

# Bylaws Changes submitted for Membership Approval

## Article 1 section 2:

In the interest of player safety, the Board of Directors may impose Minimum Performance Standards that all players must meet. Those unable to meet the standards will not be eligible for regular league play.

### Board Position:

The Board's primary concern for the league members is safety. We would like everyone to participate, but some players are simply unsafe. We offer preseason sessions to help improve skills. All players, including those who are deemed unsafe, are encouraged to attend these skill improvement sessions. This language is needed to provide the league with a way to disallow someone that otherwise would be a hazard to themselves and others.

## Article 1 Section 5 – Board of Director Responsibilities

The WSSL Board of Directors consists of the Commissioner, Treasurer, Secretary, Webmaster, Communications Director, Yorktown, and Jamestown division presidents. The Board of Directors (BoD) are responsible for the administration of all business matters relating to the activities of the League as well as the enforcement of the rules and regulations as defined in these Bylaws and in the League's Rules Manual. The BoD will maintain and update the Manual as necessary. Minutes of each Board of Directors' meeting will be posted by a link on the homepage, or readily available section, of the league website within 30 days of each meeting. The BoD will adhere to the requirements provided in the governing documents regarding petitions and authorizations from the general membership. The Board shall meet periodically as deemed necessary by the Board or at the discretion of the Commissioner.

### Board Position:

This is a member requested change. The request was made to provide better insight and clarity into discussions held during board meetings. It is also believed that this will "fill in gaps" from the provided update. Other similar organizations provide access to their minutes, so there is plenty of precedent for this.

The current board feels that the updates provided to everyone by the commissioner are sufficient. These updates are a synopsis of the minutes. There are times when discussions of a sensitive nature to individual members and

businesses are held. These discussions would need to be removed from the minutes prior to posting. This leaves open the possibility of an embarrassing situation and adds unneeded duties for the Secretary and Webmaster. Should this revision pass, the corrected wording will be added to the appropriate areas of the bylaws.

## **Article 2 Section 2 – Commissioner**

The Commissioner is responsible for setting the agenda and leading all BoD meetings and is the primary communicator to the league members providing pertinent information following BoD meetings and at other times as needed. The Commissioner leads the BoD decision making process on major league-wide issues and strategies. Other specific responsibilities include the following:

- Serve as liaison with the City of Williamsburg and James City County and secure the permits for the use of all softball fields. Coordinate the communication with city and county field crews on game days on decisions to cancel games due to weather or field conditions. Then inform the Board and team managers for disseminating the decision to league players.
- Is often the “face of the league” with certain external organizations such as local government entities, other senior softball organizations, etc., beyond any day-to-day items managed by other BoD members.
- Work with the BoD to set the agenda and then lead the league Annual Meeting.
- Work with the Division Presidents to develop game schedules each year.
- Interface with league sponsors to ensure they feel they are receiving appropriate value for their sponsorship investment.
- Work with the Treasurer to ensure the annual audit process is performed appropriately and that any issues identified are addressed. Also shares check-writing authority with the Treasurer.
- Oversee league player development activities.
- Select another Board member to lead a BoD meeting or other function when the Commissioner cannot be there.
- Maintain the league-wide email distribution list.

### **Board Position:**

The old description did not accurately reflect the current duties. The new description is more inline with current duties and calls out more of the specific duties of the Commissioner. The rewrite has a different format (bullet points), to more clearly define the individual duties. The annual audit has slightly changed,

before it was an audit by 2 members of the league. Now it is simply an external independent audit.

