Palm Beach Senior Softball Association
By-laws

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1) **Name**
   a) The name of this organization is The Palm Beach Senior Softball Association and is referred to in this document as the "PBSSA" or "The League" or "the Association." League offices will be housed in Palm Beach County.

2) **Mission Statement**
   a) The goals of the Association are to ensure, to the best of its ability, that the Members of the Association have a positive, fun, athletic, and social experience, and compete and play in an organized, competitive, and safe environment. It is an essential principle of the Association that all games and activities be conducted in a constructive, non-critical and sportsmanlike manner and to ensure that all members are treated with respect and dignity and are provided with a fair opportunity to participate.

3) **Purpose**
   a) To provide recreational exercise and related social activities for seniors, 55 years, of age or older

4) **Officers**
   a) The officers of the PBSSA will be the Commissioner, the Assistant Commissioner, the Secretary, and the Treasurer. All officers must be active members of the Board of Directors. Upon adoption of these By-laws the Board will elect officers.

5) **Annual Election**
   a) Beginning with the calendar year 2026 and each calendar year thereafter, A minimum of 33% of the Directors of The Board shall be elected annually by the Player Members. The election of the now (2025) existing nine-member Board of Directors shall be staggered by seniority. With the three (3) most senior members standing for election in 2026, the second most senior directors standing for election in 2027 and the least senior directors stand for election in 2028. As of the 2026 election, PBSSA Directors term length shall be three years.
   b) The **Nomination & Election Committee** (N&E) shall be charged with the annual nomination of a slate of candidates for the Board and the conduct of the annual election of the Board in accordance with these By-Laws.
      (i) The N&E shall be composed of five (5) Members, three (3) of whom will be Directors and two (2) of whom shall be Members but not

Directors), appointed by the Board. If there are no qualified Members willing, and able, to serve on the N&E, the Board may elect to appoint Directors in lieu thereof.

(ii) The annual election of the Board shall be conducted by the N&E and shall be held in such manner and on such date(s), at locations and at times as determined by the N&E and approved by the Board. The balloting may (but is not required to) be conducted at an open meeting of the Members and may (but is not required to be) conducted in conjunction with the Annual Meeting. Provided, however, to the extent possible the annual election shall be held on or before March 31st of any given year and, in any event, no earlier than two (2) weeks after the date upon which the Final Election Notice has been published.

c) Nomination and Election Procedures

(i) On or before November 30th, the Board shall determine the size of the Board for the next year on or before December 15th. The Association shall notify all Members that the Board and the N&E will be preparing a slate of candidates. This notification shall inform Members that they may provide their names to the Secretary by January 15th if they are willing to serve on next year's Board.

(ii) On or before January 15th, the Association shall provide all submitted names to the Board and the N&E.

(iii) The N&E shall consider all submitted names as well as other Members whom the N&E deem willing and able to serve on the Board.

(iv) On or before January 31st, the N&E shall prepare and propose to the Board for its endorsement: (a) a slate of Directors for the next year, and (b) the balloting procedures for the election of Directors.

(v) If a majority of the Board fails to endorse the slate in its entirety, the N&E shall, considering the comments received from the Board, revise the slate of candidates for resubmission to the **B**oard. This process will continue until there is an endorsement of a slate from a majority of the Board which shall then be deemed the Board Endorsed Candidates.

(vi) Promptly following the date that the Board-Endorsed Candidates have been identified, the N&E shall cause the Secretary to send a notice to the Members (the "Preliminary Election Notice"). The Preliminary Election Notice may be given by any of the means set forth in these By-Laws. The Preliminary Election Notice shall set forth: (a) The list of the Board-Endorsed Candidates, and (b) The procedure by which a Member not set forth on the list of Board-Endorsed Candidates may become a candidate for the Board (a "Petition Candidate").

(vii) Petition Candidates

(i) Any Member may become a Petition Candidate by submitting a timely Nomination Petition (in the form approved by the Board) meeting the requirements listed below. To be considered valid, a Nomination Petition for a Petition Candidate must be: (a) Signed or otherwise endorsed in writing by at least 10 other Members of the Association (which signatures may be verified by the Board as it deems necessary or reasonable), and (b) Must be received by the Secretary within one (1) calendar month from the date the Election Notice was first sent to the Members (the "Nomination Period").

