

ARTICLE I

NAME, LOCATION AND PURPOSE OF ORGANIZATION

Section 1. Name.

The name of the organization shall be the Tuesday Morning Softball League (hereinafter referred to as the Tuesday Morning League, TMSL, or TML).

Section 2. Location.

The organization primarily plays its games at the La Vista Sports Complex in La Vista, Nebraska.

Section 3. Purpose.

The primary purpose of the organization is to promote the sport of softball, encourage a healthy senior lifestyle, and provide a setting for friendships and team building.

Section 4. Use of Name and Marks.

The name “Tuesday Morning Softball League,” along with the abbreviations TMSL and TML, and any associated logos, designs, or branding (collectively referred to as the “League’s Name and Marks”) may not be used by any person, team, group, or entity for any event, tournament, advertisement, promotion, website, social media account, merchandise, sponsorship, or any other public activity without the prior permission of the Board of Directors. Unauthorized use is strictly prohibited.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Number.

There shall be a Board of Directors consisting of not fewer than four (4) nor more than six (6) members, including the Commissioner.

Section 2. Non-Discrimination.

No person shall be denied the opportunity to serve on the Board of Directors because of race, sex, age, religion, national origin, or playing ability.

Section 3. Power of the Board of Directors.

The Board of Directors shall manage and control the property, affairs, and business of the organization. All decisions shall be made available to the members of the organization except in specific cases such as medical issues or disciplinary infractions. In those cases, the Board may modify the reporting to protect personal privacy.

Section 4. Commissioner's Role on the Board.

The Commissioner shall serve as a non-voting member of the Board of Directors and shall be entitled to participate fully in all discussions. In the event of a tie vote, the Commissioner shall cast the deciding vote. The Commissioner shall have no veto power over any motion approved or defeated by the Board.

Section 5. Quorum.

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. Proxy voting shall not be allowed. If a quorum is not present, the meeting may proceed for discussion purposes only. No official votes may be taken, except that the Commissioner may approve routine Secretary and Treasurer reports.

Section 6. Resignation and Removal.

Any Director may resign at any time by giving written notice to the Board of Directors. Resignation shall take effect upon acceptance by the Board.

Any Director or the Commissioner may be removed from their Board position, with or without cause, by a majority vote of the Board of Directors at a meeting called for that purpose or during a closed session of a general membership meeting. Following removal from the Board, the voting members of the Board of Directors may determine, by a two-thirds (2/3) vote, whether the removed individual may continue participating as a player/member, shall be suspended for a specified period, or shall be permanently barred from the organization.

In the event of a vacancy due to resignation or removal, the Commissioner may appoint a replacement with the approval of a majority of the remaining voting Board members. The appointment shall serve until the next annual election. If the Commissioner is removed, the remaining voting Board members shall first select an interim Commissioner from among themselves to serve until the next annual election. The interim Commissioner may then appoint a replacement for their former Director position, subject to majority approval of the remaining Board.

Section 7. Fiscal Year.

The fiscal year of the organization shall be from November 1 to October 31, unless otherwise changed by resolution of the Board of Directors.

Section 8. Meetings.

The Board of Directors shall hold an Annual Meeting of the organization at a date and time determined by the Board, normally during the season and prior to the final day of play. The Annual Meeting shall include the election of open Board positions, a financial report, and an opportunity for members to gather socially.

Regular meetings of the Board of Directors shall be held no fewer than four (4) times per year, with the goal of monthly meetings. These meetings may be held in person or virtually. All regular Board meetings shall be open to league members. The Board may enter closed session (executive session) for sensitive, confidential, or personnel matters. When possible, any planned closed session shall be announced on the meeting agenda and communicated to the membership at least twenty-four (24) hours in advance. However, if an urgent matter arises during a meeting that requires immediate discussion in closed session, the Board may enter closed session by a majority vote of the voting members present.

Section 10. Compensation.

No Director or Commissioner shall receive any compensation or remuneration for their service to the organization. Directors and the Commissioner may be reimbursed for reasonable out-of-pocket expenses incurred in the performance of their duties, provided such expenses are approved in advance by the Commissioner and the Director of Finance (or the Board if either is unavailable).

ARTICLE III MEMBERSHIP

Section 1. Eligibility.

Eligible players must be at least fifty (50) years of age by December 31 of the playing year, unless an exception is approved by the Board of Directors.

Section 2. Registration and Dues.

All players must register annually and pay the required league fees as determined by the Board of Directors.

Section 3. Approval and Conduct.

The Board of Directors reserves the right to approve or deny membership. All members are expected to abide by these bylaws and the League's Code of Conduct. Failure to comply with the Code of Conduct may result in disciplinary action, up to and including suspension or expulsion from the league.

ARTICLE IV

CODE OF CONDUCT AND MEMBER DISCIPLINE

Section 1. Purpose.

The Tuesday Morning Softball League (TMSL) is committed to providing a positive, respectful, and enjoyable environment for all participants. All players, managers, coaches, umpires, and guests are expected to conduct themselves with good sportsmanship and in the best interests of the league.

Section 2. Prohibited Conduct.

Prohibited conduct includes, but is not limited to, the following:

- a. Harassment, verbal abuse, intimidation, or disrespectful behavior toward any player, official, Board member, or guest.
- b. Engaging in gossip, rumors, or malicious criticism that creates division or negatively affects the league's morale or reputation.
- c. Undermining league decisions or operations in a manner detrimental to the organization.
- d. Any other behavior that the Board of Directors reasonably determines is detrimental to the welfare or operation of the league.

Section 3. Enforcement.

The Commissioner and Board of Directors shall have the authority to investigate any alleged violation of this Code of Conduct. Upon finding a violation, the Board may impose discipline by a majority vote.

