

Coaches who hold a Head or an Associate Head coach membership are eligible to be elected as the division representative. Only coaches who hold an assistant coach membership are eligible to serve as the DI or the non-DI assistant coach representative for their respective assistant coach category.

Section 2. Eligibility.

To be eligible to hold a position on the Board of Directors, you must be both a natural person and an active NFCA member in good standing for a minimum of two years. Each Board member must remain in good standing with the NFCA through the term of office.

In addition, the President must be an active NFCA member in good standing for a minimum of five years and be employed by an educational institution.

In addition, the Vice President, Membership must be a non-Division I coach.

In addition, each Group Representatives must be a head coach or an associate head coach, except for those designated differently. Each Group Representative must be an active member of that specific group.

In addition, the Emeriti representative must have been an active member in good standing for a minimum of 10 years and must be retired from full-time coaching. Emeriti members are only eligible for the Emeriti Representative position.

If a Board representative no longer coaches in the division that he/she represents, then he/she must resign from that position by September 1st. The Executive Committee may appoint a representative to serve the remainder of the term, which shall not affect the appointee's eligibility to run for another term.

Section 3. Nominations

A list of positions to be elected will be sent to the membership in advance of the "show-interest" deadline, as determined by the Board. Any eligible member who desires to be a candidate or who desires to nominate a candidate shall complete an interest form by this deadline.

The NFCA staff shall review all interest forms to ensure that each candidate meets the membership requirements for each position. The Nominating Committee may solicit interest among the membership for open Board positions, particularly if no nominations are received.

The NFCA staff, with oversight by the Nominating Committee, shall then contact each candidate to confirm his/her acceptance of the nomination and willingness to serve for the term of that position.

The Nominating Committee shall then verify a slate of at least one candidate for each position to be filled and NFCA staff shall provide a ballot to the membership with candidate's name/information for a vote.

Section 4. Conflicts of Interest.

In an effort to protect the interests of the organization, any member who may have a conflict of interest with the NFCA may be deemed ineligible to serve as a representative on the Board of Directors. Factors that will be considered in this determination include any

direct or indirect financial interest related to fastpitch softball through business, investment or family. Candidates must disclose any financial interest prior to the slate of candidates being announced. Candidates and current Board members have a duty to notify the Executive Committee in a timely manner of any potential conflict of interest that arises after election.

The Executive Committee shall review each disclosure and determine if there is a conflict of interest and if the candidate is eligible to run for election or if the Board member may continue to serve.

If a timely disclosure of a financial interest is not made and discovered later, the consequence may be removal from the Board. The Executive Committee shall have final authority on candidates and conflicts of interest.

Section 5. Elections and Voting.

The Nominating Committee shall oversee and approve the final ballot and the means by which the membership will receive and cast their votes. A minimum of 14 days must be allowed for members to vote.

The Executive Director or designee shall certify the list of names and contact information of record for those members entitled to vote.

The NFCA Staff will send the election information and voting instructions to the active membership a minimum of three times before the voting deadline.

The Executive Committee shall be elected by the affirmative vote of the majority of active members who vote in the election.

Each group representative shall be elected by the affirmative vote of the majority of active members in that named group who vote in the election.

Should a tie occur for any of the board positions, a revote will be conducted between the tied candidates. During the revote, only votes cast during the designated revote period will be counted. This process will continue until the tie is broken.

If a coach submits interest to run for a board position, is elected by the membership, but then has a subsequent change in his/her membership status, that change may render that coach ineligible to serve in the position to which he/she was elected. In this instance, the coach who received the second highest vote total will assume the board position.

The Nominating Committee shall report the results to the President for approval before announcing the results. Any election discrepancies or questions must be brought to the current Board of Directors immediately for an agreed-upon resolution.

The election results will be announced in advance of the annual convention.

Section 6. Terms of Office.

Each position on the Board of Directors shall serve for one three-year term. Consecutive elected terms of service for the same position are not permitted. Special appointments may be made by unanimous consent of the Executive Committee to fill vacant positions for the remainder of the term. An appointee may be eligible to run in the next election.

The three-year election rotation cycle of Board positions shall proceed as follows:

Year 1

VP, Awards
VP, Publications
DI Representative
Non-DI Assistant
NWAC Representative
Emeriti Representative

Year 2

VP, Membership
VP, Education
DII Representative
DI Assistant
CALJC Representative
Travel Ball
Representative

Year 3

President
Past President (not elected)
VP, Playing Rules
DIII Representative
NAIA Representative
NJCAA Representative
High School
Representative

Section 7. Duties.

