

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Updated as of: January 7, 2017

Table of Contents

Article I: Recitals and Definitions	
Section 1. Name of Corporation.	2
Section 2. Corporation is Nonprofit.	2
Section 3. Specific Purpose.	3
Article II: Principal Office	
Section 1. Location of Principal Office	3
Article III: Membership	
Section 1. Membership.	3
Section 2. Membership Applications.	3
Section 3. Membership Classes.	3
Section 4. Non-Liability of Members.	4
Section 5. Insurance.	4
Section 6. Waiver and Indemnification.	4
Article IV: Membership Meetings	
Section 1. Place of Meeting.	5
Section 2. Regular General Meetings.	5
Section 4. Regular General Meetings.	5
Section 5. Record Date to Determine Notice and Voting Rights.	6
Section 6. Regular General Meeting Procedure.	6
Article V: Membership Voting	
Section 1. Member Voting Rights.	6
Section 2. Eligibility to Vote.	7
Section 3. Quorum Requirements.	7
Section 4. Manner of Casting Votes	7
Section 5. Action by Written and/or Electronic Ballot without a Meeting.	8
Article VI: Board of Directors	
Section 1. General Powers.	9
Section 2. Number and Qualification of Directors.	9
Section 3. Term of Office.	9
Section 4. Election of Directors.	10
Section 5. Election Procedure.	10
Section 6. Removal of Directors.	11
Section 7. Vacancies on Board of Directors.	12
Article VII: Director's Meetings and Executive Sessions	

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Section 1.Place of Meetings.	12
Section 2.Director's Meetings.	12
Section 3.Executive Sessions of the Board.	13
Section 4.Attendance by Members.	13
Section 5.Quorum Requirements.	13
Section 6.Waiver of Notice.	13
Section 7.Adjournment.	14
Section 8.Emergency Action by the Board Without a Formal Meeting.	14
Section 9.Compensation.	14
Article VIII: Duties and Powers of the Board	
Section 1.Specific Powers.	15
Section 2.Limitations on Power.	16
Article IX: Committees	
Section 1.	17
Section 2.Appointment to Committees.	18
Section 3.Chairmen.	18
Section 4.Membership and Function of Committees.	18
Article X: Officers	
Section 1.Officers Generally.	18
Section 2.Subordinate Officers.	19
Section 3.Resignation of Officers.	19
Section 4.Vacancies.	19
Section 5.President.	19
Section 6.Vice President.	19
Section 7.Secretary.	19
Section 8.Treasurer.	20
Section 9.Communications Director	21
Section 10.Field Maintenance Director	21
Section 11.Special Events Director	21
Article XI: Fees, Assessments and Finances	
Section 1.Association Fees and Assessments.	22
Section 2.Checks.	22
Section 3.Operating Account.	22
Section 4.Other Accounts.	22
Section 5.Budgets and Financial Statements.	23
Article XII: Miscellaneous	
Section 1.Inspection of Books and Records	23
Section 2.Designation of Fiscal Year.	24
Section 3. Indemnification of Association Agents.	24
Section 4.Logo.	24
Section 5.Corporate Seal.	24

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Section 6.Construction and Definition.	25
Section 7.Disciplinary Procedures.	25
Section 8.Methods of Discipline.	25
Section 9.Forfeiture of Fees.	25
Section 10.Enforcement Rights and Remedies of the Association; Limitations Thereon.	25
Section 11.Limitation on Disciplinary Rights.	26
Article XIII: Amendment of Bylaws	
Section 1.Amendment In General	26
Section 2.Effective Date of Amendment	26
Section 3.Reliance on Amendments	27

ARTICLE I: **RECITALS AND DEFINITIONS**

Section 1. Name of Corporation.

The name of this corporation shall be Gold Country Senior Softball Association, Inc. and shall be referred to herein as the "Association or GCSSA."

Section 2. Corporation is Nonprofit.

This corporation is a Nonprofit Public Benefit Corporation and is not organized for private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

Section 3. Specific Purpose.

The specific purpose of this Association is to provide a structure under which a Senior League Softball Association shall function.

ARTICLE II: **PRINCIPAL OFFICE**

Section 1. Location of Principal Office

The Principal office of this Association shall be located at such place as the Board of Directors may from time to time, designate by resolution.

ARTICLE III: **MEMBERSHIP**

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Section 1. Membership.

Any individual meeting the requirements as specified by the GCSSA bylaws herein.

