

# **TC SENIOR SOFTBALL ASSOCIATION, INC. (TCSSA) BY-LAWS**

## **PREAMBLE:**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of (Chapter 617, F.S.) and Section 501 (c ) (7) of the Internal Revenue Code of 1986 as amended, or any future United States Internal Revenue code (the “Code”) and the Articles of Incorporation of Florida. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of (Chapter 617, F.S.) and Section 501 (c ) (7) of the Internal Revenue Code of 1986 as amended, or any future United States Internal Revenue code (the “Code”), said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

## **ARTICLE ONE: Association Objectives and Purpose**

The Corporation is organized under the Florida Non for Profit Corporation Act (Chapter 617, F.S.) and Section 501 (c ) (7) of the Internal Revenue Code of 1986 as amended, or any future United States Internal Revenue code (the “Code”). The purpose for which the Corporation is organized

are exclusively charitable and recreational within the meaning of the Section 501 ( C ) 7 of the code. The corporation shall exercise all rights and powers conferred by the laws of the State of Florida upon a non for profit corporation that are not in conflict with the provisions of these Articles, or the By-Laws;

In furtherance thereof, and not in limitation, the corporation shall:

A. Stimulate locally, a greater interest in the game of softball among senior citizens;

B. Further sportsmanship, friendship and competitive spirit between senior softball players of the Treasure Coast Area in Florida;

C. Advance any other related or charitable purpose by the offering of its services and distribution of its funds for such purpose.

## **ARTICLE TWO: Association Management**

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non profit corporation organized under the Florida Not for Profit Corporation Act (Chapter 617, F.S.) and Section 501 (c ) (7) of the Internal Revenue Code of 1986 as amended, or any future United States Internal Revenue code (the "Code"). . The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

In addition;

### **A. Officers**

The management and operation of the TC Senior Softball Association, Inc. (TCSSA) will be under the direction of the TCSSA Officers. The officers will consist of a President, Vice President, Secretary, Treasurer, with the remaining members being At-Large positions.

### **B. Terms of Office:**

1. Each Officer will remain in office for a two (2) year term, see below Article 4, G). Elections will be held each February. In the even numbered years, there will be three positions to be filled. In the odd numbered years, there will be an election for the four remaining positions. In subsequent years, the same pattern will be followed.
2. Previous members of the Board may run for office if they so desire.
3. Each new term will take effect on April 1st of the election year.

4. Each year, after the election in February, the 7 new Board members on the Board as of April 1, will meet to decide who will serve as President, Vice-President, Secretary, Treasurer, and the At Large positions. The board will confirm those positions at their first Board meeting after April 1 to be reflected in the minutes.

### **ARTICLE THREE: Officers**

- A) ELIGIBILITY OF OFFICERS-** Any TCSSA member in “good standing” for 1 year and has adhered to the TCSSA rules of good conduct may run for a position on the TCSSA Board of Directors. A member in “good standing” is a paid-up member throughout the term in office.
- B) NOMINATING COMMITTEE-** A nominating committee consisting of 3 people will be appointed by the president at least 1 month before the February election date for the purpose of finding interested people to volunteer to run for election as a board member. The nominating committee will prepare an announcement that will be posted at the field and sent by email, calling for volunteers to run for the Board of Directors. The nominating committee collect the ballots and forward that list of volunteers to the president 1 week prior to the election.
- C) Board Compensation-** The Board of Directors shall receive no salary or compensation for their services but may be reimbursed for reasonable expenses pursuant to policy adopted by resolution of the Board of Directors. There shall be no personal gifts or contributions to be accepted by any Board of Director.

### **ARTICLE FOUR: Election of Members of the Board of Directors**

A. In mid-February, an election will be held by paper ballot at the field and/or by email sent to the league email addresses. Email ballots will be sent 7 days prior to election date from the [TCseniorsoftball504@gmail.com](mailto:TCseniorsoftball504@gmail.com) email address and due 2 full days prior to the paper ballots election date (If election is on Monday AM, ballots must be received by Friday midnight) . Email ballots must be sent to [TCseniorsoftball504@gmail.com](mailto:TCseniorsoftball504@gmail.com) , if they are not received at least 2 full days prior to paper ballot voting, the email vote will not count in the voting. Note; If email ballots are sent to a Board member or any other member other than the email address listed above, the vote will be disqualified. All electronic votes will be printed and surrendered on election day, only one vote per member will be counted.