### **Article 2 Section 3 – Treasurer**

The Treasurer maintains all financial records of the League; collects the seasonal fees from the membership and deposits the proceeds into the League's bank account; and ensures that all usual and customary obligations of the WSSL League are paid on a timely basis. Additional responsibilities include:

- Ensure proper documentation accompanies any request for reimbursement or payment to a vendor and that expenditures are made in accordance with the annual budget and BoD approved guidelines.
- Compile a member payment register that will then be transformed into a working roster of all paid members that will be used by Division Presidents for the formation of individual team rosters through a draft or some other method. The Treasurer will also maintain all original application forms which may be scanned for archival purposes.
- Report all expenditures and receipts at regular meetings presented in the traditional accounting format of an Income Statement.
- Formulate an annual budget, which after approval by the BoD, is presented for approval, along with last year's results at the annual general membership meeting.
- Ensure all annual filings (990N) with the IRS are completed on time and issue any other documents as prescribed by the tax law. The BoD will follow the IRS rules supporting the 501(c)(7) tax-exempt status to ensure the WSSL is in full compliance.
- Is authorized to sign checks and maintain the League's insurance policy.
- Organize an independent audit of the books annually.
- Work with Division Presidents to determine all shirts, hats, and softball equipment needs each year and then manage the logistics of ordering what is needed with the appropriate vendors and ensure it is delivered and disbursed to the teams when needed.

Board Position:

The original description has been rewritten in a new format (bullet points), the annual audit section was revised, and the last bullet was added. The board feels this more accurately represents the treasurers' duties.

### **Article 2 Section 4 – Secretary**

The Secretary maintains the League records, meeting minutes, reports, and handles League correspondence as directed by the Commissioner or the BoD. The Secretary maintains and reviews the League Bylaws and Rules Manual and is responsible for managing the election process for Board of Director positions. Additional responsibilities include the following:

- Document and track formal BoD action items.
- Provide oversight of and BoD liaison with the Rules Committee.
- Provide oversight of and BoD liaison with the Umpire Committee.
- Oversee the Head Umpire to ensure the league has enough trained umpires available for all scheduled games.

Board Position:

The Secretary position has taken a much larger role than as described in the current bylaws. This rewrite includes all of what was originally written and updates it to include the additional duties.

## **Article 2 Section 5 – Webmaster**

The webmaster is responsible for managing and maintaining the WSSL website and domain (wsslva.org). This includes editing the website content throughout the playing seasons to provide status on WSSL schedules, game results, upcoming activities, cancellations, announcements, and news items of interest to the membership. Additional responsibilities include:

- Maintain website content that is less time-sensitive such as team rosters, the annual calendar, registration forms, league rules and bylaws, recruiting brochures, presentations from membership meetings, and general background information for prospective members. Also maintain a photo gallery on the website and posts photos of team members, game action and WSSL events or social gatherings.
- Ensure that someone is always available to update the WSSL website during softball seasons, which means the content-editing role may be delegated to another individual under the Webmaster’s supervision. May also seek out and develop other social media tools.
- Support the Board’s goals using the website and possibly other electronic means to (1) increase public awareness and visibility of the WSSL, (2) attract new players, (3) retain current membership, and (4) help grow the League.
- Support our current sponsors by maintaining their logos and web links on the WSSL website. When the Board decides to provide multiple grades of sponsorship, the website content will be treated accordingly, including the noncommercial “Friends of WSSL” sponsorships.
- Assist other Board members in carrying out tasks that require IT expertise, if feasible.

Board position:

This position description has been rewritten in bullet point format for clarity. Nothing is highlighted as this description is essentially unchanged.

**Article 2 Sections 6 and 7 are descriptions of 2 new jobs that were created last year. Since they are new, nothing has been highlighted. Previously there were Deputy Commissioner, and Ad Hoc board positions. The Deputy Commissioner and Ad Hoc positions were dropped, and the Communications Director and the Division President positions were created.**

## **Section 6 – Communications Director**

The Communications Director serves the marketing, media, and public relations interests of the WSSL, utilizing their skills to uphold the league brand's positive image. This director is the Board member responsible for all aspects of communication, marketing, and publicity for the league. They make sure the organization maintains a positive image and that all materials viewed by current and prospective participants follow the brand's specific messaging guidelines. Along with the WSSL Commissioner, the Communications Director serves as the face of the league at any media event. Specific responsibilities include the following:

- Work with the BoD to define and update the WSSL brand and value proposition.
- Oversee the league's new member recruiting efforts and current member retention efforts, utilizing a variety of specific activities aimed at promoting the league and attracting new members and retaining current members.
- Develop and maintain relationships with key members of local media to ensure the promotion of the WSSL to enhance our new player recruitment and our position as a member of the community.
- Work with the Webmaster to ensure new recruit content on the website is accurate and up to date.
- Oversee the league's Facebook page and other social media to ensure content guidelines support both new member recruitment and current member interest.
- Work with the BoD to define and update the value proposition for our league sponsors.
- Oversee the recruitment efforts aimed at attracting new league sponsors.
- Work with the BoD to define annual community outreach goals and then oversee the planning and execution of specific activities to achieve the goals.
- Support the Commissioner in developing both internal and external communications, as needed.

## **Section 7 – Division Presidents**

Each Division President is responsible for the overall administration of their division including manager selection, team creation, division-specific rules and procedures, and that the players in their division behave in accordance with the creed and rules of the WSSL. Specific responsibilities include the following:

- Work with the other Division President and the Commissioner to determine how many teams will play each year in each division based on the number of available players and their respective ratings.
- Select the managers for their division each year with BoD approval.
- Lead the Manager Council for their division (comprised of the team managers) which is responsible for ensuring competitive balance among the teams; filling openings on teams during the year with newly recruited players; working out player trades between teams when needed; reviewing WSSL rules for appropriateness to their division and then creating either new or revised rules that will be presented by the Division President to the Rules Committee for their review and comments, and then to the BoD for approval; handling division player disciplinary issues after securing BoD approval for any proposed action; and addressing other division-specific issues as appropriate.
- Manage the creation of teams each year for the division utilizing a player draft performed by the managers with support from the League Treasurer and the Commissioner.
- Work with the Commissioner to develop game schedules each year.
- Work with the Treasurer to ensure team rosters are kept up to date.
- Serve on the BoD and provide updates on division-specific issues, injuries, etc.

Board Position: The new positions have been needed and very successful. These positions are necessary to guide the league now and in the future.

### **Article 3 Section 1 – Election of Board of Director Members**

The Board of Directors shall be elected by a majority vote of the League members present at the annual general membership meeting. Members will be able to submit their votes electronically. The league Secretary will conduct remote voting. The Secretary will notify the membership of the commencement of a nomination period. The nomination period will be no less than 14 days. Members are encouraged to nominate candidates within the nomination period. Nominations received after the nomination period will be allowed but will not be on the electronic ballot. Nominations are to be submitted to the League secretary. Voting electronically will begin at least 10 days prior to the annual meeting. The voting period will be determined by the League Secretary but will be at least 3 days. The votes received electronically will be included with the tally received at the annual meeting.

Board position:

The Board would like every league member to vote. This change provides for electronic voting for all members who can't attend the meeting, or simply prefer to vote electronically. It also provides details around the nomination process.

### **Article 3 Section 2 – Term of Office**

The term of office of all members of the Board of Directors will be for two years commencing immediately after the election and continuing until the next election. The election of officers to the Board will be by ballot or by an acclamation vote. Any officer can be removed for good reason by a two thirds majority vote of the Board of Directors. No Board member, except the webmaster, may serve more than two consecutive terms in the same position.

Board position:

There was a slight change to the wording to say exactly when an officers' term of office ends. Also, the webmaster was called out as an exception to the two-term rule. As this position requires someone with a unique skill set, we wanted to allow additional terms to ensure a qualified person is available.

### **Article 3 Section 4 – Vacancies**

In the event of a vacancy during any term of office, the Board shall appoint a temporary replacement who will have full voting privileges until the next annual meeting. In the event of a Commissioner vacancy, one of the other Board members shall be chosen by the Board to serve as Interim Commissioner.