Section 2. Membership Applications.

Applications for membership may be presented to any Board Member. No applicant shall be entitled to the rights and benefits of membership until they have paid the established membership fee.

Section 3. Membership Classes.

There are three (3) classes of membership, the entitlements of which run for a period of one (1) year, from opening day of playing season to the following year's opening day.

a. Regular League Membership

- (i) Applicant pays established League Membership Dues and actively participates in Regular League Play.
- (ii) Applicant must be age fifty (50) or will turn age fifty (50) by December 31 of the current playing year.

b. Associate Membership.

- (i) Team Sponsor - Any individual or organization sponsoring a GCSSA Team is, upon paying such sponsorship fees, an Associate Member of the GCSSA.
- (ii) Previous GCSSA Members who no longer actively play may become A GCSSA Associate Member providing: They have been a GCSSA Member in good standing for at least one (1) year, and they must pay the annual established fee.

This class of membership pays a fee as established by the Board of Directors each year, by resolution. Upon such payment, may participate in GCSSA activities, attend meetings, speak to issues, but cannot vote or hold office either elective or appointive.

c. Honorary Membership.

- (i) Individuals of distinction who have won recognition may be considered for this membership.

Section 4. Non-Liability of Members.

No member of this Association shall be personally liable for the debts, liabilities, or

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

obligations of the Association.

Section 5. Insurance.

The Association does not provide Accidental Death and Dismemberment, Disability or Medical Insurance for GCSSA members. Individual Association members are responsible for acquiring their own insurance coverage, as they may deem appropriate.

Section 6. Waiver and Indemnification.

Prior to joining the GCSSA, each member must agree and sign the following statement as stated on the player application form:

I understand that there are risks in participating in GCSSA League play. In my being permitted to play in the GCSSA, I knowingly and freely waive or give up claims I might otherwise have against Western Gateway Park District, its officers, directors, managers, and employees; the GCSSA, its directors, officers, team managers, umpires, scorekeepers or any other GCSSA league player arising from any personal injury or property damage that I may suffer during or as a result of my participation in GCSSA league activities. Furthermore, in consideration of my being permitted to participate in GCSSA league activities, I agree to indemnify and hold harmless the above named entities from any and all claims that might be brought by third parties for injuries or economic harm I may suffer. I understand the importance of this waiver and the effect it may have on my rights and in freely signing this waiver state that this is not a mere recital.

Waiver and Indemnification language shall be included in all Association membership applications and must be signed by each Association applicant as a condition to being permitted to participate in Association activities.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1. Place of Meeting.

The meetings of the members shall be held at a place and time as designated by the Board.

Section 2. Regular General Meeting Occurrences.

Regular General Meetings shall be held three(3) times per year, in March, August and shortly after the completion of the weekday season. These are mandatory meetings. The board may, at its discretion, hold additional meetings. The exact date, time and location of

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

these meetings shall be set forth in the notice calling for the meeting.

Section 3. Regular General Meetings.

Notice of a Regular General Meeting of Members shall:

- a. Be given in writing as provided in subsection (e) of this section to each Member who, as of the record date established by Section 5 of this Article, is entitled to receive notice.
- b. Specify the date, place and time of the Regular General Meeting and those matters which the Board, at the time the notice is given, intends to present for action either by the Board or by the members present at the Regular General Meeting. Except as provided in Article V, , the Association Members may present any proper matter at a Regular General Meeting for action by the Board of Directors.
- c. Be given by e-mail addressed to each Member either at the address of the Member appearing on the Member's application for Association membership or the address given by the Member to the Association for the purpose of notice, and posted on the league web site. Notice of a Regular General Meeting contained in a GCSSA email and on the website, shall comply with these notice requirements.
- d. Be given not less than ten (10) or more than fourteen (14) before the Regular General Meeting.

Section 4. Record Date to Determine Notice and Voting Rights.

The record date for the purpose of determining the Members entitled to notice of any meeting of the Members and eligibility to vote at a Membership meeting or to cast written ballots in accordance with Article V. Sections 4 and 5 of these Bylaws shall be those Members in good standing as of the completion of the draft for both leagues.

Only Members of record as of this date are entitled to notice as provided by this Article or eligible to vote as provided in Article V.

Section 5. Regular General Meeting Procedure.

All Regular General Meetings of the Association shall:

- a. Be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the GCSSA. All meetings are to

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

be conducted in a civil and constructive manner.

b. Conduct the following Order of Business:

(i) Call to Order

(ii) Read Minutes of the Last Meeting (optional only, unless a specific request is made.)