B. After the election the results will be announced giving new members of the Board the opportunity to acquaint themselves with their new position before their term on April 1st begins.

C. All those who are “paid-up members” of the League during the current year, are eligible to vote.

D. If a position on the Board becomes open during a Board member’s tenure, that open position shall be filled, by appointment of the remaining Board members. In the case of a tie, the President's vote will be the tie breaking vote. The person who replaces the departing member will only serve for the duration of the departing member’s term.

E. Term of Board - All appointments to the Board shall be for a term of 2 year(s). No person shall serve more than 3 consecutive terms. No person shall serve more than 6 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 year has passed since the conclusion of such Board member's service. During even numbered years there will be 3 positions to be filled. In the odd numbered years there will be 4 positions to be filled. This pattern will continue.

F. Number and Qualifications; The Board shall have up to 7, but no fewer than 3, Board members. The number of Board members may be increased beyond 7 members or decreased to less than 3 members by the affirmative vote of a majority of the then serving Board of Directors. A Board member need not be a resident of the State of Florida

## **ARTICLE FIVE: Duties of Officers**

A. President: Shall preside at all meetings of the TCSSA. He shall appoint committees and committee members with the concurrence of the Board. He shall oversee the operations, actions, and decisions of the committees. He shall review all minutes before

becoming official for accuracy. His address will be the principal office of the Corporation/Organization. He shall also keep a minute book of meetings for the past 3 years. This book shall be given to any successor in the future.

B. Vice President: Shall oversee activities of the TCSSA and be ready to assume the Office of President if the President is not available, or cannot continue as President. Shall coordinate any or all member gatherings for the Board. He shall review all minutes before becoming official for accuracy. He shall also keep a minute book of meetings for the past 3 years. This book shall be given to any successor in the future.

C. Secretary: Shall keep the minutes of meetings and will conduct all TCSSA correspondence. He shall email minutes after each meeting to the President and Vice President within 6 business days of meeting to get approval before becoming official. He will send the official minutes to the Board within 7 business days of the meeting after approval of the President and VP. He will read the minutes of the previous meeting at all TCSSA meetings to make the minutes official. Provide for appropriate get-well, sympathy, condolence cards, etc.; for injured, hospitalized, ill and deceased players. He shall also prepare the voting ballots (both emailed to members, sent out from the company email address of [TCseniorsoftball504@gmail.com](mailto:TCseniorsoftball504@gmail.com), and paper ballots on field), (one vote per member) for new Board members election and for the selection of all-stars. He shall also keep a minute book of meetings for the past 3 years. This book shall be given to any successor in the future.

D. Treasurer: Shall collect all monies due the Association, keep receipts and financial records and administer the Association checking account and all related accounts. He shall also sign checks and purchase items with a corporate credit card. He will also prepare an annual budget for approval of the Board by June 1<sup>st</sup> each year. Financials will be given to Board members quarterly at a Board meeting to review against the approved budget or upon any request. He will also do the Florida annual report by April 30<sup>th</sup> each year listing all new Board members and everyone's new positions starting April 1. He shall prepare annual financial statements using generally accepted accounting principles. Such statements in conformity with generally accepted accounting standards

E. At-Large: Shall assist the Board in the management of the TCSSA. He shall be assigned tasks by the President as needed.

F. Committee Members: Should have a thorough knowledge of ASA Softball Rules and Regulations; and, in addition the supplemental rules for the TCSSA. Any changes to the TCSSA Rules and Regulations must be approved by the Board. The committees will be assigned specific functions, and report to the President.

