

# **SUN LAKES SENIOR SOFTBALL ASSOCIATION**

## **BYLAWS**

### **ARTICLE I – ORGANIZATION NAME**

**Section A:** This Arizona non-profit corporation shall be known as the Sun Lakes Senior Softball Association and shall be referred to herein as the SLSSA.

**Section B:** These bylaws shall comply with the Documents, Chartered Club rules and procedures of the IronOaks Homeowners' Association (hereinafter referred to as the "HOA"), an Arizona non-profit corporation. In the event of a conflict between these bylaws and the Documents, the Documents shall prevail.

### **ARTICLE II - MISSION**

The SLSSA's mission is to promote slo-pitch softball as a sport for recreation and competition in the Sun Lakes area. The SLSSA will support, promote and provide opportunities to SLSSA membership of all skill levels.

### **ARTICLE III - MEMBERSHIP**

#### **Section A:**

**1.** The terms “member” and “membership” (hereinafter used in this document) refer to any and all persons duly registered and in good standing with the SLSSA and HOA.

**2.** Offers of memberships shall be extended without discrimination as to sex, race, religion, color, ethnic culture or national heritage.

**3.** “Resident membership” shall be open to all full and part-time homeowners and renters residing in Ironwood and Oakwood (hereinafter referred to as “IronOaks.”)

**4.** “Non-resident membership” may be granted to those living outside of IronOaks at the discretion of the HOA and the Board of Directors of the SLSSA. The HOA and the SLSSA Board shall have the right to limit the number of such members.

**5.** The HOA and the SLSSA Board shall have the right to establish minimum age levels for both Resident and non-resident members. The minimum age may be higher for non-resident members than for resident members.

**Section B:** Other than consideration of the medical condition(s) of the prospective member, there shall be no precondition for resident and non-resident membership (other than the requirements in Article III, Section C) , nor shall members be required to join any national, state or regionally-affiliated organization.

**Section C:** The SLSSA fiscal year will begin October 1 and end September 30. Resident membership and non-resident membership will require:

**1.** A signed registration and waiver form and/or any other forms or releases as deemed necessary by the Board; and,

**2.** Payment of a non-refundable annual resident membership or non-resident membership fees and/or other fees to be determined by the HOA and the Board of Directors.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section A: The SLSSA shall have a Board of Directors, herein referred to as the “Board,” consisting of seven members that have been elected by members in good standing. No more than two non-resident members may serve on the Board at any time.**

- 1. The Board shall have the right to reduce the number of non-resident Board members if non-resident memberships are less than 40% of the total membership.**
- 2. Separate ballots shall be used for the resident and non-resident Board positions.**

### **Section B: Board Duties**

- 1. The following shall be the duties of the Board:**
  - a. Set policies to govern the SLSSA and its membership;**
  - b. Set policies to establish the rules of play;**
  - c. Set policies to ensure the proper management of assets of SLSSA;**
  - d. Establish the appropriate dues, or other fees, charges and surcharges for resident and/or non-resident members to ensure revenues for activities and field and equipment maintenance are adequate for the long term financial strength of SLSSA; and,**
  - e. Establish appropriate committees as necessary to carry out the above and other tasks necessary to meet the mission of SLSSA.**

### **Section C: Board Elections**

- 1. Board Elections shall be completed no later than March 31 of each year.**
- 2. Nominating Committee- Each year no later than January 15, the President, subject to approval by the Board, will appoint a Nominating Committee consisting of three members in good standing who are not members of the Board nor are seeking nomination to the Board. The Board shall designate an Officer to have primary oversight of the Nominating Committee. The committee’s duties shall be:**
  - a. To present to the Board by March 10 a list specifying one or more candidates for each open Board seat to be elected in that year;**
  - b. To ensure that nominated candidates are members in good standing and, if existing Board members, eligible for re-election;**
  - c. To serve as tellers of the election by counting ballots in any contested seat; and,**
  - d. To announce the results to the members.**
  - e. Non-contested elections- In the event that the nominating committee is unable to present more than one candidate for the Board seat(s) to be filled, the seat(s) will be deemed non-contested and the election process for that seat will be deemed as completed.**
- 3. Continuity and Staggered Terms: In order to maintain a level of continuity and experience of the Board staggered terms shall be used with three members elected in one year and two members elected in the two subsequent elections.**

