

# **Humboldt Classics Senior Softball Association**

## **BYLAWS**

### **ARTICLE I**

#### **BOARD OF DIRECTORS**

##### **Section 1. Composition:**

The governing and management of the Association, except as otherwise provided in this Constitution or these Bylaws, shall be vested in and controlled by a Board of Directors (Board) composed of five officers: President, Vice President, Secretary, Treasurer and Commissioner.

##### **Section 2. Election, Appointment, Term of Office:**

- a) All Association officers shall be elected from the official Association membership for one-year terms during the December meeting.
- b) The President shall appoint a nominating committee prior to the December meeting to select one candidate for each office to be filled. Nominations from the floor shall be put to vote if accepted by the nominees. Should there be no nominations from the floor, the slate by the nominating committee may be adopted by acclamation. Should nominations from the floor be accepted, those remaining unopposed candidates should be voted upon as a slate and those candidates running opposed shall be voted upon separately. Election to office shall require a majority vote of the attending Association members and the term of office shall begin at the close of the meeting.
- c) Officers of the Board may be reelected to consecutive terms of office.

##### **Section 3. Vacancy:**

- (a) A vacancy may occur by resignation, removal from office as per Section 10 or after missing three consecutive meetings without excuse .
- (b) Whenever a vacancy of office exists, the President, with the approval of the Board, shall make an interim appointment to serve until the next election.

##### **Section 4. Duties of the Board of Directors:**

- a) Serve as the official governing and management body of the Association.
- b) Conduct all business affairs of the Association.
- c) Enforce the Association Constitution and Bylaws.
- d) Amend the Constitution and Bylaws in conjunction with the official Association membership in accordance with the procedures contained therein.

- e) Define the bounds of the Humboldt Classics region and approve the admission of all regional teams to Association membership
- f) Establish annual League fees, special levies or assessments and due dates.
- g) Approve the annual Association budget submitted by the treasurer.
- h) Arrange and schedule League play and assure compliance with Association established playing rules and regulations.
- i) Establish bank accounts as necessary to accomplish Association financial activities in accordance with the provisions contained in Article V.
- j) Conduct formal protest investigations and hearings and make determinations for final decisions.

**Section 5. Duties of the President:**

- a) Serve as the official representative of the Association.
- b) Attend and preside at all regular, general membership and special Association meetings, and rule on questions of order.
- c) Sign all official Association documents and approve all financial disbursements issued on behalf of the Association.
- d) Establish standing, ad hoc or special committees, with the approval of the Board, and appoint the committee Chairs, to accomplish the business affairs and achieve the objectives of the Association.
- e) Serve as ex officio member of all committees.
- f) In conjunction with the Secretary prepare an agenda listing all action items for each meeting.

**Section 6. Duties of the Vice President:**

- a) Assume the duties of the President in case of the President's absence.
- b) Advise and consult with the President and assume other duties as assigned by the President or Board.

**Section 7. Duties of the Secretary:**

- a) Record and file minutes of the proceedings of all meetings attended by the Board.
- b) Affirm that the required quorums and/or Association membership attendance are present.
- c) Maintain a current directory of the Board, standing committees and League team managers.
- d) Conduct official correspondence of the Association and duly transmit all notices required by the Constitution and Bylaws.
- e) Act as custodian for all official Association records, minutes and printed materials.
- f) Perform other duties incidental to the office or as assigned by the President or Board.

### **Section 8. Duties of the Treasurer:**

- a) Act as the custodian for all Association funds and deposit them as established by the Board and in accordance with these Bylaws.
- b) Recommend an annual Association budget to the Board, collect all fees and assessments, and disburse funds as approved and cosigned by the President.
- c) Maintain income and disbursement records and receipts for all Association financial transactions, and balance and certify bank accounts monthly.
- d) Submit a financial report to the Board at each regular Association meeting.
- e) Cooperate in an annual audit of accounts by a committee appointed by the Board.
- f) Perform other duties incidental to the office or as assigned by the President or Board.

### **Section 9. Duties of the Commissioner:**

- a) Act as liaison between the Board and team managers, players, coaches and umpires.
- b) Ensure that teams and umpires are aware of and follow the approved playing rules, regulations and code of ethics.
- c) Coordinate and manage, with the assistance of Division commissioners, the placement and transfer of players as approved by each Division according to its own procedures.
- d) Maintain up-to-date League team rosters and season schedules

### **Section 10. Removal of an Officer:**

- (a) An officer may be removed from office for good cause, as determined by the remainder of the Board, providing that the officer has been given an opportunity to be heard in defense of such reason to do so. Said removal shall then be considered a vacancy of office.

