

CAPE COD RIPTIDES SOFTBALL, INC.

BYLAWS

(Approved by Annual General Meeting – April 2009)

ARTICLE 1

Name and Boundary

- a. The name of this corporation is CAPE COD RIPTIDES SOFTBALL, INC., (hereinafter referred to as the “CCRS”).

ARTICLE 2

Purpose and Nonprofit Status

- a. The purpose of the CCRS is to provide women unlimited opportunities to foster self-growth and community awareness through the game of softball. To educate women with respect to the game of softball, fundamental softball skills, good sportsmanship, teamwork and motivation.
- b. The CCRS shall be nonprofit and nonpartisan in its operation. No substantial part of the activities of the CCRS shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The CCRS shall not participate or intervene in any political campaign on behalf of any candidate for public office or against any measure being submitted to the people for a vote.

ARTICLE 3

Affiliation

- a. The CCRS is not affiliated with any other organization or program.

ARTICLE 4

Bylaws and Authorities

- a. The CCRS is governed by the Articles of Organization and these Bylaws.
- b. The governing authority of the CCRS shall be its Board of Directors, whose powers and responsibilities are described in these Bylaws. All member teams, which include their players, coaches, parents, and guardians, referees, and the CCRS Board of Directors, shall abide by these Bylaws, the Laws of the Game, and the regulations of the CCRS as set forth by the Board of Directors.

ARTICLE 5

Membership/Votes

- a. **Membership:** Membership shall be open to any participant in activities of the CCRS.
 1. Each registered player’s family shall be members of the CCRS. Coaches, Assistant Coaches, Coordinators, Non-paid Volunteers, and the elected and appointed Board of Directors shall be members of the CCRS.
 2. Membership shall be for a period of one year, concurrent with the seasonal year beginning January 1 through December 31. Insurance shall be for the same period.
- b. **Votes at General Meetings.**
 1. Each player’s family or player shall be entitled to one vote, provided that a family having more than one member shall be entitled to the number of votes as it has registered players.
 2. Each Coach, Assistant Coach, and CCRS member as described in Section (a.) above shall be entitled to one vote, unless they have been entitled to a vote under section (b.1.) above.

3. Voting by members must be in person. There shall be no proxy votes.
- c. **Rights.** The rights of membership shall be to: 1) elect the Officers of the CCRS and to vote at its Annual or Special General Meetings; 2) to present motions; and 3) to attend meetings of the Board of Directors.
- d. **General Meetings.**
 1. There shall be an Annual General Meeting.
 2. Special General Meetings may be called by a majority vote of the legal votes cast of the Board of Directors.
 3. All General Meetings will be announced thirty (30) days prior to the Meeting.

ARTICLE 6

Registration, Fiscal Year, Dues and Fees

- a. **Registration.** All applications for player membership in the CCRS shall be submitted annually with the appropriate fees. Accompanying the appropriate fees shall be the following documents:
 1. Properly completed registration form(s) for each player, prepared in accordance with current Amateur Softball Association (ASA) registration requirements and procedures.
 2. Upon initial registration of each player and when a player is being credentialed for a District stamp for tournament play, proof of place and date of birth.
- b. **Fiscal Year.** The fiscal year of the CCRS shall be determined by the Board of Directors.
- c. **Dues and Fees.** The CCRS shall charge such dues and other fees for participation in its program as shall be established by the Board of Directors.

