with the Tournament Director to arrange for, prepare, and maintain fields and facilities for all tournaments and other special events in which the League is participating or conducting.

Section 6.12

Parent Club Director: Elected by the General Membership. It shall be the duty of the Parent Club Director to primarily work with the President and Treasurer on publicity, communication, and building a sense of "community" with the members we serve. All material intended for public release shall be reviewed by the President.

- Shall work closely with team parents and the membership at large to promote a wider interest in the SMGS program.
- To develop and promote good fellowship, encourage activities and programs for the benefit of SMGS's members.
- Responsible for the design, acquisition, and distribution of team uniforms. Changes in uniform designs or logos shall be submitted to the Board for approval.
- Will be responsible for the purchasing of all sport sales items like sweatshirts, parent t-shirts, etc with Board approval.
- Will coordinate the sale of the sport items.
- Procure the uniforms within the budgeted amount and in a competitive manner as to secure the best pricing and service.
- Procure all trophies, medals, all star pins, and any other award needed for the league.
- Shall submit a budget for all of the activities associated with the duties and responsibilities of this position.
- Shall be responsible for planning and organizing Picture Day including the procurement of the vendor and package approval.
- Shall select and procure trophies or other awards for the League's participants in accordance with the policies adopted by the Board.

Section 6.13

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Registrar: Elected by the General Membership. It shall be the duty of the Registrar to ensure player registration is complete and paid.

- Provide the Division Directors with player evaluation forms for player assessment purposes or tryouts.
- Responsible for check-in paperwork, releases, and sign ups at all evaluations.
- Work closely with the Webmaster to ensure that all information pertinent to the League's membership and the public is located on the League's website.

Section 6.14

Webmaster: Appointed by the President. It shall be the duty of the Webmaster to monitor, maintain and update all information that exists on the League's website.

- Preserve and maintain the league's internet presence by updating the league's website regularly.
- Will work with the President, Parent Club Director, and any other league officer or committee chair to help facilitate league communications.
- Create league surveys, newsletters, league update emails, announcements, etc. as the league's communication director.

Section 6.15

Fundraising Director:

- Plan fundraising events and run events.
- Coordinate dine out nights
- Coordinate and run our annual Hit A Thon & any subsequent Annual Fundraising Events that may be added.
- Plan and run League Golf Tournament (when applicable)
- Head committees related to fundraising
- Work closely with the President & any other Board Members to meet league fundraising goals.

ARTICLE VII – COMMITTEES

Section 7.1

The following duties of the league are to be assisted by help of Appointed Committee Directors. Appointments are for a one (1) year term and expire on July 31.

Section 7.2

Competitive Play Committee: This committee is an advisory committee to the Board and will be responsible for making recommendations to the Board regarding the Select teams and the Select season. "Select" refers to a group of SMGS elite Winter-ball teams for ages 8U through 18U.

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- Policy and Procedures governing the Select program will be outlined in the Select Supplemental Rules and Regulations document as approved by the Board every year.

Section 7.3

Other AD HOC Committees. The President, with the approval of the Executive Board, shall have authority to appoint any additional AD HOC committees as deemed necessary to fulfill the mission of the League.

Article VIII - STANDING COMMITTEES

Section 8.1

Rules and Regulations Committee: It shall be the duty of the Rules and Regulations Committee to review the League rules and make recommendations for changes to the Board. The Committee shall consist of the Five (5) Division Directors, Umpire in Chief, Player Agent, Vice President and the President. The Chairman shall be the Umpire in Chief.

- The Committee shall review the League rules and regulations and make recommendations for changes to the Board of Directors at the October board meeting.
- A simple majority (51%) of the General Board is needed to ratify any rules and regulation changes.

Section 8.2

Protest Committee: . It shall be the duty of the Protest Committee to review and rule on all protests properly filed with the League as specified in the League's Rules and Regulations. The Committee shall consist of the Vice President, Umpire in Chief, two (2) members of the Rules and Regulations Committee, and the Division Director for the division in which the protest was filed. Members shall be appointed by the Vice President at the time the protest is properly filed with Members that do not create a conflict of interest. The Chairman shall be the Umpire in Chief.

ARTICLE IX - MEETINGS

Section 9.1

General Membership Meetings: The League may conduct at least one (1) General Membership Meeting each year. A reasonable notice shall be provided to all Members by posting the time and place at the League's principal place of business and through other such means as the Board shall direct. A quorum is constituted by the members attending the meeting regardless of their number. Any action by the Board may be

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changed by a majority vote of eligible members of the League attending a General Membership Meeting.

Section 9.2

Special General Membership Meetings: A majority vote by the Board is sufficient to call a Special Meeting of the General Membership. The general membership may call a special general membership meeting by serving a petition upon the Board bearing the signature of at least thirty percent (30%) of the general membership. This petition shall describe the specific issue(s) to be discussed. The Board shall then call said special meeting within ten (10) days of receipt of such petition and give reasonable notice thereof to the membership. A quorum is constituted by the Members attending the meeting regardless of their number. Issues to be discussed shall be limited to only those issues listed on the agenda as described in the petition of the meeting.

Section 9.3

Action Without Meeting: Subject to Section 5513 of the California Nonprofit Public Benefit Corporation Law, any action including the election of Board members which under any provision of the California Nonprofit Public Benefit Corporation law may be taken at any Board, General Membership or Special Meeting, may be taken without a meeting if the written ballot of every Member is solicited and number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

Section 9.4

Exercising Proxy Power: League Members entitled to vote at any meeting of the General Membership may only do so in person. No proxy voting is allowed. Board members entitled to vote at Board meetings may do so via proxy. A Board member shall only designate another Board member as proxy. The proxy shall be designated in writing (handwritten or electronic) and received by the Secretary prior to the Board meeting and shall indicate whether the proxy is specific to a single identified issue or a general proxy to act in their behalf on all issues.

ARTICLE X - INDEMNIFICATION AND INSURANCE

Section 10.1

Indemnification: The League shall, to the maximum extent permitted by California Nonprofit Mutual Benefit Corporation Law, and in accordance with that law, indemnify each of its agents

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against expenses, judgments, fines, settlements and other amounts arising by reason of the fact any such person is or was an agent of the League. For purposes of this section, an "agent" of the League includes any person who is or was an officer, director, employee or other agent of the League.

Section 10.2

Insurance: The League shall purchase and maintain insurance on behalf of any agent of the League against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status whether or not the League would have the power to indemnify the agent against such liability under provisions of this Article 10. The League shall purchase and maintain insurance to cover all Participants and Members in the event of injuries incurred during participation in League activities.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the General Membership who vote at the designated event or who respond to the online survey. The league's rules and regulations may be amended as set forth in the adopted Rules and Regulations as long as they are not in conflict with Federal or State law.