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HOUSTON WOMEN'S SOFTBALL LEAGUE  
2008 PROCEDURES

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**1.00 ARTICLE ONE – Members**

- 1.01 **MEMBERSHIP QUALIFICATION:** The Board of Officers (BOO) will approve and accept all prospective members upon payment of the leagues' annual dues and completion of the Houston Women's Softball League (HWSL) membership form. All prospective members must be of the age of consent and, upon request, furnish proof of age to the officers of the league.
- 1.02 **VOTING RIGHTS:** Each member, upon acceptance as a member of the league, shall be entitled to one (1) vote on each matter submitted to the league membership.
- 1.03 **HONORARY MEMBERS:** The league may have honorary members. The number of honorary members will be fixed from time to time by the BOO. Recommendations for recognition as an honorary member may be made by any current member. The BOO shall vote on admission of such person(s).
- 1.04 **MEMBERSHIP:** All HWSL memberships will be for no more than twelve (12) months. The membership year begins with the pre-season tournament and will end one day prior to the pre-season tournament the following year.
- 1.05 **TRANSFER OF MEMBERSHIP:** Membership in this league is not transferable or assignable. Should a membership be terminated, the annual dues are not refundable.

**2.00 ARTICLE TWO – Meeting of members**

- 2.01 **ANNUAL ORGANIZATIONAL MEETING:** An annual organizational meeting of the members of the league shall be held approximately (1) month prior to the March council meeting.
- 2.02 **SPECIAL MEETING:** Special meetings of the members may be called by the Commissioner, the BOO or not less than one-tenth (1/10) of the league membership by petition to the league Commissioner or Secretary.
- 2.03 **PLACE OF MEETING:** The BOO may designate any place of meeting for an annual meeting or for any special meeting so long as the place or meeting shall be within the boundaries of the Greater Houston Metropolitan Area.
- 2.04 **NOTICE OF MEETING:** Written or printed notice stating the place, day, and hour of any meeting of members shall be publicly posted not less than (10) or more than thirty (30) days prior to the date of such meeting. In the case of a special meeting, the purposes (s) for which the meeting is called shall be stated in the notice.

- 2.05 QUORUM: A quorum is established if attending representatives are in good standing with the league.
- 2.06 ORDER OF BUSINESS: At the annual organizational meeting of the members, unless otherwise directed by a vote of the Majority of the members present, the order of business shall be as follows:
- A. Reading of the minutes of the last council meeting
  - B. Introduction of New Officers
  - C. Report of the Treasurer
  - D. Unfinished Business
  - E. New Business
  - F. Non-agenda Items

**3.00 ARTICLE THREE – Board of Officers**

- 3.01 GENERAL POWERS: The affairs and funds of the league shall be managed by the BOO.
- 3.02 NUMBER AND TENURE: The Boo shall consist of five (5) members who shall be elected by and from the membership of the league as hereinafter provided. Each officer shall hold office for a term of two (2) years unless such officers(s) will sooner resign or be removed from the Board.
- 3.03 VACANCY: Any vacancy occurring on the BOO may be filled by the BOO and the appointees shall hold office for the remainder of the term of the member she/he succeeded. Such appointees, however, shall not be disqualified for election for a full succeeding term.
- 3.04 REGULAR MEETING: Regular meetings of the BOO shall be held at a time and place to be determined by the Board.
- 3.05 SPECIAL MEETINGS: Special meetings shall be called by the Commissioner, the Secretary, or on the request of any three (3) officers acting jointly. Two days notice may be requested by any officer.
- 3.06 QUORUM: A majority of the BOO shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority, the officers present may adjourn the meeting from time to time without further noticed.
- 3.07 MANNER OF ACTING: The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the BOO, unless the act of a greater number is required by these Procedures.
- 3.08 INVOLUNTARY RESIGNATION: Any member of the BOO who shall be absent from two (2) consecutive regular monthly meetings of the BOO, unless excused by the Commissioner or the Assistant Commissioner, may be deemed to have resigned as member of the Board and

may be replaced in accordance with the provisions stated in the Section 3.03 of these Procedures.

- 3.09 REMOVAL: The BOO shall have the power to remove any officer of the league by an affirmative vote of three (3) members of the Board for reason(s) of conduct not in the best interest of the league or for failures, refusals or inability to perform her/his official duties. A majority vote of 67% of the Council members shall have the power to remove any officer of the league for reasons of conduct not in the best interest of the league or for failures, refusals or inability to perform her/his official duties.
- 3.10 COMPENSATION: The BOO shall serve without compensation.
- 3.11 RESTRICTION: The offices of Commissioner and Treasurer will be limited to three (3) elected consecutive terms.
- 3.12 BEGINNING OF TERM: The newly elected BOO shall begin their term of office within twenty-one (21) days after the All-Star Tournament.