ARTICLE 7

Selection of the Board of Directors

- a. **Elected Officers.** The elected Board Officers shall consist of the following: President, Secretary (clerk), and Treasurer. The Immediate Past President of the CCRS is automatically part of the Board of Directors.
- b. **Appointed Members.** The Board may choose to appoint additional members of the Board. Members may be appointed with full Board voting rights. Appointed positions may include, but are not limited to: Assistant Registrar(s), Assistant Treasurer(s), Director of Coaches, CCRS Tournament Director, Uniforms Coordinator, Newsletter Coordinator, Publicity Coordinator, Office Coordinator, Picture Coordinator, Volunteer Coordinator, Fundraising Coordinator, and any other position as deemed necessary by the Board of Directors.
- c. **Nominations.**
 1. No person's name shall be submitted without first obtaining his/her consent.
 2. No candidate may be nominated for President who has not served on the Board of Directors for at least one (1) year prior to his/her nomination for President.
 3. At the Annual General Meeting or a Special General Meeting for the purpose of filling a Board vacancy, nominations from the floor from any member (as described in Article 5 above) are permitted provided the individual consents.
- d. **Elections.** The Board of Directors (other than the Immediate Past President) shall be elected at the Annual General Meeting. More than one person may share the same office, if both parties agree to share the duties. Elections are subject to the following.
 1. No candidate can be elected to office and no proposal can be decided except by a majority vote of the total ballot cast at any General Meeting.
 2. In the event of a tie, the vote must be retaken until the tie is resolved by voting.
 3. When candidates for more than one office are voted on at the same time, a majority of the legal votes cast for each particular office is required to elect a candidate to that office.

4. Members may vote for anyone who is eligible, regardless of whether he/she has been nominated, by writing in the name of their choice on the ballot or voting for him/her on roll call.
5. Any member receiving the necessary vote is elected, unless he/she declines to accept the office.
- e. **Tenure.** Tenure of office shall begin effective fourteen (14) days after election or upon appointment and continue until fourteen (14) days after the next Annual General Meeting when elections are held. Those outgoing Board of Directors shall assist with the transition of their responsibilities to their successors.
- f. **Term Limits.** Limit on consecutive terms. No individual holding the position of President or Treasurer may hold the same elected office for more than two (2) consecutive terms; but nothing shall prevent the mentioned individuals from holding the same elected office for more than two terms, provided that no more than two such terms are consecutive. Expiration dates for those holding the offices identified above should be staggered.
- g. **Vacancies.** A vacancy occurring in any office shall be filled by a majority vote of the legal votes cast of the Board of Directors at a meeting called for that purpose or at a regularly scheduled monthly Board Meeting. However, the Board of Directors at its discretion, may call for a Special General Meeting for the purpose of filling that vacancy. In that event, the procedure for general election shall be followed with respect to nomination of candidates.

ARTICLE 8

Duties of Elected Officers

Elected:

- a. **President:** The President shall: 1) preside over all meetings of the CCRS and the Board of Directors; 2) be a member ex officio of all committees except the Nominating Committee and the Financial Review Committee; 3) appoint chairpersons of the Standing Committees; 4) be the official spokesperson for the CCRS, except when the President at his/her discretion delegates that responsibility; 5) be the CCRS representative at all ASA meetings, except when at his/her discretion, that responsibility is delegated to another; 6) oversee the activities of the School Representative and City Representative; 7) oversee the Directors at Large.
- b. **Secretary (clerk):** The Secretary shall: 1) make arrangements for meeting locations; 2) notify CCRS members in advance of all monthly scheduled meetings, the Annual General Meeting and any other Board meetings requiring attendance of the Board of Directors; 3) shall keep an accurate record of the proceedings of all scheduled CCRS meetings; 4) shall prepare and distribute minutes for such meetings by the next scheduled meeting; 5) shall keep a record of all policy decisions of the Board and make such decisions readily available at all meetings; 6) keep a record of all correspondence for the CCRS; and 7) preserve all records, reports, and official documents of the CCRS except those specifically assigned to the custody of other Board members.
- c. **Treasurer:** The Treasurer shall: 1) receive all moneys for the CCRS and deposit it into such Bank accounts as approved by the Board; 2) pay all such sums in a timely manner, in accordance with the approved budget as authorized by the Board; 3) keep an accurate record of all transactions, receipts and disbursements; 4) be responsible for the timely filing of all legally required filings; 5) present a statement of account to the Board once a month; 6) develop procedures to encourage the fiscal responsibility of the CCRS and make a full report at the Annual General Meeting; 7) propose a budget to be presented to the Board no later than the third month following the Annual General Meeting; and 8) be the Chair of the Budget Committee.