The Board of Directors of the NFCA shall perform the duties proscribed by these Bylaws and shall seek to fulfill the mission and purpose of the NFCA. Meetings shall be conducted following Robert's Rules of Order Newly Revised.

All members of the Board of Directors are expected to attend all membership and Board meetings, including the annual Convention. All Board members are expected to be familiar with these Bylaws and to fulfill their fiduciary duties of care, loyalty and obedience to the NFCA.

A. **President.** The President shall serve as the primary elected leader of the NFCA. Duties and responsibilities shall include:

- 1) Providing a vision and direction for the NFCA.
- 2) Presiding at all meetings of the Board of Directors and the Executive Committee.
- 3) Working in close communication and in conjunction with the Executive Director regarding the business of the NFCA.
- 4) Appointing ad hoc committees and chairs and working groups from time to time deemed necessary to fulfill the purpose and mission of the NFCA.
- 5) Appointing a "special advisor" to be approved by the Executive Committee who may serve in a capacity defined by the President for a designated time, but who may not vote on matters before the Executive Committee or Board of Directors.
- 6) Performing all duties commonly affiliated with or designated by the Board to this position.

B. **Vice Presidents.** The Vice Presidents shall serve as members of the Executive Committee and the Board of Directors. Duties and responsibilities shall include:

- 1) Attending all meetings of the Board of Directors and the Executive Committee.
- 2) Serving as the Chair of the core NFCA Committees, as designated by each position: Awards, Membership, Publication, Education, Playing Rules.

- 3) Working in close communication and in conjunction with the NFCA Staff regarding the business of the NFCA and specifically, the area over which each Vice President presides.
- 4) Performing all duties commonly affiliated with or designated by the Board to this position.

C. **Group Representatives.** Each group representative is voted in office by the membership group to which he/she belongs and serves to represent that group's interests. Duties and responsibilities shall include:

- 1) Attending all meetings of the Board of Directors.
- 2) Serving in an oversight role for his/her respective divisions in the All-Region/All-American process.
- 3) Performing all duties commonly affiliated with a Board of Director member or designated by the Executive Committee.

The entirety of the Group Representatives shall compose the Nominating Committee, chaired by the Vice President, Membership. The charge of the Nominating Committee is detailed in Article V.

Section 8. Executive Committee.

As defined above (Article IV, Section 1(a)), the Executive Committee shall be composed of the listed positions of President, Past President and five Vice Presidents. The Executive Committee shall have general supervision of the business and affairs of the NFCA. The Executive Committee shall have the power to authorize decisions that fulfill and support the mission of the NFCA. All Executive Committee members must vote to authorize any action and a simple majority of the entire Executive Committee is required for approval.

Any action taken by or approved by the Executive Committee must not conflict with any directive or action of the Board of Directors. All Executive Committee actions must be reported to the Board of Directors. Should any member of the Board of Directors disagree with or question an action taken by the Executive Committee, a discussion by the full Board of Directors may be called. The Board of Directors must ratify all Executive Committee actions.

Section 9. Board of Directors/Executive Committee Meetings.

The Board of Directors shall hold a minimum of one in-person meeting each year, as well as regularly scheduled conference call meetings. The Executive Committee shall participate both in these and additional conference call meetings throughout the year. Special meetings may be called by the NFCA Staff or any member of the Board of Directors with a suggested minimum of 24 hours advanced notice. A majority of the Board of Directors shall constitute a quorum for Board voting purposes.

Section 10. Resignation.

Any executive or member of the Board of Directors may resign at any time by giving written notice to the Executive Director. The resignation need not be accepted to be effective unless required by its terms.

Section 11. Removal.

Any Executive or member of the Board of Directors may be removed by a majority vote of the Board of Directors, when it is deemed that such action is in the best interest of the organization. If necessary, a special meeting shall be convened. The Executive or Board member facing removal shall have an opportunity to address the Board of Directors and answer questions, but shall not participate in the removal vote.

Section 12. Vacancies.

Any member who ceases to be an active member or does not meet the requirements of the position held relinquishes the balance of his/her term. The Nominating Committee shall present a candidate to fill the vacancy for the balance of the term of that position, which the Executive Committee shall vote to approve. If the Executive Committee does not approve, the Nominating Committee shall present another candidate to follow the same process.

