

West Cobb Girls Softball Association, Inc.

By-Laws

Amended 1/1/2025

Article I - Name of Organization

The organization shall be known as the West Cobb Girls Softball Association, Incorporated (WCGS). The organization shall be a not-for-profit organization doing business in Cobb County, Georgia.

Article II - Purpose of the Organization

Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes exclusively for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501c3 of the Internal Revenue code or corresponding section of any future Federal tax code.

Upon the dissolution of the corporation said assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the Internal Revenue code of the corresponding section of any future Federal tax code or shall be distributed to the Federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed by a court competent jurisdiction of the county in which the principal office of the corporation is there located exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

The purpose of the Association shall be to work in cooperation with the Cobb Country Parks, Recreation and Cultural Affairs Department in encouraging community unity for the purpose of obtaining opportunities for wholesome recreation and advancement of parks and recreation. The Association's objective is to provide Spring and Fall softball programs for girls from age four(4)and up living in the West Cobb County and East Paulding County communities.

Article III - Membership

Section 1. Association Membership. Membership shall include parents or legal guardians that have registered a player or players for play, Association-approved coaches, and all approved volunteers performing services for WCGS.

Section 2. Annual Meeting. The "Annual Meeting" of WCGS shall be announced by the Board of Directors. The meeting will be held in the Month of June each year for the purpose of electing the Board of Directors, and for the transaction of such other business as may come before the membership. If the election of Directors shall not be held on the day designated herein for any Annual Meeting of the Association, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Association as soon thereafter as conveniently may be arranged.

Section 3. Special Meetings. Special meetings of the Association, for any purpose or purposes, may be called by the President, by the Board of Directors, or by the President at the request of the Association.

Section 4. Place of Meeting. The Board of Directors may designate the location for the Annual Meeting or any special meetings of the Association. In the event no place for the meeting is designated, such meeting shall be held at the Lost Mountain Park Softball Complex.

Section 5. Notice of Meeting. Email and/or written notice stating the place, day and hour of the Annual Meeting shall be advertised to the membership and to the community by placement

of a meeting announcement on the WCGS website home page and at the Lost Mountain Complex at least one (1) week prior to the meeting.

Section 6. Voting. A simple majority of those members present shall be required to pass any actions presented to the membership. There shall be a minimum of 50% of the Board of Directors present at the Annual Meeting unless specifically stated otherwise in any announcement of such meeting.

Article IV - Board of Directors

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of Directors of the Association shall be fixed by the Board of Directors, but in no event shall be less than six. Each Director shall hold office until August 1st following the Annual Meeting and until his successor has been elected and qualified.

Section 3. Elections. Members of the Board of Directors shall be elected to the Board in the following manner:

1. The Board shall appoint a nominating committee no later than May 15 to solicit nominations from the membership of the Association.
2. The nominees shall accept responsibilities of the office prior to the election.
3. The slate of nominees shall be presented to the membership at the Annual Meeting and the floor open for additional nominees from the Association members present.
4. The slate of officers shall be voted on at the annual meeting and a majority vote of those members present is required for acceptance.
5. Should a Board position become vacant for any reason, the President shall appoint, with advise and consent from the executive officers, a member of the Association to assume the office until the next election.

Section 4. Meetings. Meetings are called by or at the request of the President, a member of the Executive Board, or any two Directors.

Section 5. Notice. Notice of any meeting shall be given at least one day prior to the meeting and may be given by written notice delivered personally or mailed to each Director at his or her business address, by e-mail, or by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice is given by telephone, such notice shall be deemed to be delivered when a message is delivered to the Board member, a member of the person's household, or to an answering message device. Special or emergency meetings may be called with less notice where conditions warrant such action.

Section 6. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting shall be the act of the Board of Directors.

Section 8. Action Without a Meeting. Any Board-required action may be taken via email if consent is given in writing, stating action to be taken, and is agreed to by a majority or directors. A vote may also be taken by video meeting or e-mail of the full Board. Results shall be noted in writing.

Section 9. Compensation. Board members are volunteers and shall receive no compensation or favoritism for their participation on the Board. Board members must pay registration fees for their daughters the same as any other member of the Association. Board members are prohibited from doing business at a profit or for more than others may provide the service with the Association to avoid any appearance of a conflict of interest. Services performed at cost, a reduced cost or free will be accepted with Board approval. Bids may be secured to assure the cost is reasonable, fair, and equitable. At the discretion of the President, a small gift at the end

of the year may be purchased on behalf of the Association to show appreciation for the member's service.