(ii) The Final Election Notice

(i) At such time as the Nomination Period has ended, if there are any Petition Candidates, the N&E shall cause the Secretary to send a notice to the Members (the "Final Election Notice"). The Final Election Notice may be given by any of the means set forth in these By-Laws. The Final Election Notice shall set forth (a) The list of the Board-Endorsed Candidates, (b) The list of Petition Candidates, and (c) The balloting procedures for the election of the Board. The Final Election Notice shall indicate when, how and where the annual election of the Board is to be conducted. Provided, however, to the extent possible, the balloting shall be no earlier than two (2) weeks after the date upon which the Final Election Notice has been published.

(ii) Balloting

(i) Balloting may be conducted in any manner as determined by the N&E and endorsed by the Board to be reasonable, fair, and equitable, including, without limitation, hand, voice or written ballot at a meeting, and/or other alternative procedures such as online balloting and paper balloting by mail. The candidates receiving the highest number of votes cast by any approved method of balloting shall become the Board.

(i) In the event that there are no Petition Candidates, the annual election shall be waived and the Board- Endorsed Candidates shall be deemed to have been elected by the Members.

(iii) Election of Officers

1. The officers must be elected by the majority vote of the Board of Directors. Nominations for officers will be received from the Board at a Board meeting specified by the Board for the election of officers. In addition to the officers of the PBSSA, the Board of Directors has the right to create other specific positions, including addition Board members, which the Board deems appropriate for the operation of the league.

d) Term Limits

a) Officers will serve for a term of one (1) year commencing immediately upon election and ending when their successors have been duly elected. Officers will be eligible to succeed in their respective offices.

e) Executive Committee

1) The four (4) officers serve as members of the Executive Committee and have all the power and authority of the Board of Directors, except for power to amend the Articles of Incorporation and the By-Laws, in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

f) Conduct Board Meetings

i) The Commissioner will determine meetings, dates, and locations of the Board meetings.

ii) Meetings will be presided over by the Commissioner and conducted according to Robert's Rules of Order. In the absence of the Commissioner, the Assistant Commissioner will preside.

iii) In the absence of both people a chairperson chosen by the majority of the directors present at the meeting will preside. The Secretary of the league will function as secretary of all meetings. In the Secretary's absence, the presiding officer will appoint another person to function as Secretary of the meeting.

6) Meetings

a) Annual Meeting

(i) There shall be an annual meeting of the Members of the Association. The Annual Meeting shall be held on or before March 31st as determined by the Board. The purposes of the Annual Meeting, in addition to those prescribed by these By-Laws, shall be to receive election results for the Board if the balloting has been conducted previously, to hold such election if the balloting has not been conducted previously, to receive reports of the Officers and Committees and to conduct other business as determined by the Board. If for any reason the Annual Meeting has not been held as provided above, a Special Meeting in lieu thereof may be held and any action at such Special Meeting shall have all the force and effect as if taken at the Annual Meeting.

(ii) Special Meeting

(i) A Special Meeting of the Members of the Association may be called at any time by a majority of the Board or by any single Director upon written application by not less than fifteen percent (15%) of the Members.

(ii) Notice of Annual/Special Meetings

(i) A notice stating the place, date, time and, if deemed necessary, the purpose of the meeting shall be provided to the Members at least ten (10) days before Board Meetings

b) Scheduling of Meetings

(i) The Board shall make reasonable efforts to hold regularly scheduled MONTHLY meetings of the Board throughout the year. However, the Board MUST hold at least six (6) regularly scheduled meetings throughout the year. Special Meetings of the Board may be called by the Commissioner, Assistant Commissioner, Secretary, Treasurer or two or more other Directors. Meetings of the Board may be held at such places and at such times as the Board may determine, from time to time.

c) Who Can Attend

(i) All meetings of the Board shall be open to all Members and invitees.

d) Meeting Conduct

(i) The Board shall have the right, from time to time, to adopt rules and regulations regarding the conduct of its meetings and such rules and regulations shall then govern.

e) Meeting Agenda

(i) To ensure that meetings of the Board are productive and efficient, at least two (2) days prior to any meeting of the Board, the Meeting Agenda shall be sent by e-mail to every Director and at the discretion of the Commissioner/Presiding Director published on the Association's Website.

f) Notice of Board Meetings
    (i) Notice of all meetings of the Board shall be sent to each Director at least 2 days prior to such a meeting.

