BY-LAWS of NORTHERN CALIFORNIA SENIOR SOFTBALL ASSOCIATION (NCSSA)

Effective December 6, 2014

ARTICLE I OFFICES

Section 1 The offices of the Association for the transaction of business is located where the President resides, with no permanent address.

ARTICLE II OBJECTIVES

Section 1 To provide uniformity for tournaments in Northern California in so far as rules conduct, safety, and parity is concerned.

ARTICLE III MEMBERS

Section 1 **Members**

A. **General.** Members shall be eligible to hold office and participate fully in NCSSA activities. The rights, interests, and privileges of each member shall be equal.

B. **QUALIFICATIONS.** Any person may be a member as long as that person attains the age fifty (50) during the calendar year for which they want to be active. They must agree to follow the rules that have been agreed upon by the membership, and conduct befitting people over fifty years old.

C. **ASSESSMENTS.** All active teams may be assessed a fee if adopted by the Board of Directors and approved by the membership at the annual general membership meeting.

D. **TERMINATION.** Any individual member may be expelled for good cause, provided that the member is given an opportunity to be heard in his own defense in a hearing before the Board of Directors. "Good cause" means any action or non action detrimental to NCSSA .

Section 2 **Non-liability of members.**
No member of NCSSA shall be personally responsible for the debts, obligations or liabilities of NCSSA.

Section 3 **Insurance.** NCSSA requires all Registered Teams and Tournament Directors to purchase liability insurance from the approved insurance carriers of the NCSSA as part of their registration fees, regardless of any other insurance they may hold. NCSSA does not provide medical, personal liability, or life insurance for its members.

ARTICLE IV MEETINGS OF THE GENERAL MEMBERSHIP

Section 1 **Meetings.** Meetings may be called by the President, or in his absence or inability to act, by the Vice President, or any board member if both are incapacitated.

Section 2 **Notice of Meetings.** Notice of meetings shall be by mail or any manner designated by the Board of Directors, at least seven (7) days prior to meeting.

Section 3 **Contents of Notice.** Notice of a meeting shall specify the place, date, and hour and in general the nature of business to be transacted.

Section 4 **Voting Rights.** Managers of record, or his duly appointed representative, with NCSSA , have equal voting rights. Each manager is entitled to one vote on each item as submitted to a vote of the membership. Voting at duly held meetings shall be by voice or ballot.

Section 5 **Quorum.** A quorum shall be fifteen or more managers, or his duly appointed representative, and board members.

Section 6 **Conduct of meetings.**

A. Meetings shall be presided over by the President, or in his absence by the Vice President or in his absence by an interim chairperson elected by the members present. In the absence of the Secretary the presiding officer or chairperson shall appoint one of the members present to take the minutes .

B. Robert 's Rules of order shall govern all meetings insofar as such rules are not inconsistent or in conflict with the Articles of Incorporation or these by-laws.

ARTICLE V REGIONAL REPRESENTATIVES

Section 1 **Number of representatives.** The NCSSA shall have one Primary Representative from Each of the five regions plus no more than two designated alternates from each region. All Primary and alternate representatives shall have voting rights and will be the “Board of Directors”.

Section 2 **Use of Terms "Directors" and "Board".** The words "Directors" and "Board", as used in these by-laws in relation to any power or duty requiring collective action, mean "Board of Directors".

Section 3 **Qualifications.** Any member is eligible to be elected a Regional Representative of NCSSA.

Section 4 **Term.** The term of each Representative of NCSSA shall be twelve (12) months, beginning on January 1 of each calendar year.

Section 5 **Election procedure.**

A. Election.

1. Date and place. The election shall take place at the season ending general meeting, which shall be scheduled not earlier than the last weekend of October nor later than the third weekend of December. At that time the members shall meet with the other members that are within their respective regions and elect their next year's representative either by ballot or anyway they wish.

2. Results. Results shall be recorded in the Board minutes.

B. Elected Representatives (Directors) Elected representatives at their first meeting shall among themselves elect the President and Vice President from the pool of Primary Representatives. The Secretary, Recording Secretary, and Treasurer may then be elected from the remaining Representatives or alternates.

Section 6 **Removal of Representative.** Any representative may be removed from office for good cause at any time by a vote of a majority of the board members of NCSSA. New representatives may be appointed at the same board meeting and shall hold office for the remainder of the term of the removed representative(s).

Section 7 **Duties of the Board of Directors.**

A. Conduct, manage, and control the business affairs of NC SSA and establish such rules and regulations that are not inconsistent with these Bylaws.

B. Make no unusual expenditure of NCSSA funds, for which no previous precedent has been established, without prior approval of the NCSSA membership at a general meeting. Unusual expenditures mean any except those common and necessary for the operation of NCSSA and / or as adopted by the annual budget.

Section 8 **Compensation.** Representatives shall receive no compensation for their services, except that they shall be allowed and paid their actual and necessary expenses incurred in the business of NC SSA. Such expense, other than normal expenses of stationery, postage, printing and telephone are subject to the prior approval of the board .

Section 9 **Meetings.** Meetings shall be held at a date, time and place designate by the President. Special meetings may be called by the President, Vice President or by any two Primary Representatives, and such meetings shall be held at the time and place designated by the person(s) calling the meeting. Four days notice shall be given prior to the date of the meeting either by phone or in person.