(iii) Treasurer's Report

(iv) Committee Reports

(v) Communications

(vi) Old Business

(vii) New Business

(viii) Good of the Association

(ix) Adjournment

ARTICLE V: MEMBERSHIP VOTING

Section 1. Member Voting Rights.

On each matter submitted to a vote of the members, by written and/or electronic ballot, in accordance with Sections 4 and 5 of this Article V, or at a meeting of the Members called and held pursuant to Article IV hereof, each Member shall be entitled to one vote.

Section 2. Eligibility to Vote.

Members entitled to vote at any meeting of Members should be those who are Members in good standing as of the date determined in accordance with Section 5 of Article IV hereof. In order to be in good standing a Member must be current in the Dues and Assessments that may be established by the Board of Directors by resolution. Players removed or suspended from the league for personal behavior issues as called out in the bylaws, or Rules of Play will not be entitled to vote at any member meeting or on any ballots.

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Section 3. Quorum Requirements.

- a. The following quorum requirements must be satisfied for any meeting of the Members or action by written ballot pursuant to Sections 4 and 5 of this Article V:
 - (i) Posted mail and/or Electronic mail Ballots. In case of a mail ballot the quorum shall be 50% of those Association Members in good standing eligible to vote, or as more particularly described otherwise established in these Bylaws.
- b. Ballot voting is required for electing board members, financial expenditures requiring member approval and all bylaw changes.

Section 4. Manner of Casting Votes

- a. Voting in Director Elections. Members eligible to vote in any annual election of Directors are entitled to cast one vote per each vacancy on the Board. No more than one vote may be cast for any one vacancy. If written or mail ballots are utilized, the number of votes for candidates must be less than or equal to the number of open seats, otherwise, the ballot will be invalid.
- b. In the case of written and/or electronic ballots, the election committee will have the final determination on the validity of any ballot that has been questionably marked.

Section 5. Action by Written and/or Electronic Ballot Without a Meeting.

- a. Any matter or issue requiring the vote of the Members, including the election of Directors, may be submitted for a vote by written and/or electronic ballot without the necessity of calling a Regular Meeting of the members so long as the procedures in this Section 5 are observed. The determination to seek Member approval for Association action by written and/or electronic ballot shall be made by a majority of the Board or by eligible Members possessing fifteen (15) percent of the total votes of the Membership signing a written request and delivering this request to the President, Vice-President or secretary of the Association.

In the event that any matter or issue is to be voted upon by written and/or electronic ballot, the Board shall establish a record date in accordance with Article IV, Section 5 of these Bylaws and shall distribute the election material by e-mail to every Member not less than ten (10) days prior to the final date established by the Board for the receipt and counting of ballots. Those who do not have an email address will be provided with one by the league for voting purposes.

The written and/or electronic ballot shall set forth the proposed action to be voted upon,

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

provide an opportunity to express approval or disapproval of the proposal and shall provide a reasonable time within which to return the written and/or electronic ballot to the Association.

- b.** Approval by written and/or electronic ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds 50% of the voting membership.
- c.** All solicitations of written and/or electronic ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and, with respect to written and/or electronic ballots other than for the election of Directors, shall state the percentage of affirmative votes necessary to approve the measure submitted.
- d.** With the exception of written mail ballots cast in the election of Directors, upon tabulation of the written mail ballots, the Board shall notify the Members within three (3) days of the close of balloting of the outcome of the balloting process. If insufficient written and/or electronic ballots to constitute a quorum are cast, the Board shall so notify the Members.
- e.** Once exercised, a written and/or electronic ballot may not be revoked.
- f.** Use of the written and/or electronic ballot voting procedure in the election of Directors shall be subject to the additional rules specified in Article VI, Section 4, below.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. General Powers.

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Declaration, Articles of Incorporation and these Bylaws relating to action required to be approved by the Association Members, the business and affairs of the Association shall be conducted and all corporate powers shall be vested in and exercised by or under the direction of the Association's Board of Directors. Unless required by other sections of these Association Bylaws any action taken or authorized to be taken by the Association Board of Directors need only be approved by a majority of the Board of Directors.

Section 2. Number and Qualification of Directors.

- a.** The Association Board of Directors shall consist of seven (7) Association Regular Members in good standing with all Association fees and assessments current

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Section 3. Term of Office.