7) League Administration

a) The Association shall be governed by a Board of Directors, consisting of at least seven (7) Members and not exceeding thirteen (13) Members. The specific number of Directors to be elected for the ensuing year shall be recommended by the N&E (nominating & election committee) and approved by the Board.

b) Power/duties The Board shall have and may exercise all the powers of management of the Association, except as specifically conferred upon the Members by applicable laws, the Articles of Organization, and these By-Laws. The Board shall be the sole and exclusive authority for determining, implementing, and overseeing policies, rules, and regulations with respect to the Association. The Officers of the Association will have no independent policy or rule making authority.

c) Board of Directors
    (i) The Board shall be elected by the Members pursuant to and in accordance with the provisions of the by-laws.
    (ii) The term of the Board shall commence immediately upon the completion of the Annual Meeting and shall end at such time as a new Board has been installed at the next convened Annual Meeting.

d) Vacancy - Any vacancy on the Board for any reason including illness, resignation or removal, including the creation of a new position on the Board, may be filled by the existing Directors to serve until the next Annual Meeting of the Members; however, if the remaining Directors do not choose to fill the vacancies, they may exercise the power of the full Board until new Directors are elected. The Association shall list the Board vacancy as an agenda item for the upcoming Board meeting. Directors physically present at the Board meeting or satisfying the Due and Reasonable Deliberation definition shall decide any vacancy issues. A simple majority of the participating Directors shall decide the vacancy issue.

e) Immediate Responsibilities of the Board at the first (1st) meeting following their election, the time and place of which shall be set by the incoming Board, the members of the Board shall elect the Officers of the Association.

8) **Membership**
   a) Any person may become a Member of the Association who: (a) has attained such minimum age as is determined by the Board, from time to time.
   b) Completes the Association's registration process, as adopted by the Board from time to time.
   c) Pays the requisite dues and/or fees as adopted by the Board from time to time.
   d) Executes and delivers any other documentation as determined by the Board from time to time, including, without limitation, applicable waivers of liability. Notwithstanding anything set forth in these By-Laws to the contrary, the Board of Directors reserves the sole and absolute right to deny membership to any person if, after due and reasonable deliberation, at least 75% of the Board determines that such denial is in the best interest of the PALM BEACH SENIOR SOFTBALL ASSOCIATION, INC. Such denial may be for any reason other than race, gender, religion, creed, nationality, and/or sexual orientation. Any person denied membership shall have the right to address the Board of Directors at the next meeting of the Board and to ask for reconsideration.
      (i) Members are entitled to participate in the activities of the Association and shall have all of the rights and obligations as set forth in these By-Laws including, without limitation, the right to vote on any matter brought before the membership of the Association and to serve as Directors and/or Officers of the Association. To ensure the health, welfare and safety of all Members, the Board shall have the right to restrict the participation of a Member in an Association athletic activity. If such a Member violates the code of conduct or is unable to demonstrate minimum skill levels. The Board shall define the level of sportsmanship expected from members and publish a league-wide code of conduct. The Board shall also define and publish the minimum skill levels, and those definitions may change from time to time and may vary by division of play. Membership Fees/Dues Annual dues and/or fees for Members shall be fixed, determined, and modified, from time to time, by the Board.

9) **Non-discrimination**
   a) PBSSA is committed to equal employment and volunteer opportunity without regard to age, ancestry, disability, national or ethnic origin, race, religious belief, sex, sexual orientation, gender identity, marital or veteran status.

10) Finances

a) The League's fiscal year shall be designated as from September 1st to August 31st. Each player shall be assessed a fee for each season of play in an amount determined by the Board of Directors. A player's fee must be paid by the deadline set by the Board of Directors; The League shall sponsor events for the purpose of generating funds for the benefit of the League and its teams or for charitable purposes. The League shall accept contributions without prejudice. The League shall maintain such accounts in one or more accredited financial institutions as is/are necessary to implement these Bylaws.
b) At the First Board meeting of each fiscal year, the Board shall develop a budget. Said budget shall be approved by two-thirds of the Board of Directors present at any properly convened meeting.
c) The Treasurer shall present the current financial statement at each Board meeting.