Appointed:

- a. **Registrar:** The Registrar shall: 1) coordinate registration of all players on all teams with the CCRS and assure that every player is appropriately registered and all documentation is correct and approved by the League and / or District IV; 2) be in charge of coordinating "Registration Night(s)" and shall be the head of the Committees so delegated to help with registrations; 3) provide computerized copies of players lists and coaches lists, and completed player passes in a timely fashion; 4) be responsible for

the computer database containing registration data; and 5) be a member of the Scholarships Committee.

- b. **Director Of Coaches:** The Director of Coaches shall: 1) screen and assign players to the various teams within the Coaches' age group; 2) be responsible for obtaining and screening coaches for the various teams within the age group; 3) work with the assigned coaches in developing a practice schedule for the various teams within the age group; 4) work with the assigned coaches in developing a schedule for game day field preparation (i.e., set up and remove bases, equipment); and 5) be the link between the coaches and the Board and shall communicate CCRS policies and procedures to the coaches.
- c. **Sponsorship Coordinator:** The Sponsorship Coordinator shall: 1) coordinate efforts to solicit sponsorship contributions for the benefit of the CCRS; 2) be the head of the Committee so delegated to propose what, if any, items are to be provided to CCRS players; and 3) coordinate the distribution of any sponsor-logo items.
- d. **Immediate Past President:** The Immediate Past President shall serve in an advisory role to the Board.

ARTICLE 9

Duties of the Board of Directors

- a. **President.** The President shall be the Chair of the Board of Directors. In the absence of the President, the Chair shall be determined in order of (a.) through (c.) in Article 8 above.
- b. **Meetings, Notice, Quorum, and Voting.** The Board of Directors shall meet monthly. The Board shall arrange an Annual General Meeting. At the request of the President and two Board members, a special Board meeting may be held upon four (4) day's notice by U.S. mail or electronic mail (email), or 48 hours notice by telephone. A quorum shall consist of not less than eleven (11) Board members. The Board may take action by a majority vote of the legal votes cast of the Board of Directors. Board members who share an office will share only one vote. Board members holding more than one office shall be limited to one vote.
- c. **Open Meetings.** Meetings of the Board of Directors shall be open to all CCRS members. However, the Board may consider items in closed session if the Chair rules them to be confidential on the grounds that their disclosure would be detrimental to the welfare of the CCRS.
- d. **Action by Written Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Board consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Email constitutes an acceptable form of writing.
- e. **Business.**
 - 1. The Board of Directors runs the day to day operations of the CCRS.
 - 2. The Board of Directors shall attend to such matters as may be referred to it. It shall be responsible to the CCRS membership for such conduct of CCRS activities in accordance with these Bylaws and the policies established by the Board.
 - 3. The Board shall adopt an annual budget and establish registration fees as it deems appropriate.
 - 4. The Board shall establish policies and adhere to existing policies of the ASA on the formation of teams, registration of players and teams, play, length and dates of playing seasons, creation and selection of competitive teams, and involvement of the CCRS in tournaments and other competitions.
 - 5. The Board of Directors may, by simple majority, vote to expend CCRS funds, not to exceed \$250.00 (Five Hundred Dollars), outside of the approved budget. The Board of Directors shall report any such expenditure to the full Board of Directors at the next monthly Board Meeting.
- f. **Delegation of Authority by Officers and Boards.** The members, officers, boards, or committees delegating authority retain full responsibility for the performance or exercise of the powers, duties, and responsibilities that they have delegated. They also are responsible for negligence and its consequences in the exercise of the delegated authority.
- g. **Removal of Board Members.**

1. Grounds for removal from office of a Board member shall be: (i) continued, gross, or willful neglect of the duties of the office; (ii) failure or refusal to disclose necessary information on matters of organization business; (iii) unauthorized expenditures, unauthorized signing of checks, or misuse of organization funds; (iv) misrepresentation of the organization and its officers to outside persons; or (v) conviction of a felony.
2. Adequate notice shall be provided to the accused officer. A fair hearing shall be held. A reasonable opportunity to defend oneself shall be provided.
3. A Board member shall face removal from office by a majority vote of the legal votes cast of the Board of Directors at a regularly scheduled Board Meeting.