Section 13. Compensation.

The elected executives and members of the Board of Directors shall serve without compensation. Reasonable travel, meal and hotel accommodations incurred in fulfillment of their Board responsibilities shall be reimbursed by the NFCA™.

ARTICLE V Committees

Section 1. Standing Committees.

- A. Standing committees shall perform core work of the organization to fulfill the purpose of the NFCA. The charge of each standing committee is described below. The process by which their work is done shall be detailed in the operating procedures for each standing committee; these procedures must be approved by the Board of Directors.
- B. Each standing committee shall report to the membership at the Convention, to the Board of Directors throughout the year, and periodically through NFCA publications.
- C. The composition and terms of service of each standing committee shall be determined in each committee's operating procedures.
- D. Committee members shall be appointed by the Nominating Committee except for the All-American committee, which will be elected by the membership of that group.
- E. Each elected member of the Board of Directors shall serve as a liaison to each of these standing committees, as listed below and in Article IV.

- 1) **All-American Committee:** oversees the process by which All-Region and All-American players are chosen. Selects the award winners. Only Head Coaches are eligible to serve on the All-American Committee.
Board Chairs: each Divisional representative shall oversee his/her Division's All-American Committee.
- 2) **Awards Committee:** establishes the criteria and selects those who will receive established NFCA Awards. Recommends ways to recognize and celebrate achievement and core values exhibited by NFCA members.
Board Chair: Vice President, Awards
- 3) **Hall of Fame Committee:** establishes, reviews and approves criteria by which NFCA members are chosen to receive this highest coaching honor. Selects a Hall of Fame class each year. The Hall of Fame committee will include representation from each active NFCA membership category (with the exception of an Emeriti Representative). Divisional representatives may hold either a Head or Associate Head Coach membership. The Assistant Coach Representative will be filled by an Assistant Coach of any division.
Board Chair: Vice President, Awards and Emeriti Representative
- 4) **Education and Publications Committees:** fulfill the educational mission of the NFCA. Divided into the following areas:
 - a) **Publications:** helps to provide and solicits material for the NFCA media platforms, including but not limited to social media, website and print publications. Reviews posts and publications, provides feedback on these to the NFCA Staff and Board of Directors.
Board Chair: Vice President, Publications
 - b) **Mentoring:** facilitates both the formal and informal, one-time and sustained systematic sharing of knowledge and experience among NFCA members.
Board Chair: Past President and Emeriti Representative
 - c) **Events:** helps to identify talent, speakers, topics and ideas for NFCA events. Provides feedback on these events to NFCA Board of Directors and Staff.
Board Chair: Vice President, Education
- 5) **Playing Rules:** stays informed of and educates members about rules and officiating changes and proposals at all levels. Collects information and ideas about rules, helps to formulate and submit proposals. The Playing Rules committee will include representation from each active NFCA membership category (with the exception of an Emeriti Representative). Divisional representatives may hold either a Head or Associate Head Coach membership.

Board Chair: Vice President, Playing Rules

- 6) **Ethics Committee**: develops and maintains an NFCA Code of Ethics. Educates the softball community about values and ethics in coaching the game. Reviews complaints made about NFCA members and recommends action, when appropriate, to the Executive Committee.

Board Chair: President

- 7) **Nominating Committee**: solicits names interested in serving the NFCA either on a committee or as an elected Board member. Fills appointed committee spots taking into consideration a member's interest and experience. Seeks to achieve membership balance and diversity in committee representation. Assists in the NFCA election process.

Board Chair: Vice President, Membership

- 8) **Annual Convention Committee**: assists in the planning and execution of the NFCA Annual Convention. Gives post-convention feedback to the NFCA staff and Board of Directors.

Board Chair: Vice President, Education

Section 2. Special or Ad Hoc Committees.

- a. Special or ad hoc committees may be created, as the need arises, to carry out specified tasks, separate and apart from the work of any Standing Committee. A majority vote of the Executive Committee is needed to form and then disband a special or ad hoc committee, as well as to appoint both a Chair and a Board of Director liaison.
- b. Participation on a special or ad hoc committee shall be by appointment by the Nominating Committee. Special recommendations for committee members can be made by the Executive Committee.
- c. Any special or ad hoc committee shall report to the Executive Committee throughout its term.