11) **Rules Compliance Committee**:

a) Each registration period will include a copy of and require each member to sign acknowledgment of the PBSSA Code of Conduct and emergency contact information.
b) The committee will consist of the Rules Compliance Committee (RCC) Chairperson and include two (2) League Member Representatives appointed by the Commissioner.
c) The committee will investigate all the written allegations of Bylaw infractions, rules violations reported, complaints, and any other violations or infractions as the Board deems appropriate.
d) In the event a member of the Rules Compliance committee is asked to investigate an infraction, complaint, or violation concerning his/her own Team, the Commissioner will remove that committee member, and temporarily assign a League Member Representative from a team not involved in the infraction, complaint, or violation.
e) If any dispute arises over the meaning, intent or application of any bylaw or Rules provision in the context of an incident or appeals hearing, the committee's interpretation of the rule shall be binding on all parties involved.
f) All RCC recommendations are final unless overturned by a 75% vote of the Board during the appeal process.
g) Complaint Defined
    a) An alleged Bylaw or rules infraction, actual or perceived.
    b) A complaint filed against a League Member's actions or to include its Representatives, managers, or players. An alleged confrontation, which

occurred in the playing area, or an adjacent area, between League Member's, or observers.

h) League Authority and Discipline Procedures:

   (i) Any incident reported to, or witnessed by, any league member or observer should be submitted, via email, to the RCC Chairperson. Incidents should be reported within 48 hours of the occurrence, to ensure that the response can be managed in a controlled fashion. When the RCC Chairperson has been informed of a Complaint Submission to the RCC Chairperson they will inform the "accused" League Member of the complaint filing. Once a complaint is received by the RCC Chairperson, he/she will notify all parties involved League Member Manager of the complaint. The "accused" party(ies) will have 24 hours to respond by email to the RCC Chairperson regarding the complaint. Failure to respond will result in the complaint being determined valid. The RCC Chairperson will forward the response to the filing party(ies) The subject of the complaint shall be given an opportunity to respond directly to the RCC Chairperson. Once the accused party issues a written response to the RCC Chairperson, the Rules Compliance Committee will attempt, either in writing or on the phone, to resolve the issue between the parties within 24 hours. If the involved parties cannot agree on a solution, or the Rules Compliance Committee determines the alleged incident may violate a Bylaw or be severe in nature, the RCC Chairman will contact the Secretary and both parties to inform them that an Investigation of the Complaint will be conducted and that a recommendation for further action will be presented to the Board.

i) Investigation of the Complaint

   (i) The Rules Compliance Committee will investigate the complaint by reviewing all information from eyewitnesses, documentation, and videotape if applicable.

   (ii) The Rules Compliance Committee will act in an unbiased manner. Any member of the Rules Compliance Committee who is also a party to the complaint will recuse themselves from the investigation and findings.

      (a) The Rules Compliance Committee will make their best faith effort to complete their investigation within the time limit set by the Commissioner. Should the Committee be unable to complete their investigation by the time limit set, the Committee shall present the reasons for the delay to the board. The board will then vote either to grant the Committee specific additional time to complete their investigation, or to immediately move the Complaint to an Incident Hearing.

(b) At the conclusion of the investigation, the Rules Compliance Committee Chairperson will present the results of the investigation to the Board with a recommendation to prefer charges, or with a recommendation to dismiss the complaint as without merit.

(c) The Committee's recommendation shall include an explanation of the basis for the Committee's decision.

j) Appeals

(1) Should a member request an appeal they will be granted an incident hearing which will be conducted by the Board. The **Commissioner** will chair the hearing and set the time for said hearing. The commissioner will determine who will be allowed as a witness and allow each witness a maximum of five (5) minutes to speak.

(2) All hearings will be informal, and the rules of evidence will not apply. Board decisions shall be binding.

(3) The assessment of penalties shall not occur until a determination of guilt or innocence has been made on each alleged infraction. Any discussion of the mitigation of penalties shall be held during the discussion of penalties.

(4) May be amended by the affirmative votes of the voting members of the Board of Directors, or by a majority vote of the members present at the annual general membership meeting of PBSSA, or at a special meeting of the members called for purposes of amending.

