

THE CAPE COD SENIOR SOFTBALL LEAGUE
By-Laws

ARTICLE I
NAME

The name of the organization shall be The Cape Cod Senior Softball League (Hereinafter "League").

ARTICLE II
PURPOSE

The Cape Cod Senior Softball League is a competitive slow-pitch softball league with multiple playing opportunities throughout the year for individuals aged fifty (50) and older. It is organized into multiple divisions and teams based on players' ages and skill levels, and its overall purpose is to promote healthy competition and camaraderie in a safe and friendly environment.

ARTICLE III
MEMBERSHIP

Membership shall be open to any person age fifty (50) and older. All entering members shall be assigned to an appropriate division, depending upon age and ability. The Board of Directors may change the League structure as deemed necessary.

A member's age shall be determined by the year in which he/she was born without regard to the specific date of birth.

ARTICLE IV
MEETINGS

An annual meeting, open to all members, shall be held during the period of August to October of each year. A quorum shall be forty (40) League members. The business to be transacted at such meeting shall be the reports of the Commissioner, league financials and Treasurer, the election of Directors, and such other business as shall properly be brought before the meeting. Special meetings of the members shall be held on call of the Board of Directors on such dates and at such places as may be determined by the Board.

The Board of Directors shall meet at least monthly from March through November, and at any other time deemed necessary by the Commissioner. A quorum shall be seven (7) Board members.

All meeting will be conducted using Roberts Rules of Order Twelfth (12th) Edition

ARTICLE V ELECTIONS

A nominating committee, appointed by the Commissioner, shall make the general membership aware of impending vacancies on the Board of Directors and solicit the membership for nominations. Notice of said vacancies shall be posted on the League's web-site on or before August 1 of each year.

The nominating committee will present a list of qualified candidates to the Board of Directors for review and approval at a meeting of the Board held prior the Annual Meeting of that year. The approved list of candidates shall be posted on the League web-site as soon as possible after the September board meeting.

The list of candidates shall be presented to the general membership at the annual meeting. At that time, nominations from the floor will be accepted for each contested position. When there is more than one nominee for a contested position, the members present shall cast written ballots and the nominee receiving the most votes for that position shall be duly elected. Each contested position with multiple nominees will be handled in the above manner. When there is only one nominee for a contested position, the Secretary shall cast one ballot for such nominee and that nominee shall be duly elected.

ARTICLE VI BOARD OF DIRECTORS

The Board of Directors shall be comprised of the League officers (Commissioner, and the President of each division, and Treasurer), the most recent Ex-Commissioner, together with four (4) members elected at large. The Commissioner and at-large directors to be elected in the same year and their terms to run concurrently. The Division Presidents

to be elected in opposite years. The Board of Directors will exercise the powers of the League with regard to the establishment of rules and procedures, management of finances and property and all other business and affairs pertaining to thereof. Directors' terms shall be for two (2) years. All newly elected Board members and Officers shall assume their duties at the October meeting of the Board except as follows:

1. In the event of an appointment to fill a vacancy, the term shall be limited to the balance of the vacated term.
2. The Ex-Commissioner shall serve as a non-voting advisory member of the board until he/she is replaced by the new incoming Ex-Commissioner, or for a period of two years, whichever comes first.
3. All officers and Board members shall be limited to two consecutive terms (4 years) in office. If the Board fills a vacancy that officer or Board member may subsequently run and be elected to the office two times.

An Assistant Commissioner will be appointed by the Board upon the recommendation of the Commissioner. The Assistant Commissioner position will be considered ex-officio to the Board (non-voting) except when the Commissioner is absent or unable to perform the duties of the office. The Assistant Commissioner's term will run concurrently with that of the Commissioner.

In the event that any position on the Board becomes vacant, the Board shall act promptly to fill the vacancy for the balance of the unexpired term by appointing a League member to the Board unless the Board determines that the position need not be filled until the next annual meeting.

Any member of the Board may be removed from his/her position by a majority vote of the Board whenever, in the Board's judgment, the best interests of the League would be served by such removal. The member subject to such possible removal shall not vote on the question.

ARTICLE VII OFFICERS

The officers of the League shall be the Commissioner and the President of each division, and the Treasurer, all of whom shall be elected by the League members, and shall have the authority, and perform the duties, prescribed, from time to time, by the Board of Directors. In the absence of the Commissioner, or in the event of his/her incapacity (or inability) to act, the Assistant Commissioner shall assume the responsibilities of the Commissioner and perform the duties of Commissioner during the aforesaid absence or inability to act.

ARTICLE VIII COMMITTEES

The Board of Directors shall be responsible for approving permanent committees. The Commissioner may, from time to time, designate temporary committees and any member of the League may serve on such committees. The Commissioner shall appoint the Chairman of all committees, and the Chairman shall then select the members of the committee, subject to the approval of the Board of Directors. Committees shall meet at the discretion of the Chairman.

No members of the aforementioned nominating committee may be nominated for election to the Board except from the floor at the Annual Meeting.

No member may serve on more than one (1) permanent committee at the same time. Exceptions may be permitted depending on the need of members available to serve on multiple committees with the approval of the Board of Directors.