ARTICLE VI OFFICERS

Section 1 **President.** The President shall;

A. Be the Chief Executive Officer of NCSSA and in general, subject to the control of the Board, supervise and control all business affairs of NCSSA.
B. Perform all duties incidental to the office and such other duties as may be required by the bylaws, or which, from time to time, may be prescribed by the Board.
C. Be the presiding officer at general membership meetings and Board meetings.

Section 2 **Vice President.** The Vice President shall;

A. In the absence of the President, perform all duties of the President and when so acting, have all the powers of, and be subject to the restrictions of the President.
B. Advise and consult with the President and assume such other duties as may be assigned by the Board .

Section 3 **Treasurer.** The Treasurer shall;

A. Collect all monies due to NCSSA.
B. Be custodian of all monies of NCSSA and deposit such monies into a bank or other repository as directed by the Board.
C. Disburse NCSSA funds as may be ordered by the Board.
D. Issue and sign all checks issued on behalf of NCSSA
E. Keep and maintain adequate financial records of all incoming monies and disbursements and keep such books of account open to any director or member at all reasonable times.
F. Render unto the President and/or the Board, upon request, a statement of the financial condition of NCSSA.
G. Submit all books of account for audit at the end of each calendar year to qualified person or persons authorized by the Board .
H. Perform all duties incidental to the office and such other duties as may be required by law, these by-laws, or which may be assigned by the Board.

Section 4 **Secretary.** The Secretary shall;

A. Keep the minutes of all meetings.
B. Work with the Recording Secretary to see all notices are duly given in accordance with these bylaws.
C. Perform other duties as may be assigned by the Board.

Section 5 **Recording Secretary.** The Recording Secretary shall;

A. Prepare and keep a roster of the members.
B. See to it that all notices are duly given in accordance to these bylaws.
C. Keep on file the Bylaws and minutes of all meetings and be the responsible custodian of these and all NC SSA records.
D. Conduct official correspondence of the NCSSA .
E. Perform other duties as may be assigned by the Board.

Section 6 **Removal of an officer.** An officer of NCSSA may be removed under the same terms as stated in Article V, Section 6 Removal of Representatives .

Section 7 **Vacancies.** In case of a vacancy in the office of President, the Vice President shall assume the responsibilities of the office. Should a vacancy occur in the office of Vice President, Secretary , Recording Secretary or Treasurer, the Board shall appoint a successor to serve the remainder of the unexpired term.

ARTICLE VII COMMITTEES

Section 1 NCSSA shall have such committees as necessary to perform functions of NCSSA as shall be designed by the Board . Chairperson of such committees shall be members of NCSSA appointed by the President with Board approval.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1 **Fiscal year.** The fiscal year of NCSSA shall be the calendar year.

Section 2 **Execution of instruments.** The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of NCSSA to enter into any contract or execute and deliver any instrument in the name of or on behalf of NCSSA 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 NCSSA by any contract or engagement or to pledge its credit or to render it financially liabl e for any purpose or in any amount.

ARTICLE IX BYLAWS

Section 1 **Adoption.** These Bylaws become effective immediately upon adoption by a majority of the membership present at the general membership meeting in 1992.

Section 2 **Amendment.** New Bylaws may be adopted or these Bylaws may be amended or repealed by first presenting such proposals in writing to the general membership at least one (I) month prior to the genera l meeting to vote on the amendment change (s) or addition (s). It shall require only a majority vote of the membership for adoption. A majority vote shall be any number over fifty percent (50) of the vote count tallied .

Section 3 **Certification and Inspection.** The original Bylaws and a copy of the Bylaw s as amended shall be certified by the Secretary of the NCSSA and shall be recorded and kept in a NCSSA book, which shall be open for inspection by members at reasonable times during meetings.

Addendum to the NCSSA Bylaws adopted December 4, 2010

Statement of Legal Action

Any participant, team, or other party who threatens in writing, through legal council or otherwise to take legal action against the NCSSA, files a legal action against the NCSSA , or has a lawyer contact the NCSSA verbally regarding a dispute will automatically be suspended from all NCSSA activities until the legal discussions are concluded to the satisfaction of the NCSSA.

Additionally, if legal action is filed against the NCSSA or an NCSSA affiliated person, park , or facility by a participant, team, coach, or any related person, the person filing the action, the person's team and each of its members may be suspended from any and all NCSSA events until the legal actions are resolved to the satisfaction of the NCSSA.

Addendum to the NCSSA Bylaws Adopted December 6, 2014

Disciplinary Action

Disciplinary actions to cover unsportsmanlike conduct and/or any physical, verbal, written attack or threat upon any member, participant or official could result in ejection from a game, an event and possible suspension or expulsion depending on the seriousness of the action/violation.

Notification

Any disciplinary action taken against an NCSSA member requires that the member be notified in writing. The member shall be given at least ten (10) calendar days to appeal the penalty. During this ten (10) day period the member shall not participate in any NCSSA activity unless specifically designated by the NCSSA Board or committee appointed by the President.

Appeals

All appeals must be submitted in writing and may be submitted to any NCSSA Board member. The President shall appoint a three member committee to review the written appeal. This committee shall contain at least one NCSSA Board member. The committee shall report back to the President and Board within 72 hours unless additional time is necessary and approved by the President. They will then render a decision and recommendation to be reviewed and acted upon by the Board.

Should an individual request to appear in person before the committee or Board, a time and place will be scheduled for such meeting. During this process, the member shall not participate in any NCSSA activity unless specifically designated by the NCSSA Board.