

Bylaws of the Vintage Softball Club of Santa Clara County

Article 1 Offices

The office of the club for the transaction of business is in Santa Clara County, California.

Article 2 Mission

The club's mission is to play, preserve and promote the activity of senior softball by demonstrating how we are enjoying this sport... physically, mentally and socially. It shall provide seniors the opportunity to play slow pitch softball in organized club play.

Article 3 Membership

- a. Qualifications. Any person who has not been previously terminated by the club may become a member as long as he or she is 50 years old or older at some time during the year in which he or she applies for membership and agrees to follow the Code of Ethics as herein set forth.

Code of Ethics: As a member of the Vintage Softball Club of Santa Clara County, I agree that when participating in Club activities I will:

- a. Abide by the bylaws of the club and the rules and decisions of the club officials
 - b. Accept the decisions of the umpires and my team manager
 - c. Avoid bodily contact that may cause injury to myself or others
 - d. Refrain from publicly degrading club members
 - e. Never direct abusive or profane language at officials or club members
- The Code of Ethics shall be included in the text of the application for club membership.
- b. Application process. The application process consists of filling out an application form provided by the club, signing its waiver form – thereby attesting to abide by the club's Code of Ethics – and paying dues. Dues and payment provisions are established by the club's board of directors. All new members must complete the application process before commencing play, and returning members must complete the process annually, as prescribed by the board of directors.
 - c. Assessments. All active members are subject to the payment of assessments adopted by the board of directors and approved by the membership at a properly authorized club meeting.
 - d. Termination. Any member may be expelled for good cause provided the member has an opportunity to be heard in his or her own defense in a hearing before the board of directors. "Good cause" consists of any action that in the judgment of the board of directors is a violation of the code of ethics and detrimental to the club.
 - e. Resignation. Any member may, at any time, resign by sending a written letter of resignation to any member of the board of directors.
 - f. Insurance. The club shall provide insurance for its own general liability and that of its officers. In all other respects the club does not provide insurance of any kind for its members.
 - g. Distribution of information. Email shall be the official method used for distribution of information to club members.

Article 4 Board of directors

- a. Constitution. The board of directors shall consist of a president, vice president, secretary, treasurer, and 5 at-large directors, for a total of 9.
- b. Qualifications. Any member is eligible to be elected to any position on the board of directors.
- c. Term. The term for each director is 12 months beginning on January 1st of each year.
- d. Nomination procedure. A nomination form will be distributed to the membership prior to the beginning of each year for that year's officers and at-large directors, according to a schedule determined by the board of directors that allows for at least a two-week nomination process followed by at least a two-week election process, plus sufficient time for tallying nomination results and election results and for announcing the results before the beginning of that year. Each member may nominate one member, self included, for each director to be elected including president, secretary, treasurer, and at-large directors. Each member who receives at least 5 nominations for a particular position will be contacted by the club to determine if that member is willing to serve if elected. If a person is nominated for more than one position, he or she must choose at most one of those positions to run for. The names of all those nominated and willing to serve will be placed on an election ballot. In addition to the members thus nominated, space will be provided on the ballot to allow writing in the names of other members.
- e. Election procedure. Ballots determined by the nomination process will be distributed to members. Each member may then submit his or her vote, which will be tallied by the board. Nominees receiving the greatest number of votes for president, secretary, and treasurer shall be elected to those positions. Results shall be recorded in the board minutes.
- f. Vice president and at-large directors. The position of vice president is not voted for directly by the membership. Instead, the vice president is chosen by the president from a pool consisting of:
 - a. The immediate past president if he or she is not re-elected as president and is willing and able to serve
 - b. The 5 nominees who receive the largest number of votes (or the 6 nominees who receive the largest number of votes, if the immediate past president is not willing or able to serve) from:
 - i. Those nominated for president who did not win the presidency, and
 - ii. Those nominated for at-large director positionsAll others in this pool shall become at-large directors.
- g. Removal of directors. Any director or officer may be removed from office for action detrimental to the club by vote of a majority of the active members of the club and a new director or officer shall be chosen by the board for the remaining term of that director or officer.
- h. Resignations. If any officer or director resigns for any reason, the board shall elect a replacement.
- i. Duties of all officers and directors. All officers and directors shall attend monthly board meetings and vote on issues brought before the board.