G. Other Responsibilities of the Board of Directors:

1. It will be the obligation of the Board of Directors to attempt to create parity within the league and make adjustments to balance the talent and roster sizes when necessary.
  2. Ensure that the Rules and Regulations are kept up to date and any changes are communicated to the membership.
  3. Review and rule on protested games.
  4. Oversee the team selection process.
  5. Oversee the assignment of players after the player selection process is completed.
  6. Screen new players as to their compatibility to play in our league.
  7. Ensure that all members of the league are at least 60 years old during the year in which they participate in league play.
  8. Decide if monetary gifts, contributions, or awards are to be made.
- 9a Any Board member may call a meeting, via email as long as two other Board members can confirm they can make the appointed meeting. Each meeting must have majority of Board members present to qualify as a quorum. When voting, a majority of Board members present are required to be in agreement for decisions to be made or for any changes to occur.

9b. General meetings can be called by the President with seven days notice (prior to the meeting), the call for the meeting must include a purpose and an objective. A meeting may also be called by any member (as stated above) of the Board with two additional Board member confirmations and with seven days notice (prior to the meeting), a purpose and objective must be stated at the time the meeting is called.

9c. Unscheduled meetings may be called by any Board member with 36 hours email notice, the purpose and objective must be stated when the meeting is called forth. A minimum of two other Board members must confirm they can make the appointed meeting. Each meeting must have a majority of the Board members present to qualify as a quorum. When voting, a minimum of a majority of the Board members present are required to be in agreement for decisions to be made or for any changes to occur. A meeting can be held on the phone as a conference call. No improvised meetings will be held. Due notice must be given to all Board members.

10. Appoint someone to be in charge of the web site.

11. Appoint Team Managers for the next season that fit the associations objectives and purposes stated above.

12. Set up a draft, administer a draft and appoint a Draft Director. A Team manager is ineligible to be a Draft Director

13. Will hold an annual meeting with all the members invited to discuss the status of the association in general and the plans in the future between May 1 and August 1. The Board may also call for special meetings at its sole discretion

14. Ensure the association does not allow any form of discrimination regarding race, religion, age, national origin, disability, veterans status or sexual orientation or other related categories.

15. Resignation of a Board member - Each Board member shall have the right to resign at any time upon written notice thereof to the President, Secretary, or the Vice President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. Once the resignation is effective, the person resigning can not serve on a board position for 3 years.

16. Removal - A Board member may be removed, with or without cause, (including misconduct, harassment, and theft), at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members. Removal of a Board Member may occur when: fifty-one percent of the TCSSA Members vote for a special election; or a majority of the Board of Directors votes to remove a Board Member. Once the removal is final, the person that was removed will not be able to run for a TCSSA Board position for life.

17. Proxy voting – Board members shall not be allowed to vote by written proxy.

18. Board member attendance - An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the President to have resigned from the Board.

19. Committee suggestions will be presented to the Board for approval by the majority of the Board. The Board may approve or disapprove of the committee's suggestions in part or in whole at their sole discretion.

20. An audit of the financials can be ordered by the Board at any time by an independent CPA firm with the Boards majority approval.



21. Arbitrate any on field disputes between members.

22. Oversee the conduct of players and coaches during the game and administer the appropriate penalties as necessary.

### **ARTICLE SIX: Construction of the League Teams**

A. The number of teams and the number of players on each team will be determined by the Board of Directors at the conclusion of the registration period. The Board will determine each year if players not included in the initial team assignments may be assigned to a “player pool” and, upon request, the registration fee will be refunded. If there is a player pool, Someone, that is not a Team manager on the Board will manage the pool player process based on what the Board agrees to.

B. Failure to comply with the team assignment: A player, who submits an application and then fails to play for the team for which he was assigned, is eliminated from Association play for the entire season, unless a mutually agreeable trade can be arranged prior to January 31<sup>st</sup> or there are extenuating circumstances. However, managers are under no obligation to arrange a trade. If such a player is not traded, he must resubmit his name again for the following year if he wishes to be an Association member (Note: Application fee will not be returned).