12) **Insurance**

a) The League shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

13) Indemnification/Hold Harmless

a) The Board of Directors may authorize indemnification of any agent of the organization (including a Director, officer, employee, or other agent) for expenses, judgments, fines, settlements, and other amounts incurred in connection with conducting that agent's duties.

14) Conflict of Interest

a) PBSSA requires that its Board members avoid any conflict or appearance of conflict between their own interests in dealing with all suppliers, contractors, and all other organizations or individuals doing or seeking to do business with PBSSA.
b) A Board member who has any direct or indirect financial interest in the outcome of any transaction with the League, whether individually or through a company, shall disclose such interest to the Board. The Board or Committee member shall not be eligible to vote on any motion or resolution or participate in discussions related to such interest.
c) To avoid the appearance of impropriety, under no circumstances shall Board members accept gifts from existing and prospective vendors, suppliers, or contractors.
d) The Administration shall seek approval from the Board for any purchases of supplies, equipment, or services (such as those involving investment, insurance, or finance) that are made by those companies where a member of the Board works or has proprietary or financial interest.

(15) Process for Amending By-laws

a. Any provision of these By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the affirmative vote of two-thirds of the Directors physically present at any Board meeting. Notice of such a meeting shall be posted on the Association Website at least one (1) week prior to the meeting and shall set forth the proposed changes.

Job Descriptions

The Officer Duties described within these Bylaws may be expanded upon within the
PBSSA Policies and Procedures documents.

COMMISSIONER
ASST. COMMISSIONER
TREASURER
SECRETARY

Commissioner:

a. The duties of the Commissioner shall be those normally associated with this office, and
b. include but are not limited to the following:
c. Acting as the principal executive officer of the League and principal spokesperson for
d. PBSSA with respect to the public.
e. The Commissioner shall schedule, convene, and lead all League meetings in
f. accordance with these Bylaws.
g. The Commissioner will hear all other points of view before voicing an opinion during an
h. Incident Hearing.
i. The Commissioner may sign all legal documents along with the Secretary.
j. The Commissioner will recommend individuals for appointments to all committees.
k. The Commissioner subject to Board approval may create committees deemed necessary, to efficiently carry out the goals of the League.
l. The Commissioner shall recommend to The Board an individual to fill a vacated position.
m. The Commissioners primary duty is to work to improve the PBSSA in accordance with
n. the values and goals of the Palm Beach Senior Softball Association as stated in the PBSSA Mission Statement.

Assistant Commissioner.

a. The duties of the Asst. Commissioner shall be those normally associated with this office and include but are not limited to the following:
b. The Assistant Commissioner shall be the presiding Executive Officer over all appeals and hearings, ensuring that the proper process is followed as stated in the Bylaws.
c. The Assistant Commissioner shall also have such duties as are assigned by the
d. Commissioner and shall preside at all Board Meetings in the absence of the Commissioner.

Treasurer:

a. The duties of the Treasurer shall be those normally associated with this office and
b. include having charge of all monies and receipts of the League and depositing the same in the name of the Association in a depository designated by resolution of the PBSSA Board of Directors.
c. Only the Commissioner, Assistant Commissioner and the Treasurer shall have access to PBSSA Bank accounts.

d. The Treasurer shall disburse funds as authorized by the PBSSA Board of Directors.The Treasurer will provide a written Treasurer's Report of all deposits and expenditures at every regular League meeting. This Report will be read into the record and voted on for acceptance by the Board of Directors.
e. The Treasurer's Report will be given to the Secretary to be included in the meeting minutes.

Secretary:

a) The Secretary shall be responsible for those duties normally associated with this office including, but not limited to, the keeping of minutes of all League meetings.
b) The Secretary shall perform such duties as may be required by the Commissioner.
c) The Secretary shall ensure that the Association adheres to the Bylaws and that all PBSSA Board meetings are conducted in accordance with Roberts' Rules of order and these Bylaws.
d) Minutes of the previous League meeting will be read to, and approved by, the PBSSA Board at the beginning of each League meeting.
e) The Board of Directors may appoint an Assistant Secretary to assist the Secretary in
f) fulfilling these duties.
g) The Secretary shall maintain the following documents and ensure that these documents are posted and maintained on the PBSSA website.
    i. All Bylaws
    ii. Filed minutes from all PBSSA Board meetings.
    iii. Articles of Incorporation for the PBSSA
    iv. PBSSA Budget