Possible disciplinary actions include:

- Verbal or written warning
- Removal from a managerial or leadership position
- Probation
- Suspension from games or practices
- Refusal of registration or expulsion from the league for one or more seasons

The affected member shall be notified in writing of the violation. Players on probation, suspended, or expelled may not hold any position on the Board of Directors until the probation or suspension period has ended.

Section 4. Finality.

All decisions of the Board of Directors regarding discipline and membership under this Code of Conduct shall be final. By registering to play in the TMSL, all participants agree to abide by this Code of Conduct and accept the authority of the Board.

ARTICLE V

LIABILITY AND RELEASE

Section 1. Assumption of Risk.

All participants (including players, managers, coaches, and guests) voluntarily participate in TMSL activities and assume all risks associated with the sport of softball, including but not limited to injury, illness, or property damage.

Section 2. Release of Liability.

By registering to play in the Tuesday Morning Softball League, each participant agrees to release, waive, and discharge the league, its officers, Board members, directors, agents, and volunteers from any and all liability for any injury, loss, damage, or claim arising out of or related to participation in league activities.

Section 3. Indemnification.

Each participant agrees to indemnify and hold harmless the league and its officers and Board members from any claims, damages, or expenses (including attorney fees) resulting from their participation in TMSL activities.

Section 4. Registration Requirement.

No person shall be allowed to participate in any league activity until they have completed the annual registration form, which includes acceptance of the Liability and Release provision.

ARTICLE VI

OFFICERS

Section 1. Positions.

The officers of the organization shall consist of a Commissioner and a minimum of three (3) Directors, all of whom together constitute the Board of Directors. No person may hold more than one officer position simultaneously, although a Director may assist another Director with tasks as needed.

Section 2. Duties.

The duties of the officers shall be as follows:

a. **Commissioner.** The Commissioner shall provide leadership, guidance, and consistency to the Board and the organization. The Commissioner may form committees, appoint individuals to fill vacant Director positions (subject to Board approval), and serve as the primary point of contact for

external organizations. The Commissioner shall have no veto power over decisions made by the Board.

b. **Director of Finance.** The Director of Finance shall maintain a full and accurate accounting of all league income and expenses, including the retention of receipts and financial records. This Director shall prepare a proposed annual budget for Board review and approval prior to March 1 and shall arrange for a formal financial audit to be completed by June 1 of every even-numbered year.

c. **Other Directors.** The remaining Directors shall be responsible for duties including, but not limited to, scheduling, rules and umpires, communications, player personnel, and procurement. These duties may be shared or reassigned among Directors as necessary.

Section 3. Term of Service.

The term of office for each Director shall be two (2) years. The term of office for the Commissioner shall be three (3) years. Notice of upcoming open positions shall be announced at least sixty (60) days prior to the annual election meeting.

Section 4. Vacancies.

In the event of a vacancy on the Board of Directors, the Commissioner may appoint an interim replacement with the approval of a majority of the remaining voting Board members. The interim appointment shall serve until the next annual election meeting.

If the Commissioner position becomes vacant, the remaining voting Board members shall elect an interim Commissioner from among themselves to serve until the next annual election. The interim Commissioner may then appoint a replacement for their former Director position, subject to majority approval of the remaining voting Board members.

Section 5. Board Committees.

All committees shall be advisory in nature. Each committee shall be chaired by a Director and may include other members of the organization. Committees shall report their findings and recommendations to the Board of Directors. All committee reports shall be included in the minutes of the Board meeting at which they are presented.

ARTICLE VII ELECTIONS

Section 1. Process.

Final nominations for open Board positions shall take place at the Annual Meeting of the organization, as described in Article II, Section 9. Voting, in most cases, will be conducted online.

Section 2. Nominations.

A call for nominations for open Board positions shall be made at least sixty (60) days prior to the Annual Meeting. Any league member may express their intent to be a candidate. A member may also nominate another league member, provided the nominee agrees to accept the nomination. Nominations will remain open until a date specified by the Board, but no later than the start of the Annual Meeting.

Section 3. Unfilled Positions.

If no candidate is nominated for an open Director position, the Commissioner may appoint a league member to fill the position for a term of one (1) year. This appointment requires the approval of a majority of the voting members of the Board of Directors. A Director position may also remain vacant provided the minimum number of Directors required in Article II, Section 1 is maintained.

ARTICLE VIII OTHER COMMITTEES

Section 1. Appointment.

The Commissioner or the Board of Directors may establish additional committees as needed by a majority vote of the Board. Each committee shall normally be chaired by a member of the Board of Directors.

Section 2. Membership.

The chairperson of any committee may appoint members of the organization to serve on that committee without a formal Board vote. Once a committee has been formed, it may not be dissolved except by a majority vote of the Board of Directors.

Section 3. Removal.

Any member of a committee may be removed by a majority vote of the Board of Directors.

ARTICLE IX
AMENDMENT OF BYLAWS

Section 1. Amendments.

These bylaws may be amended or repealed by a two-thirds (2/3) vote of the voting members of the Board of Directors at any regular or special meeting, provided that the proposed amendment has been submitted in writing to the Board at least thirty (30) days prior to the meeting.

Section 2. Rules of Order.

All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, Newly Revised, except as otherwise provided in these bylaws. Any procedural questions not addressed in these bylaws shall be decided by the Commissioner or the presiding officer.

ARTICLE X
APPROVAL AND ADOPTION

We, the undersigned members of the Board of Directors of the Tuesday Morning Softball League, certify that we have reviewed these bylaws and hereby approve and adopt them as the official governing document of the organization.

Approved on: _____

Signatures:

Commissioner: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____