ARTICLE VI.

Staff.

Section 1. Full-time Staff

A. Executive Director

The NFCA Board of Directors shall approve the hiring of a full-time Executive Director for the organization. The Executive Committee shall oversee the hiring process and present a summary and its preferred selection for the Board of Directors to approve by

a majority vote. The terms of employment shall be memorialized in an agreement proposed by the Executive Committee and approved by the Board of Directors.

The Executive Director shall be an ex-officio member of the Board of Directors and the Executive Committee. The Executive Director's responsibilities shall include, but not be limited to:

- 1) Managing the day-to-day and business affairs of the NFCA
- 2) Working closely with NFCA elected leadership; implementing the directives of the Board of Directors and the Executive Committee
- 3) Serving as the Chief Financial Officer with budget oversight and reporting responsibilities
- 4) Representing the NFCA in the national softball community, and at athletic and leadership events
- 5) Hiring and supervision of NFCA staff
- 6) Presiding over the annual convention
- 7) Strategic planning in furtherance of the NFCA mission

The Executive Committee shall conduct an annual performance review of the Executive Director.

Section 2. Consultants, Advisors, Professionals

Whenever it is deemed advisable, the Executive Committee may invite or approve the retaining of other consultants, advisors or professionals to assist the NFCA Staff and/or Board of Directors in the fulfillment of the purpose of the organization.

ARTICLE VII Indemnification and Bonding

Any person who is or was a member of the Board of Directors, the Executive Committee or an agent or an employee of the NFCA shall be indemnified by the organization against liabilities and reasonable litigation expenses, including attorneys' fees, incurred in connection with any action, suit or proceeding in which they are threatened or made a party by reason of their role with the NFCA, provided that they acted in good faith and in the best interest of the organization.

The Board of Directors shall secure insurance to cover the organization's liabilities and obligations under this Article.

ARTICLE VIII Non-Discrimination Policy

The NFCA shall not discriminate against any person because of age, ancestry, color, disability or handicap, national origin, race, religion, gender or sexual orientation. The NFCA seeks to promote diversity and respect for one another in the softball community.

ARTICLE IX Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern NFCA meetings and voting, except where they may be inconsistent with these Bylaws or any special rules of order the Board of Directors may adopt.

ARTICLE X Amendments

The power to amend the Bylaws shall be vested in the active NFCA membership. Proposed Bylaw changes shall be approved by the Board of Directors and then sent to the active membership (electronic delivery is acceptable). The membership must receive at least 30 days notice prior to a vote. Bylaw changes require a majority approval by the active membership (electronic balloting is acceptable).

If a majority of the active membership does not cast a vote, the Board of Directors may review the proposed Bylaw changes and the membership voting and then may propose a special Board vote on the proposed amendments. Unanimous Board of Directors' approval is required for any Bylaw change to be made in these circumstances. Any Bylaw amendment approved by the Board of Directors shall be communicated to the membership immediately and may be challenged by petition by an active member within 30 days of the notice. Such challenges shall be reviewed by the Executive Committee, who shall decide if any action shall be taken.

ARTICLE XI Operating Procedures

The Board of Directors may adopt or approve operating procedures for its use and/or for the committees' use, the purpose of which is to provide more detail and otherwise facilitate implementation of these Bylaws. While the operating procedures may contain greater specificity with respect to certain Bylaw provisions, it is not the intent that these supersede or supplant the Bylaws. Any conflict or inconsistency shall be resolved in favor of the Bylaws.

ARTICLE XII Dissolution

The NFCA may be dissolved by a two-thirds vote of the active membership. Written notice of dissolution with reasons stated shall be sent to every active member. The membership must receive at least 30 days notice prior to a vote (electronic balloting is acceptable).

If two-thirds of the active membership does not cast a vote, the Board of Directors may review the circumstances and propose a special Board vote on dissolution. Unanimous Board of Directors' approval is required for dissolution in these circumstances. Any motion for dissolution approved by the Board of Directors shall be communicated to the membership immediately and may be challenged by petition by an active member within 30 days of the notice. Such challenges shall be reviewed by the Executive Committee, who shall decide if any action shall be taken.

Upon the approval of dissolution of the organization, the Executive Board in conjunction with the Executive Director shall oversee the payment of NFCA liabilities and the disposal of NFCA assets.