Section 10. Rules of Order. The rules contained in Robert's Rules of Order, revised, shall govern all meetings of the Association in all cases to which they are applicable, and in which they are not in conflict with the rules of the Association or these By-Laws.

Section 11. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to any Director who voted in favor of such action.

Article V - Officers

Section 1. Number and Positions. The Board of Directors shall have an Executive Committee that consists of at a minimum a President, Vice President, Treasurer, Fast-Pitch Director, Player Agent, and Assistant Fast-Pitch Director. In addition to these positions, the Board of Directors shall consist of representatives from each league of play and various supporting positions. In addition, at the discretion of the President and at the President's appointment, a position of Past Officer may be created and added to the Board and the Executive Committee, if desired.

Section 2. Removal. Any officer, agent, or coordinator may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled in accordance with Article V, Section 3.

Section 3. President. The President is the principle executive officer of the Association and shall preside at all meetings of the Association. If unable to preside at a meeting for any reason, the President shall delegate his or her authority to the Vice President. The President shall represent the membership and the Board of the Association at all meetings called or scheduled by the Parks, Recreation and Cultural Affairs Department and in whatever other capacity arises. The President shall have the authority to appoint all committees as needed. In general, the President shall supervise and control all of the business and affairs of the Association. The President may sign contracts or other instruments which the Board of Directors has authorized to be executed. The President in general shall perform all duties incidental to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice President. In the absence of the President or in event of death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall oversee Concession Operations and Equipment Management but shall seek a broad knowledge of the Association's overall operations to assume the role of President upon the departure of the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President.

Section 5. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each Board member to be furnished to the Secretary by such Board member; and, (e) in general perform all duties incidental to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President.

Section 6. Treasurer. The Treasurer shall: (a) have charge and custody of and be

responsible for all funds of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Associations in such banks, trust companies or other depositories as shall be selected; and (c) in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President.

Section 7. Player Agent. The Player Agent shall: (a) ensure the coordination of the skills test / tryouts and team divisions by the league directors; (b) assure that every registered player is assigned to a team through a draft performed in accordance with the Associations Rules and Regulations; (c) create and maintain all official player records as required by the Association; (d) maintain a waiting list of players in accordance with the Association Rules and Regulations; (e) represent the player's interest in all matters before the Board; (f) oversee all scholarship requests; and (g) shall perform such other duties as assigned by the President.

Section 8. Draft Coordinator. The draft coordinator ensures all registered players are selected to rosters. The draft coordinator also ensures Coach Protected Players are appropriately selected to rosters.

Section 9. Fast-Pitch Director. The Fast-Pitch Director oversees all areas of operation for all leagues.

Section 10. Assistant Fast-Pitch Director. The Assistant Fast-Pitch Director shall (a) represent the fast-pitch player's interest in all matters before the Board; and (b) assist the Fast-Pitch Director as requested.

Section 11. Sponsorship Director. The Sponsorship Director shall be in charge of all fund-raising activities on behalf of the Association. All activities shall be presented to the Board and funds raised from these activities turned over to the Treasurer. Fund-raising activities shall reflect positively on the Association.

Section 12. Past Officer. At the discretion of the President, a former officer of the Association may be appointed to the executive position of Past Officer. The position is to serve as an advisor to the President and the Board. The Past Officer may perform such duties as required by the President.

Section 13. League Directors. Each age group for the Association's program shall have a Director(s). The League Directors shall: (a) recruit managers and coaches for their league; (b) present the managers and coaches to the Board for approval in accordance with the Association's Rules and Regulations; (c) present to the managers the Rules and Regulations of the Association; (d) coordinate in cooperation with the Player Agent the skills test / tryouts and draft / selection process; (e) coordinate with the Travel Team /All-Star Director the travel team and all-star team selection process in accordance with the Rules and Regulations; and (f) bring to the Board any protest arising out of the league's play.

Section 14. Concessions Director(s). The Concessions Director shall: (a) coordinate the Concessions Committee; (b) coordinate the ordering of supplies and maintenance; (c) ensure worker coverage for the concession stand; (d) coordinate deposit of receipts; and (e) other duties as required by the position.