ARTICLE IX MANAGERS

Team Managers shall be appointed by the Division Presidents and may be removed by the Commissioner whenever in his/her judgment the best interests of the League would be served by such removal.

At the conclusion of each season and not later than 15 September, the Team Managers, in their respective divisions, will assess each player's ability at

the completion of the regular season and submit evaluations to their respective Division President, for future inclusion in the formation of team rosters.

ARTICLE X CONTRACTS

The Board of Directors may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the League, and such authority may be general or may be confined to specific instances. Whenever more than one signature is required, the Commissioner shall be authorized to sign along with any other member of the Board of Directors.

ARTICLE XI BOOKS, RECORDS, AND ANNUAL REPORTS

Each Board Member and/or committee chairman shall, at the expiration of his/her term, surrender all documents, records, supplies and information so as to assure a smooth transition of office.

The financial books will be closed within thirty (30) days after the end of the fiscal year. At that time, the bookkeeper or treasurer shall submit and present the Annual Financial Report to the Board of Directors. Within thirty (30) days thereafter, the financial books and records will be audited by a qualified individual chosen by the Board. The auditor shall submit a written report to each Board Member no later than December 31 of that year. The Board will review the auditor's report at the first meeting of the Board following receipt of the report. The Annual Financial Report and the auditor's report will be made available to the League Members thereafter.

ARTICLE XII FISCAL YEAR

The fiscal year of the League shall begin on the first day of November of each year and end at midnight on the 31st day of October of the following year.

ARTICLE XIII DUES

The Board of Directors shall determine, from time to time, the amount of annual dues payable to the League by the members, and shall give a minimum of 30 days' notice of the amount to the members. Dues shall be payable at a date specified by the Board of Directors. Dues for members joining the League during the season may be adjusted or waived by the Commissioner.

ARTICLE XIV TAX ASPECTS

Notwithstanding any other provisions of these Articles, the League is organized exclusively for one or more purposes as specified in the provisions of Internal Revenue Code (hereinafter, IRC) Section 501 (c) 3, as amended; and as specified in all the applicable provisions of the U.S. Treasury and Internal Revenue Service (hereinafter, IRS) rules, regulations and procedures.

No part of the net earnings of the League will accrue to the benefit of any member, Director, or Officer of the League, or any private individual (except that reasonable compensation may be paid for services rendered to or for the League), and no member, Director or Officer of the League, or any private individual will be entitled to share in any benefit from the dissolution of the League.

No substantial part of the activities of the League will consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided for in the provisions of IRC Section 501 (h), as amended, and as provided for in all the applicable provisions of the U.S. Treasury and IRS rules, regulations and procedures; and this league will not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

In any taxable year in which the League is a private foundation as described in the provisions of IRC Section 509 (a), as amended and as provided for in all the applicable provisions of the U.S. Treasury and IRS rules, regulations and procedures, the League will distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942 and the League will not:

1. engage in any act of self-dealings defined in IRC Section 4941 (d) in any such manner as to subject the League and/or any other entity and/or individual to tax as provided under the provisions of IRC Section 4941, as amended, and as provided for in all the applicable provisions of the U.S. Treasury and IRS rules, regulations and procedures;
2. retain any excess business holdings as defined in IRC Section 4943 (c) in any such manner as to subject the League and/or any other entity and/or individual to tax as provided for in the provisions of IRC Section 4943, as amended, and as provided for in all the applicable provisions of the U.S. Treasury and IRS rules, regulations and procedures;
3. make any investments in any such a manner as to subject the League and/or any other entity and/or individual to tax as provided for in the provisions of IRC Section 4944, as amended, and as provided for in all the applicable provisions of the U.S. Treasury and IRS rules, regulations and procedures;
4. or make any taxable expenditures as defined in IRC Section 4945 (d) in any such manner as to subject the League and/or any other entity and/or individual to tax as provided for in the provisions of IRC Section 4945, as amended, and as provided for in all the applicable provisions of the U.S. Treasury and IRS rules, regulations and procedures.

In the event of a dissolution, all of the remaining assets and property of the League will, after payment of necessary expenses thereof, be distributed to such organizations as will qualify under the provisions of IRC Section 501 (c) 3, as amended, and as provided for in all the applicable provisions of the U.S. Treasury and IRS rules, regulations and procedures; and as provided for in all the applicable provisions of the Massachusetts statutes, rules and regulations for public purposes, subject to the approval of a Justice of the Supreme Court of the Commonwealth of Massachusetts.

ARTICLE XV
AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds vote of members at a regular or special meeting of the League with a quorum of no less than forty (40) members present. Notice of the meeting and proposed changes must be given to the membership at least fifteen (15) days prior to the meeting. An amendment may also be posted for fifteen (15) days and then presented to the membership for a vote by email. At least 40 members must vote and a two-thirds majority vote is needed for the amendment to pass. A proposed change may be presented to the membership in two ways:

1. The Board of Directors may present changes.
2. The Board of Directors shall be obligated to present to the membership proposed changes given to the Board by any League member which is accompanied by forty(40) signatures endorsing such changes, providing there is adequate and reasonable time to meet the fifteen-day notification period specified above.

Last Amended 2023