- a. All Directors/Officers of the Association shall be elected to a two (2) year term of office. Each Board of Director position shall be numbered consecutively from one (1) to seven (7). Even numbered Director positions, Two, Four, and Six (2,4,6) shall be filled by Membership elections held in even numbered years. Odd numbered Director positions, One, Three, Five and Seven (1,3,5,7) shall be filled by Membership elections held during odd-numbered years. Directors may not serve more than two (2) consecutive terms on the Association Board. Any portion of a term being filled in as a vacancy will not count toward the two(2) consecutive term limit. Association members newly elected to the Association Board shall commence their terms of office at the End of the Season General Membership meeting.
- b. A Director/Officer elected or appointed to fill a vacancy on the Board resulting for reasons other than expiration of the Director's term, shall hold office for the balance of the term represented by the vacancy.
- c. Outgoing Directors/Officers give their final reports, written if required, i.e. Finance Report, at the End of the Season General Meeting. Their term ends at the close of this meeting. Outgoing directors/officers must turn in any league equipment, software, computer files, and any other materials pertinent to league business, or items purchased by the league for their use, at that time.

Section 4. Election of Directors.

- a. The annual election of Directors shall be conducted in accordance with Article V and is held each year on a date established by resolution of the Board of Directors with the election results to be announced at the End of The Season general meeting.

Section 5. Election Procedure.

- a. The chairman of the election committee will announce the number of board vacancies so the Secretary can publish the list of candidates in the August Meeting Notice to Members, which is at least ten (10) days prior to the meeting. All members in good standing are eligible to run for the board. The board must secure at least one candidate for each vacancy before the election can be held.
- b. Election Committee Process. The Committee is responsible to:
 - (i) Design and produce a written and/or electronic Ballot which includes:

Voting Instructions

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Lists the Candidates, and if available, a candidate's statement

States the deadline for ballot return

Include a self-addressed return envelope(no stamp) with the written ballot.

E-Mail an electronic ballot to the Members or distribute written ballots to Association Membership at League games.

- (ii) The Committee meets within three (3) days after the established valid balloting deadline.
- (iii) The written Ballots are opened and two pairs of two do the tallying, separately. (Chairman and three Members) for tallying written ballots. Electronic ballots will be tallied automatically and added to the written ballot tally.
- (iv) The tally is verified, results listed and signed by all four members.
- (v) The Chairman submits the written, signed results, to the Board of Directors.
- (vi) The Board of Directors announces and records the election results Within 2-3 days of the completion of the vote count.
- (vii) The board verbally reports the election results at the End of the Season General Meeting. The President files the election results for inclusion in the league records.

Section 6. Removal of Directors.

- a. The Board of Directors shall remove a Director and declare his office vacant if during his term of office he has:
 - (i) Been declared of unsound mind by court order or
 - (ii) Been convicted of a felony; or,
- b. The Board of Directors may remove a Director and declare his office vacant if during his term of office he has:
 - (i) Experienced three of more unexcused absences established or duly noticed in accordance with the provisions of Article IV of these Bylaws and California law: or
 - (ii) Fails to maintain his status as a GCSSA Member in good standing.

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

c. Removal by Members. The Association Members may take action to remove a Director or Directors provided that:

(i) A petition must be presented in person to the President, Vice-President or Secretary of the Association that carries the signatures of eligible voters representing at least 25% of the total eligible voting membership.

Such petition must contain a statement describing the reason(s) the petitioners are seeking the Director's removal; the signature of each petitioner in his own handwriting; the identity of the sponsors of the petition; and fulfill all other requirements required by law.

(ii) Within ten (10) days after receipt of such petition, the Board shall either call a special Meeting or announce the procedures for conducting a written and/or e-mail ballot of the Members to vote upon the petition.

A written and/or electronic ballot shall be conducted not less than ten (10) or more than fourteen (14) days after the petition is presented.

If the Board fails to set a date for, and give the Members notice of, such meeting or written mail ballot within ten (10) days, the Members initiating the petition may call such meeting on their own initiative without Board approval or sanction.

(iii) The Director(s) whose removal is being sought shall have the right to rebut the allegations contained in the petition orally, in writing or both. If in writing, such rebuttal shall be emailed or mailed by the Association or otherwise provided to the Membership with the ballot.

(iv) In order to remove a Director a two-thirds (2/3) majority vote of the below listed quorums are required prior to any such voting and/or removal.