There is no longer a deputy commissioner to take the commissioner position, so we felt this was best way to replace a commissioner.

### **Article 4 Section 1 – Meetings**

An annual WSSL general membership meeting will be held at the completion of the WSSL season and prior to the commencement of the following WSSL season. All the League members are invited to this meeting. The main purposes of this meeting are to elect directors to the board, to communicate information about the upcoming season and the financial status of the League, and to allow the membership to vote on issues important to them and petitioned to the BoD. These issues will be those which require a membership vote and others identified by the BoD. The date for this meeting will be established by the Commissioner. Members will be able to submit their votes electronically. The league Secretary will conduct remote voting. There will be one ballot for each member. The ballot will include all items to be voted on at the general membership meeting. A member who is nominated to a position outside of the nomination period will not be on the remote ballot. Votes received electronically will be added to the tally of votes received at the annual meeting.

Board Position:

The board changed the wording of the first section of this article. The old wording stated that the annual meeting was to be held in January or February. We feel that any time between one year and another would suffice. Last year's meetings, and this year's meeting will be held in early December. This allows more time for new Board members to become comfortable with their positions prior to the start of a new season. The second change allows for the board to conduct remote electronic voting in addition to in person voting at the meeting.

#### **Article 4 Section 2 – Quorum and Board Approval**

A quorum of the BoD is necessary to officially conduct League business. A quorum is defined as a majority of the total number of BoD members. No decision will be made without a quorum. Board approval is hereby defined as a majority of the quorum.

Board position:

This change just cleans up the wording from the previous article. A different way of saying the same thing.

#### **Article 4 Section 4- Order of business**

**This article was removed.**

BOD Position: The meetings we hold cover all the same items, but not necessarily in the same order. While the article created an ordered way of running our meetings, we didn't find it necessary. We cover all the same items in an order that makes sense at the time of the meeting. We don't feel the format provided covers our needs at every meeting and in every situation. We don't want to be tied to a specific format because of this article.

#### **Article V – Fiscal Policy**

Justifiable expenditures, such as those for supplies, equipment, fees, etc., are a necessary part of operating the League. The Board is entrusted by the membership with the authority to incur such expenses when necessary and to be good stewards of the League's financial resources. To help ensure fiscal responsibility, expenses of more than \$100 require approval from the Board of Directors. The Board can authorize any Board member or designee to incur valid league expenses and later receive reimbursement from the Treasurer. In the interest of expediency for

small dollar amounts, every board member is authorized to spend up to \$100 and receive reimbursement from the League without prior approval from the Board of Directors.

BOD Position: This is a completely new article. We have allowed board members the ability to make necessary small purchases without approval. This ensures larger purchases have board approval and codifies our current practice.

## **Article VI – Organization Bylaw Revisions and Amendments**

The organization bylaws may be revised or amended by a majority vote of members present at the annual meeting, and by votes submitted electronically, provided that the proposed revisions or amendments have been submitted in writing at least 14 days prior to the annual meeting and have been posted in advance on the WSSL website. If the Board deems there is a need to revise the bylaws at other times in the annual cycle, a similar process is followed. The Secretary will post the amended Bylaws for Membership review on the WSSL website. The Membership will be notified of the changes and where to review them. The new version will be posted for a minimum of 14 days. The Secretary will then conduct an electronic vote. Membership will be notified of commencement and end of the voting period. The voting period will be a minimum of 7 days. A majority of the submitted votes received by the Secretary will determine whether the revision is adopted.

BOD Position: The revisions here allow for electronic voting for a change or addition to bylaws. It also provides for an electronic vote on a change or addition to bylaws during the period between annual meetings. While bylaws don't require changes often, the ability to vote on a change electronically will allow input from more of the membership. Additionally, the ability to make a change between annual meetings keeps the board from needing to hold an additional membership meeting to make a bylaw change.