ARTICLE 10

Standing and Special Committees

- a. **Standing Committees Appointed by the President.** The following Standing Committees shall be appointed annually by the President with the consent of the Board. The term of service of these Committees shall be the same as the term of the officers.
 1. Budget Committee. The Budget Committee shall prepare in a timely manner a budget for approval by the Board of Directors. The Budget Committee shall have at least two Board members as part of the Committee. The Budget Committee shall be chaired by the Treasurer. The Treasurer shall add additional members at his/her discretion.
 2. Disciplinary Committee. The Disciplinary Committee shall: 1) be responsible for hearing protests, ejections, appeals, and complaints; 2) administer discipline; and 3) present a written report of its findings and disciplinary decisions to the Board. The Disciplinary Committee shall hold fair and impartial hearings into all matters brought before it, and shall follow the ASA guidelines to be used in determining what, if any, discipline is to be imposed. The Disciplinary Committee shall have at least one active coach, one non-Board parent, and the Director of Coaches as part of the Committee. The President shall add additional members at his/her discretion.
 3. Financial Review Committee. The Financial Review Committee shall provide an independent review of the financial or operational aspects of the CCRS at least once every 2 years. A written report of the findings of the Financial Review Committee will be provided to the Board. The Financial Review Committee shall have at least two members in good standing. The President shall add additional members at his/her discretion.
- b. **Special Committees.** Special Committees shall be appointed by the President or the Board of Directors to assist them at any time, and to delegate investigative, planning, or routine administrative duties to them. The powers, rights, and duties of these Committees shall be provided for in the motion creating them or in the instructions provided to them. These Committees report only to the authority that appointed them. These Committees shall cease to exist when its final report is disposed of. These Committees may be dissolved by the authority that created them.
- c. **Removing Committee Members.** A member of a Committee who is unable or fails to perform his/her duties shall be removed and notified of his/her removal by the appointing or electing authority.
- d. **Replacing Committee Members.** The members of a Committee may be replaced by the appointing or electing authority.

ARTICLE 11

Protests and Appeals

- a. Only violations of these Bylaws, violations of the Rules of Play of the CCRS, or the ASA, or the improper application of the Laws of the Game shall be proper subjects for protests and appeals.
- b. In the matter of protests and appeals, no person associated with amateur softball soccer shall invoke the aid of the Courts of any state or the Federal Courts without first exhausting all available remedies within the appropriate softball organizations, including a final appearance at the Annual General Meeting of the ASA.

ARTICLE 12

Rules of Order

- a. Robert's Rules of Order shall be deemed as adopted at all CCRS meetings, unless otherwise agreed to in advance by the participants, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or regulations by which the CCRS is governed.

ARTICLE 13

Changes to Bylaws

- a. Individuals proposing amendments to these Bylaws must do so in writing to the CCRS Secretary forty-five (45) days prior to a General Meeting.
- b. Notification of proposed changes to the Bylaws shall be sent to the membership at least fourteen (14) days prior to a General Meeting.
- c. These Bylaws may be amended only by a majority vote of the total ballot cast at any General Meeting.
- d. Bylaw changes voted upon at a General Meeting are adopted immediately upon affirmative vote of the membership.
- e. The CCRS Rules of Play and regulations may be amended by a majority vote of the legal votes cast of the Board of Directors at a regularly scheduled Board Meeting.

ARTICLE 14

Dissolution

- a. In the event that the CCRS is dissolved, all of the assets remaining after payment of all debts, shall be distributed to a nonprofit fund, foundation or nonprofit organization established for the purpose of developing youth softball.

End