#### **4.00 ARTICLE FOUR – Officers**

- 4.01 OFFICERS: The officers of the league shall be a Commissioner, and Assistant Commissioner, a Secretary, a Treasurer, and a Team Coordinator. Terms of office are specified in Section 3.02.
- 4.02 COMMISSIONER-ASANA Representative: The duties of the Commissioner shall include but not be limited to:
  - A. Presiding at all formal meetings of the Members, Council and BOO.
  - B. Appointing members to committees having such purposes, duties and powers that the Commissioner may determine and delegate, subject to ratification and of and approval by the BOO.
  - C. Ruling on the interpretations of the Procedures and Operating Rules.
  - D. Serving as an authorized signatory on the league checking account(s) and on any funds managed by the league.
  - E. Serving as the primary Board member for recruiting new members into the league, both playing and non-playing.
  - F. Coordinating all tournaments as approved by Council.
  - G. Appointing and serving as liaison between the league and the Umpire in Chief (UIC).
  - H. Coordinating and providing the league with a schedule of play as approved the Council.

- I. Overseeing all day-to-day functions of the league.
  - J. Maintaining, or appointing a league member to maintain, the HWSL web page and/or oversee its maintenance.
  - K. Attending ASANA meetings.
  - L. Presenting a written report from ASANA meetings to Council.
  - M. Chairing the ASANA committee.
  - N. Complete and verify completeness of ASANA forms and team rosters.
  - O. Assemble Team packets for Annual Meeting, i.e., membership forms, roster forms, etc.
  - P. Collect and verify completeness of membership forms and team rosters.
  - Q. Serve as HWSL liaison for assisting potential new league members with joining a team.
- 4.03 ASSISTANT COMMISSIONER: The duties of the Assistant Commissioner shall include by not be limited to:
- A. Performing all duties and exercising all powers of the Commissioner during the Commissioner's absence, disability or at her/his request.
  - B. Becoming the acting Commissioner should the Commissioner resign or be removed from office.
  - C. Ruling on parliamentary procedures at all formal meetings of the Members, Council, and the BOO.
  - D. Maintaining order at all times.
  - E. Assisting with the coordination of all tournaments as approved by Council.
  - F. Coordinating and overseeing field maintenance
  - G. Coordinating competition with teams and leagues which are not members of HWSL
  - H. Serving as liaison between the league and the City of Houston Athletics Department, Harris County Parks Department, or other entity for field usage.
  - I. Serving as an authorized signatory on the league checking account(s) and on any funds managed by the league.

- 4.04 SECRETARY: The duties of the Secretary shall include but not be limited to:
- A. Keeping regular minutes of the meeting of the Members, Council and BOO.
  - B. Maintaining an official record of The Articles of Incorporation, Procedures, By-Laws, Operating Rules, and all amendments thereto.
  - C. Being responsible for any HWSL publication which the Board shall direct.
  - D. Maintaining an accurate record of all league members and honorary members and their respective mailing addresses.
  - E. Being responsible for public or media relations of any business concerning the league as approved by the Commissioner.
  - F. Collecting information and overseeing the publication of the Newsletter, if any.
  - G. Serving as an authorized signatory on the league checking account(s) and on any funds managed by the league.
- 4.05 TREASURER: The duties of the Treasurer shall include by not be limited to:
- A. Accounting for all dues and monies collected by the league and have custody of all monies belonging to the league.
  - B. Depositing all monies of the league in such bank(s) as shall be specified by resolution of the BOO.
  - C. Making disbursements and have charge of all financial affairs of the league, under supervision of the BOO.
  - D. Being one (1) of the two (2) preferred signatures on all checks issued by the league. Clarification: See Section 8.01.
  - E. Preparing a proposed annual budget to present to Council as approved by the BOO.
  - F. Preparing monthly financial statements to present to Council for review.
  - G. Preparing an end of the year budget reconciliation for Council's review.
  - H. Providing the Commissioner with a copy of the monthly bank statements and a copy of the monthly check register.
  - I. Serving as backup to and providing assistance to the Fund-Raising Coordinator as needed.

- J. In order to pay out monies on behalf of the league, the Treasurer must have paperwork indicating at least the following:
  - 1. Reason for an amount of payment.
  - 2. Name, address, and telephone number of the person(s) paid.
  - 3. Written receipts of items(s) paid

When the Treasurer receives monies on behalf of the league, the Treasurer must:

- 4. Give receipt to person(s) making payment.
- 5. Show source of income.
- 6. Use dual entry receipt book.