- j. Duties of the president. The president shall supervise and direct all the business affairs of the club subject to the approval of the board, perform all duties incidental to the office, prepare agendas for board meetings, preside over meetings of the board, and nominate league commissioners for board approval.
- k. Duties of the vice president. The vice president shall advise and consult with the president on all club matters and, in the absence of the president, perform all his or her duties.
- l. Duties of the secretary. The secretary shall take minutes of all board meetings and publish and distribute them to all club members, and perform all other general member communication on behalf of the club. The secretary shall also keep on file the articles of incorporation, the bylaws, and minutes of the meetings, and shall be the responsible custodian of these and all other club records.
- m. Duties of the treasurer. The treasurer shall collect all dues and other monies due the club, be custodian of all club monies and deposit and maintain all such monies into a bank or other repository as directed by the board, disperse club funds as required provided that all club checks are countersigned by another board member designated by the club, maintain and report records of all club finances, report on the financial condition of the club at meetings, and perform other finance-related activities required for the well being of the club. Note: at the option of the board, the treasurer shall submit all books of account for audit at the end of each calendar year to a qualified person or agency appointed by the board.
- n. Duties of at-large directors. All at-large directors shall perform special duties that are important to the club's well being.
- o. Vacancies. In the case of a vacancy in the office of president, the vice president shall assume all of his or her duties. Should a vacancy occur in the office of vice president, the president shall select a new vice president from the at-large directors. Should a vacancy occur in the office of secretary, treasurer, or at-large director, the board shall appoint a successor to serve the remainder of the term.

Article 5 Leagues and commissioners

Leagues will be played on certain days of the week and times of day as determined by the board. Each league will be managed by a commissioner appointed by the board. The commissioner will be responsible for determining rules for eligibility of players, so long as they do not breach the general eligibility rules contained in these bylaws. The commissioner will also be responsible for appointing team managers, publishing schedules, and day-to-day activities of the league.

Article 6 Meetings

Meetings of the board of directors will be held monthly, following an agenda prepared by the president that includes all issues raised by board members or by other club members, who may attend any meeting and voice their opinions on any matter. Meetings shall be presided over by the president, or in his or her absence by the vice president, or in his or her absence by an interim chairman elected by the members present. In the absence of the secretary the presiding officer or chairman shall appoint one of the members present to take the minutes. Meetings will be conducted according to Robert's Rules of Order except where explicitly stated otherwise in these bylaws.

At least one of the meetings of the board of directors each quarter shall be a general membership meeting at which all members are entitled to make motions, second them, and vote on them. Notice of general membership meetings shall be given to the membership at least one week prior to the meeting stating its place, date, time, and approximate agenda.

A quorum for all board of directors meetings, including general membership meetings, shall consist of a majority (over 50%) of the regular voting members. No club business shall be transacted in the absence of a quorum.

Informal action. Any action required to be taken at a meeting of the board of directors may be taken instead by vote of the regular voting members via telephone, email, or other means on matters that are so urgent that they cannot wait for the next scheduled meeting, and only on such matters. A majority of the regular voting members except for the president shall be required for passage, with the president casting the deciding vote in the event of a tie.

Article 7 Motions and voting

At meetings any board member or commissioner except the president may make a motion and any other board member or commissioner except the president may second that motion, in which case the board members and commissioners present except for the president shall vote on that motion. A majority vote carries, and in the event of a tie the president shall cast the deciding vote. No person may cast more than one vote, even if he/she holds multiple positions with the club. No attendee other than board members and commissioners may vote except at general membership meetings, in which all members present may vote. Proxy voting is never permitted at board meetings.

Article 8 Committees

The club shall have such committees as necessary to perform functions of the club as shall be designated by the board. Chairpersons of such committees shall be members of the club appointed by the president.

Article 9 General

The club's fiscal year shall be from October 1st to September 30th. The board, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the club to enter into any contract or execute and deliver any instrument in the name of or on behalf of the club, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or member shall have any power or authority to bind the club by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or in any amount. All members must sign agreements waiving all club liabilities before they are permitted to play in any club games.

Article 9 Bylaws

These bylaws shall become effective immediately upon adoption by a majority of the quorum present at the board meeting on this second day of December 2008.

These bylaws may be amended or replaced by at least a two-thirds vote at two consecutive board meetings. The second meeting must be a general membership meeting.

These bylaws and any amendments thereto or replacement thereof shall be certified by the secretary of the club and kept in club records, which shall be made available for inspection by any member at any reasonable time.