## **ARTICLE II**

### **STANDING, AD HOC AND SPECIAL COMMITTEES**

Standing, ad hoc and special committees, as determined appropriate, shall be identified and appointed by the President, with the approval of the Board, for the purposes of planning, playing rules, regulations, season schedules, public relations, nominations, audit, and any other activity consistent with and in accordance with the Constitution and Bylaws.

## ARTICLE III

### REGULAR, GENERAL AND SPECIAL MEETINGS

#### Section 1. Regular Association Meetings:

- a) Regular Association meetings shall be held no less than four times per calendar year, as scheduled by the Board. A general meeting in December is required for the purpose of election of officers.
- b) Quorum for a regular meeting shall be five members, three of whom must be Association officers. If a quorum is not present, the meeting shall be adjourned and no Association business transacted. Voting shall be by voice, show of hands or ballot. Proxy votes are not permitted.
- c) Meetings shall be presided over by the Association President, or the Vice President in the President's absence.
- d) The order of business shall include, but not be limited to the following:
  1. Call to order.
  2. Affirmation of quorum.
  3. Approval of previous meeting minutes.
  4. Approval of financial report.
  5. Report of the Commissioner.
  6. Reports of committees.
  7. Unfinished business.
  8. New business.
  9. Adjournment.
- e) Attendance at regular Association meetings is open to the official Association membership as defined in the Constitution, Article I, Section 2 (a). With the exception of the election of officers and/or amendment of the Constitution and Bylaws, only the Board may vote at regular Association meetings. For rule changes, managers are allowed to vote as well.
- f) Voting: Approval shall require an absolute majority vote of the entire board. Items that other members may vote on require a majority of those voting. Items impacting the Association (eg rules, fees, schedules, etc) are subject to ratification by the Association at a General Meeting prior to the start of the season, as per Article III, Section 2(d).
- g) The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern all meetings of the Association in all cases in which they are not inconsistent with this Constitution and Bylaws, and any special rules the Association may adopt.

## **Section 2. General Membership Meetings:**

- a) A general membership meeting shall be held at least once each year for each Division, separately, chaired by that Division's commissioner.
- b) It will be the responsibility of each manager to inform team members as to the date, time and place of said meeting.
- c) The purpose of the meeting is to ratify rules of the upcoming season & evaluate the previous season, including, but not limited to team composition, rules, costs & schedules.
- d) Any motion passed (by simple majority vote) by attending members regarding, but not limited to, team composition, playing rules and/or schedules shall be determined legal and applicable to the new season for that Division.
- e) Members are defined as those players whose names were on a League roster the previous year and are eligible to participate in this year's Division season.
- f) Members have equal voting rights. Voting shall be by voice, show of hands or ballot. Proxy votes are not permitted.

## **Section 3. Special Meetings:**

- a) Special meetings may be called at any time by the Board or by formal written petition of at least 25% of the official Association membership.
- b) If called by membership petition, written advance notice specifying date, time, location and the nature of business to be transacted must be provided to the official Association membership. Such notification as duly provided to the current League team managers shall be regarded as constituting due notice to their League team members.

## **ARTICLE IV FINANCES**

### **Section 1. Bank Accounts:**

- a) The Association shall establish an account into which all funds derived from League membership fees, sponsor donations, fund raising events, projects, etc, shall be deposited.
- b) The account shall be balanced monthly and certified by the Treasurer.
- c) Numbered checks shall be used for all expenditures, signed by the Treasurer and filed for audit.

### **Section 2. Records:**

- (a) The Treasurer shall keep records of all financial transactions and submit a written report to the Board at each regular Association meeting.

### **Section 3. Audit:**

(a) An Audit Committee appointed by the President shall annually carry out an audit of the Association finances.

## **ARTICLE V**

### **TOURNAMENTS**

The Association may sanction and hold local, state or regional invitational tournaments under its own authority and within its resources and capability as determined by the Board.

Tournaments involving solicitation and participation of teams outside the Humboldt Classics region, or held in conjunction with national softball organizations for purposes of qualifying for national championship tournaments, shall require approval of the official Association membership by majority vote of those members present at a special Association meeting held in accordance with Article III, Section 2 (b) of these Bylaws.

## **ARTICLE VI**

### **AMENDMENTS and RULE CHANGES**

Proposals to amend, add to, or repeal any portion of these Bylaws or to change a playing rule, may be made in writing during a regular meeting of the Board or during a special meeting called for that purpose. A motion to approve may be considered during the following regular meeting or special meeting called for that purpose. (This delay to allow managers to poll their team with regard to the proposed change.) Adoption of an amendment shall require a two-thirds affirmative vote of the Board and other attending Association members.