Section 15. Scheduling Director(s). The Scheduling Director shall (a) schedule field use and league games; (b) schedule worker coverage for the concession stands; (c) schedule Board duty (with advice from the President); (d) ensure that schedules and changes are communicated as necessary; and (e) ensure umpire coverage and notification of changes to schedules.

The Scheduling Director shall develop and coordinate fast-pitch game schedules with the Fast-Pitch Director

Section 16. Equipment Manager(s). The Equipment Manager(s) are responsible for all equipment of the Association (by program) including the ordering thereof, the inventorying, and the assigning of equipment to teams.

Section 17. Travel Director(s). The Travel Director (a) oversees and coordinates the travel team audition, and selection process as defined in the Travel Rules and Regulations; (b) ensures that travel operate per the Travel Rules and Regulations; (c) assists in helping develop tournament schedules and other team activities.

Section 18. Uniforms Director(s). The Uniforms Director (a) orders, manages and provides all WCGS Recreation League and Travel Team apparel with any corresponding logo; (b) orders, manages and provides WCGS Spirit Wear.

Section 19. Facilities Director(s). The Facilities Director oversees the grounds, fields, buildings, equipment and vehicles used by WCGS; (b) coordinates any necessary repairs with Cobb County personnel.

Section 20. All-Star Director(s). (a) oversees and coordinates the selection of All-Star Coaches; (b) oversees and coordinates the player try-out evaluation and selection process; (c) assists in developing tournament schedules and other team activities

Section 21. Website and Communications Director(s). The Website and Communications Director(s) manages the Association website and is responsible for all communications with the public.

Article VI - Liability

The Association, the Board of Directors, the County, the managers and coaches shall not be held liable for actions taken in the course of carrying out the business of the Association. Parental permission for participation shall be acquired for all players. The parents or legal guardians shall assume all risk and hazards incidental to the conduct of the activities and transportation to and from the activities of the Association. Further, the parents shall release, absolve, indemnify and hold harmless the activity, sponsor, the Board of the Association, the supervisors, any or all of them. Parents shall give permission to call Emergency Personnel in case of injury. The assets of the Association shall be protected through the purchase of insurance coverage. The Board of Directors may, in its discretion, direct the purchase of liability insurance. The Board shall decide to register all of its teams with a sports association (ASA, USSSA, ISA, NSA) and purchase insurance for teams where required.

Article VII - Audits and Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year. The books of the Association may be audited by a duly licensed firm as directed by the Board of Directors and the audit reviewed and accepted by the Board of Directors.

Article VIII - Corporate Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the State of incorporation and the words, "Corporate Seal."

Article IX - Representation

All teams that represent the Association shall wear on their uniform the name of the Association, West Cobb, or have the uniform approved by the Board. All teams, coaches, managers and parents shall represent the Association in the best light possible and encourage a healthy environment in which girls may engage in athletic competition, develop athletic skills, and learn proper sportsmanship. It is acknowledged that the Association operates at all times to promote the best interests of its youth participants and, to the fullest extent possible, to ensure that all participants, regardless of their skill level, have a rewarding and enjoyable experience.

Article X - Special Purpose Fund-Raising

It is recognized by the Association that all-star teams and tournament/travel teams, may need to engage in fund-raising activities. Fund-raising activities shall be done only to support the teams' participation in tournaments including tournament fees, travel costs, meals and lodging, to purchase additional uniforms and purchase trophies or team awards or party. Activities shall be done in the name of the Association and shall not compete with the fund-raising activities of the full Association. All fund-raising activities shall be in good taste, reflect positively on the girls and the Association, and provide a healthy, growth-oriented opportunity to the participants. Teams that raise funds shall establish a checking account for the deposit of funds and the dispensing of all funds shall be done by check so as to provide for an accounting of all expenses. Teams shall designate a business manager who is someone other than the manager / head coach but may be a parent of a team member. The records of the team must be turned over for inspection to an Executive Board member requesting in writing an accounting of the team's funds. Any balance of funds at the end of the team's season shall be returned to the team members, spent for the benefit of the team, or donated in the name of the team to the Association for the purchase of equipment, park improvements, or other activities to benefit the Association's members. The team shall make an accounting of its revenue and expenses to the Travel or All-Star Director(s)-

Article XI - Amendments

These by-laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The above By-Laws are certified to have been adopted by the Board of Directors of the Association on the 1st Day of January, 2025.

Cary Edwards

Cary Edwards

President, West Cobb Girls Softball Association

Matt Reed

Matt Reed

Vice-President, West Cobb Girls Softball Association