4.06 TEAM COORDINATOR: The duties of the Team Coordinator shall include by not be limited to:

- A. Coordinating Special events.
- B. Serving a backup to and providing assistance to the treasurer as needed
- C. Coordinating all league Fund-Raising activities with team(s) and members of the league.
- D. Collecting all monies owed to league as a result of her/his areas of responsibility during Fund-Raising.
- E. Presenting a detailed written report of all Fund-Raising activities at Board and Council meetings.
- F. Serving as an authorized signatory of the league checking account and on any funds managed by the league.

4.07 BOO EXCLUSIVE POWERS: The BOO shall have the following exclusive powers:

- A. Enforcement of the penalties for violation of the league rules.
- B. Prescribe duties for any of the officers in addition to those set forth in these Procedures.
- C. To recommend fees for membership in HWSL to the Council.
- D. The BOO, in addition to the foregoing specific powers, shall have the power to manage all the affairs of the league, to act on any and all questions relating in any manner whatsoever thereto, and to make all contracts necessary for the proper transaction of all business of the league.

- E. Upon a vote of not less than four/fifths (4/5) of the entire Board, they may recommend to suspend or expel a league member for conduct in violation of the Procedures and/or Operating Rules or conduct improper or prejudicial to the best interests of the league, for disposition by the Council.
- F. Be responsible for the preparation of the annual IRS audit reports including the hiring of a CPA, accounting, and/or Tax Preparer, if necessary.

**5.00 ARTICLE FIVE – Nominations and Elections of Officers**

- 5.01 **QUALIFICATIONS OF NOMINEES:** Each nominee shall be selected from the final league membership roll for the current calendar year. Each nominee must be in good standing with HWSL. Ideally, the nominees should be made up of persons from different teams and divisions. Domestic partners are encouraged not to serve on the BOO at the same time due to a potential conflict of interest.
- 5.02 **NOMINATIONS:** No later than ten (10) days prior to the elections, names of nominees must be given to the Secretary. Persons who wish to run for office will give the Secretary, in writing, their stated desire to run for which office and the way they wish their name to appear on the ballot to the Secretary. Candidates will be listed in the order that the Secretary receives the nominations.
- 5.03 **BALLOTS:** The Secretary shall print ballots containing the names of all the nominees for election to the BOO. These ballots shall be distributed by the Election Committee (see Section 5.06) to each voting member in attendance at the respective election. Those members unable to be in attendance may vote by proxy. Ballots may be requested from the Secretary, who in turn will mail such ballots no less than seven (7) days prior to the elections to those members making such request. Once completed, the ballots must be returned to the Secretary prior to the election day in order to be counted.
- 5.04 **ELECTION OF OFFICERS:** The election of officers shall be conducted on the next to last day of actual play in the Spring season by a count of votes of each ballot submitted. The nominee for each position who receives the largest number of votes shall be deemed to have been elected to her/his respective position. In the event that two (2) or more nominees shall each receive an identical number of votes for the same position, and no other nominee shall have received a larger number of votes for that position, then a runoff election will be conducted by written ballot until any one (10 nominee receives the larger number of votes.
- 5.05 **RUNOFF ELECTION:** A runoff election, if needed, will be held the last day of play.
- 5.06 **ELECTION COMMITTEE:** An Election Committee of three (3) members, not in contention for office, shall be selected by the Commissioner to oversee the conduct of the election. Duties shall include:
  - A. Notification of elections.
  - B. Certification of eligible voters.

- C. Distribution of ballots.
- D. Maintaining security of the ballot box.
- E. Counting ballots at the close of the election.

An observer for each candidate may be present at the ballot count but may not interfere or assist the committee. The committee shall present a written tally of all votes to the Secretary for an announcement to the membership at the next meeting.

- 5.07 COMPENSATION: The election committee shall serve without compensation.
- 5.08 NOTICE OF ELECTIONS: The election Committee shall present written or printed notice stating the place, day and hour of elections to be individually distributed to members and publicly posted not less than ten (10) or more than thirty (30) days prior to the date of such election.
- 5.09 DURING ELECTIONS: The Election Committee is instructed that nothing is to be given or displayed to the voters at the place of voting that the Committee has not approved.