### **Section D: Board Term and Limits**

- 1. Board members shall serve a three-year term. No member shall serve more than two consecutive three-year terms on the Board.**
- 2. A person who has served two consecutive three year terms on the Board is eligible to stand for election to the Board after a one year absence from the Board.**

## **Section C: Board Eligibility & Board Election Voting**

- 1. All members in good standing, and not ineligible due to term limitations, are eligible to run for the Board.**
- 2. All members in good standing are eligible to vote in the annual Board elections.**

## **Section D: Beginning Date- Elected Board members will assume their positions on April 1<sup>st</sup>**

## **Section E: Board Officers**

**1. The officers of the Board shall be the President, Vice President, Secretary and Treasurer and such officers shall be selected by majority vote of the elected Board members for a one year term. All officers must be resident members of the SLSSA.**

**a. The Board, at its option, may appoint a person that is not a Board member to the non-voting position of Treasurer for a one year term at the first meeting of the Board after the annual election and the Treasurer shall remain in said position until replaced or reappointed by the Board; and,**

**b. The Board, at its option, may appoint a person that is not a Board member to the non-voting position of Secretary for a one year term at the first meeting of the Board after the annual election and the Secretary shall remain in said position until replaced or reappointed by the Board**

**c. The President shall serve as the principal liaison between the SLSSA and the HOA.**

**2. The duties of the officers are as follows:**

**a. President**

- i. Preside over all Board meetings and be responsible for the administration of all association meetings; and,**
- ii. Appoint committees as deemed necessary.**

**b. Vice President**

- i. Perform the duties of the President when the President is absent; and,**
- ii. Perform such other duties as may be assigned by the President.**

**c. Secretary**

- i. Maintain all records and minutes of the meetings of the resident membership and the Board;**
- ii. Conduct all correspondence relating to the SLSSA;**
- iii. Issue notices of meetings by posting such notices at the Field of Dreams or on the SLSSA's website;**
- iv. Provide and coordinate all SLSSA information for publication and media entities;**
- v. Ensure that the Secretary's records are retained for a minimum of seven (7) years; and,**
- vi. Upon leaving office, pass all such records on to the appointed successor.**

**d. Treasurer**

- i. Receive all dues and other money paid to the SLSSA;**
- ii. Disperse funds in a timely manner for all expenses incurred;**
- iii. Maintain appropriate books, ledgers and other accounting records reflecting the financial transactions of the SLSSA and its financial condition;**

- iv. Report to the membership on the financial condition of the SLSSA at the annual meeting in October and at such other times as the President may direct;
- v. Prepare the annual budget;
- vi. Conduct an annual inventory of the SLSSA's assets;
- vii. Ensure that the Treasurer's records are retained for a minimum of seven (7) years; and,
- viii. Upon leaving office, pass all such records on to the appointed successor.

**3. Officer and Board Vacancies**

- a. Should the office of President become vacant, the Vice President shall succeed to that position.
- b. Should any other Officer seat become vacant, the President shall fill the vacancy by appointment from among the resident Board members, subject to approval by a majority of the Directors. Should any other Board seat become vacant, the President shall fill the vacancy from among eligible members in good standing, subject to approval by a majority of the Directors.
- c. Any appointment by the Board to an elected office or Board seat shall be effective until the next general election at which time members in good standing will elect a replacement director to fill the unexpired term of the vacating director.

**4. Board Quorum Requirement: A quorum at a called Board meeting shall be a majority of the Board of Directors and must include three resident Board members.**

**5. Removal of Board Members**

- a. A Board member may be removed from office by the members in good standing for failing to attend meetings, or for not completing assigned duties and for not adhering to standards of conduct expected of a Board member.
- b. A Board member may be removed by two-thirds (2/3) vote of the members in good standing present at a special meeting, providing a quorum of the resident members is present. Members must submit a petition identifying the Board member to be removed and such document must be signed by 25% of members in good standing at the time of the petition.