C. After a player is assigned to a team:

1. When the team selection process is completed, a player may not be dropped from the roster unless he notifies his manager or association Board member of his decision not to play. A team must keep all players assigned to a team for the full season, unless he is traded to another team prior to the January 31<sup>st</sup> deadline. If a member misses three (3) consecutive playing dates without giving notification, he can be dropped from the team roster. If a drafted player quits prior to the start of the season, that player may be replaced by a player with a lower player rating than the player that quit. It will be the responsibility of the Board to assess the skills of the proposed new player.

2. All trades must be agreed to by the managers involved and approved by the Board.

3. The trading of draft positions, before or during the draft, is prohibited.

## **ARTICLE SEVEN: Conduct Detrimental to Association Reputation**

A. If, at any time a TCSSA member acts in such a way as to harm the association's reputation or another association member, a motion for expulsion may be placed by any association member. (An emergency Board of Directors meeting may be called to address the issue.) Ratification by a majority of the Board, will result in expulsion of

the member charged, for the rest of the season. If the season is more than half over, the expulsion may be extended to a portion of the following season; or, for serious violations the member can be banned permanently from the TCSSA.

B. If the member being expelled wishes to appeal his expulsion, he may do so by submitting, in writing, a letter to the Board of Directors requesting a hearing on the matter explaining his reason(s) for disputing the ruling.

C. If a player leaves the field and/or the area around the field after a dispute or after his disputed behavior during a game, that player will be dismissed from the team and will not be eligible to play again until the following season unless it is an excused absence from the manager. That player's registration fee will not be refunded.

## **ARTICLE EIGHT: Fiscal Year**

The Fiscal year for this corporation/ Organization shall end on March 31 and begin on April 1.

## **ARTICLE NINE: Indemnification**

To the fullest extent permitted by law, the Corporation/Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act.

Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

#### **ARTICLE TEN: Dedication of Assets**

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall insure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

#### **ARTICLE ELEVEN: Amendments, Reinstatements and Revisions**

These bylaws may be adopted, amended, restated or repealed by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote. The Bylaws of TCSSA are to be reviewed every three years by a committee appointed by the President.

## **ARTICLE TWELVE: Construction and Definitions**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (1) the remainder of these bylaws shall be considered valid and operative, and (2) effect shall be given to the intent manifested by the portion deemed invalid or inoperative

## **ARTICLE THIRTEEN: Applicability**

A) All By-Laws shall be applicable to all members of the TCSSA. The preceding articles are hereby designated as the OFFICIAL BYLAWS of the TCSSA.

### **B) Replacement of By Laws**

This constitutes replacement and adoption of all previous By Laws of the TCSSA at a Special Meeting of the 2024-25 Board Members called in accordance with section G9a-c and was done so by a majority vote of the members present

**C) Date of Adoption**

These new BY Laws have been adopted on January 20, 2025. Signature of the 2024-25 Board of Directors constitutes a duly conducted vote for ratification.

x \_\_\_\_\_ George MacArthur, President Exp 2026

x \_\_\_\_\_ Jim Farnworth, Vice President Exp 2025

x \_\_\_\_\_ Peter Morreale, Secretary Exp 2026

x \_\_\_\_\_ Larry Sofield, Treasurer Exp 2025

x \_\_\_\_\_ Tom Goodwin, At Large Member Exp 2025

x \_\_\_\_\_ Charlie Salerno, At Large Member Exp 2025

x \_\_\_\_\_ Vacant, At Large Member Exp 2026

x Original signed copy kept by secretary.

## CHANGE LOG

<p>Date:</p> <p>12/16/2024</p>	<p>Description: 1st Amendment</p> <p>Cleanup of misc layout and language throughout. Updated article 2 for 3-7 members. Added Article 3-B,C. Updated Article 4-A,G. Updated Article 5-G-8a, 8c. Updated Article 6-4. Updated article 11 to add review committee every 3 years. Updated article 13, added B, C and added officer list. Added Change Log</p>
<p>1/20/2024</p>	<p>Description: 2nd Amendment</p> <p>Deleted Article 4-D and merged into Article F-16</p> <p>Updated Article F-15 to include resignation time limit to run again.</p>