**6.00 ARTICLE SIX – Committees**

- 6.01 CREATION OF COMMITTEES: Committees may be created by a resolution of the Commissioner, BOO or the Council. Except as otherwise provided in such resolution, members of each committee shall be members of the league and shall be appointed as provided in Section 4.02.
- 6.02 REMOVAL OF COMMITTEE MEMBER: Any member of a committee may be removed by the Commissioner or by any three (3) officers whenever, in their judgment, the best interest of the league shall be serviced by such removal.
- 6.03 TERM OF OFFICE: Each member of a committee shall serve until the next annual organizational meeting of members or until her/.his successor is appointed, unless the committee shall sooner be terminated or unless such members shall resign or be removed from the committee.
- 6.04 VACANCY: Any vacancy in the membership on a committee may be filled by appointment as provided in Section 4.02 and Section 6.02.
- 6.05 CHAIR: The Commissioner shall appoint one (1) member of each committee created to serve as the temporary chair of such committee until such time as the committee shall choose a permanent chairperson.
- 6.06 GUIDELINES: Each committee may adopt guidelines for its own government not inconsistent with the Procedures, By-Laws, Operating Rules or with guidelines by the BOO.
- 6.07 NUMBER: All committees of this organization will have an odd number of members.

6.08 COMPENSATION: Committees shall serve without compensation.

**7.00 ARTICLE SEVEN – Council**

7.01 GENERAL POWERS: The council shall serve to aid and assist the BOO and to coordinate the planning of league and team activities between the BOO and the individual teams.

7.02 NUMBER: The council shall consist of no more than four (4) members selected from the roster of each team that is a member of the HWSL.

7.03 REGULAR MEETINGS: Regular meetings of Council shall be held on the first Monday of each month, unless otherwise approved by the Council and the BOO.

7.04 SPECIAL MEETINGS: Special meetings may be called by the Commissioner, the BOO, or any six (6) council members on two (2) days notice to each member of the council; personally, by telephone, or by telegraph.

7.05 QUORUM: A quorum is established if attending representatives are in good standing with the league.

7.06 MANNER OF ACTING: The act of a majority of the Council members at a meeting in which a quorum is present shall be the act of the Council.

7.07 DUTIES OF A COUNCIL: The duties of Council shall include but not be limited to:

A. Ratify the following:

1. The schedule of league play prior to the beginning of play.
2. The method of determining the league championship team prior to the start of league play.
3. Operating rules, rules of play and rules of conduct of league members.
4. The method of selecting an All-Star Team.
5. Annual budget.
6. The selection of the ASANA representative(s).

B. Disseminate league information to team members, both playing and non-playing.

C. To perform any other duties, which the BOO may from time to time, assign to the Council.

D. The Council shall have the power to remove any officer of the league by an affirmative vote of 67% of the council members for reason of conduct not in the best interest of the league or for failures, refusals, or inability to perform her/his official duties.

7.08 AGENDA FOR COUNCIL MEETINGS: Council agenda shall be finalized at the Board meeting prior to a Council meeting and typed by the Secretary for distribution. The agenda shall consist of:

- A. Roll Call
- B. Reading of Minutes
- C. Reports of Officers
- D. Unfinished Business
- E. New Business
- F. Non-agenda Items

7.09 UMPIRE IN CHIEF: The UIC may be a voting member of the Council.

**8.00 ARTICLE EIGHT – Rules of Banking**

8.01 CHECKS AND DRAFTS: All checks, drafts, or orders of payment of monies issued on the name of the league shall be signed by the Treasurer and one (1) other Board member.

8.02 DEPOSITS: All funds of the league shall be deposited to the credit of the league in such bank(s) no later than fourteen (14) days upon receipt of such funds.

8.03 RECORDS: The Treasurer will maintain two (2) sets of books. The original set will be kept by the Treasurer and the Commissioner will be custodian of the second set.

8.04 AUDIT: There will be an annual audit of the transactions and properties of the organization. Such audit will be conducted and completed prior to the annual meeting. The Treasurer will provide to the auditor the financial records with appropriate documentation as listed in Section 4.05 E. The auditor will issue an opinion of the financial evidence gathered. The evidence gathered and analyzed includes:

- A. Internal Control
- B. Physical evidence
- C. Documentary evidence
- D. Accounting records
- E. Computations
- F. Oral evidence

After reviewing the evidence, the auditor will then issue a report on whether the financial records represent fairly the financial position of the HWSL. All officers and members must give total cooperation to the audit. Failure to do so on the part of an officer will be subject to Section 3.09 and Section 4.07 E of these Procedures.

8.05 GIFTS: The BOO may accept on behalf of the league any contribution, gift, bequest or devise for general purposes(s) or for any special purpose of the league upon approval of Council.

**9.00 ARTICLE NINE – League Rules and Regulations**

9.01 PROCEDURES: These procedures will be reviewed and approved at the annual meeting of the members of the league. If there is a need for changes to be made other than at the annual meeting, a special meeting of the entire membership will need to be held.

9.02 OPERATING RULES: The organization will have Operating Rules and Regulations as an addendum to these Procedures. These Operating Rules will be reviewed and approved at the annual meeting of the members of the league. If there is a need for changes to be made other than at the annual meeting, a special meeting of the entire membership will need to be held.