**ARTICLE V- BUSINESS MEETINGS OF THE MEMBERS**

**Section A: Annual meeting of the members**

- 1. Will be held each year in October and will include:
  - a. Presentation of the annual financial report
  - b. Any other items of business to be presented by the Board

**Section B: Other meetings of the members may be held in the following manner:**

- 1. At the call of the Board; or,
- 2. By petition of the members signed by 25% of members in good standing at the time of the petition.

### **Section C: Notice Requirement**

- 1. A minimum of seven (7) days notice must be given to the members prior to holding a members meeting.**

### **Section D: Quorum Requirement:**

- 1. A quorum at a called special meeting of the members shall be a minimum of twenty-five percent (25%) of members in good standing.**
- 2. Adoption of any business will be done by having a quorum present at a called or petitioned meeting.**

### **Section E: Alternative method of member meetings and Bylaw amendments**

- 1. The Board, to facilitate convenience and mindful of quorum requirements, may develop a method using electronic technology such as the internet to conduct member meetings.**
- 2. Such meetings need to provide for question and answers between the Board and resident members and among the resident members.**
- 3. Voting online should be kept private with only the Secretary or another Board appointed individual privy to any such individual voting and such voting process should ensure one member, one vote.**

## **ARTICLE VI: FINANCIAL**

### **Section A: Annual Dues:**

**The annual dues and other necessary fees shall be set by the Board of Directors following approval of the fiscal year budget.**

### **Section B: Designation of Approval Authority for Expenditures:**

**The Board of Directors shall designate all those authorized to make expenditures on behalf of the SLSSA by approving a Fiscal Policy.**

### **Section C: Maintenance of Records**

**Financial records shall be maintained for a period of seven (7) years.**

### **Section D: Review of Financial Records**

**The financial records shall be reviewed on an annual basis by one or more individuals other than those elected to the Board of Directors. The individuals or group shall be appointed by the President.**

### **Section E: Inventory of Assets**

**An inventory of all club assets shall be maintained. All assets of the SSLSA shall be physically inventoried on an annual basis.**

### **Section F: Signing of Checks Authorization**

**The President, Treasurer and Secretary shall have authority to sign checks drawn against the checking account of the SLSSA.**

### **Section G: Deposits and Disbursements**

- 1. All SLSSA receipts shall be deposited in a bank account established in the SLSSA's name.**
- 2. Disbursements may not be made from cash which has not been deposited in that account.**

**ARTICLE VII - AMENDMENTS TO THE BYLAWS**

**Section A: Process for Amendments to ByLaws**

- 1. Board proposed bylaw amendments require presenting to the membership the proposed change(s). The Secretary shall post copies of the proposed amendment(s) and the reason for the amendment(s) at the Field of Dreams and/or on the SLSSA website at least fourteen (14) days prior to the date on which the amendment(s) shall be voted upon. Amendments may also be voted on at the annual meeting or by an electronic technology process as outlined in the above ARTICLE V – BUSINESS MEETINGS OF THE MEMBERS.**
- 2. Any member in good standing may propose an amendment to these bylaws by circulating a petition with the amendment stated on the petition and gaining signatures of at least 25% of the membership. Such duly completed petition must be submitted to the Secretary and requires the Board to establish a meeting of the membership within 30 days to deal with the proposed amendment.**
- 3. A two-thirds majority vote is required of the membership present at the meeting duly called for such purpose, a quorum (herein defined as a minimum of 50% of the membership) being present and required notice having been given. The Board of Directors may choose to mail or email to the membership an amendment(s) that may be voted on by return mail or email. In such case, a two-thirds majority of total ballots received must be in favor of such amendment(s).**

**Section B: Amendments shall become effective upon approval of the membership.**

**ARTICLE VIII - DISSOLUTION**

**Section A: The SLSSA may be officially dissolved upon the vote of two-thirds of the then existing membership.**

**Section B: Prior to such dissolution and after all SLSSA debts are satisfied, all property and assets shall be turned over to the HOA.**

**ARTICLE IX- EFFECTIVE DATE OF THE BYLAWS**

**Adopted by the Sun Lakes Senior Softball Association on this 17th day of February, 2017.**