If to be voted upon by written and/or electronic ballot, said balloting shall be conducted in accordance with Article V, hereof. A quorum of fifty (50%) percent of the total eligible Membership voting power must respond to satisfy a quorum.

If the vote results in a tie, or if there are insufficient mail and/or electronic ballots returned, the removal action will have failed.

Section 7. Vacancies on Board of Directors.

a. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the death, resignation or removal of a Director.

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

- b.** Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors though less than a quorum or by a sole remaining Director unless the vacancy is created through removal of a Director by the Members, in which case the vacancy shall be filled by the affirmative vote of a majority of the Membership voting by written and/or electronic ballot in accordance with Article V.

Furthermore, the Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors by an election conducted by written and/or electronic ballot in accordance with Article V.

- c.** Reduction of the authorized number of Directors by amendment of these Bylaws shall not have the effect of removing any Director before that Director's term of office expires.

**ARTICLE VII: DIRECTOR'S MEETINGS AND
EXECUTIVE SESSIONS**

Section 1. Place of Meetings.

Regular General Meetings of the Association Membership may be held any place that has been designated by the Board and stated in the notice of the meeting.

Section 2. Director's Meetings.

The Association Board of Directors shall meet as often as the needs of the Association demand. The Board of Directors shall meet in response to the call of the President, or in response to the verbal or written request of any two (2) Directors. Written notice of meetings by the Association Board of Directors need not be provided to the Association Membership.

Section 3. Executive Sessions of the Board.

The Board upon call of the President or two or more Directors, shall meet in Executive Session to deal with:

- a.** Litigation in which the Association is or may become a party;
- b.** Personnel matters;
- c.** Member disciplinary actions.
- d.** The minutes of Executive Sessions of the Board shall be kept separately from the minutes of Regular General Meetings and Special Meetings, shall be kept confidential and shall not be subject to inspection without an order from a court of competent

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

jurisdiction.

Section 4. Attendance by Members.

All meetings of the Board, except Executive Sessions, shall be open to Members of the Association. Members' participation shall be permitted subject to restriction in individual instances by the presiding officer or by a majority of the Board Members present.

Section 5. Quorum Requirements.

A quorum for purpose of a Director's Meeting consists of any four (4) Members of the Board. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7 of this Article VII. Every act or decision done or made by a majority of the Directors present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law.

Section 6. Waiver of Notice.

The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if:

- a. A quorum is present; and
- b. Either before or after the meeting, each of the Directors not present, individually or collectively, signs a written waiver of notice, consent to holding the meeting, or an approval of the minutes thereof. The waiver or notice or consent need not specify the purpose of the meeting.

All waivers, consents, and approvals shall be filed with the Association records or made part of the minutes of the meeting. Action by unanimous written consent of the Board shall have the same force and effect as a unanimous vote of the Board at a meeting. The requirement of notice of a meeting shall also be deemed to have been waived by any Director who attends the meeting without protesting before or at its commencement about the lack of notice.

Section 7. Adjournment.

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in Executive Session: provided however, that adjournment to Executive Session can only be effected by approval of a majority of a quorum of the Board and then only for the purposes specified in

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Section 3 above.

If the meeting is adjourned for more than 24 hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the Directors who are not present at the time of the adjournment. Except as herein above provided, notice of adjournment need not be given.

Section 8. Emergency Action by the Board Without a Formal Meeting.

In the event of any situation affecting the Association deemed to be an emergency, any action required, permitted or authorized to be taken by the Board of Directors may be taken without convening a formal Board of Directors meeting, if a majority of the Board, consent in writing to that action taken before or after the Board's action is approved or taken. Such action by written consent shall have the same force and effect as vote of approval by a majority of the Board. Such written consent or consents shall be incorporated into and filed with the minutes of the proceedings at the next meeting of the Board of Directors.

Section 9. Compensation.

Directors, officers and Members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE VIII: DUTIES AND POWERS OF THE BOARD

Section 1. Specific Powers.

Without prejudice to the general powers of the Board of Directors set forth in Article VI, the Directors shall have the power to:

- a.** Select and remove all officers, except those elected, members of committees, agents and employees of the Association and prescribe such powers and duties for them consistent with the law under the Articles of Incorporation and these Bylaws.
- b.** Conduct, manage and control the affairs and business of the Association and its property.
- c.** Establish Policies, Rules and Regulations, subject to provisions of the Bylaws. Policies, Rules and Regulations adopted by the Board shall be consistent with the law, other

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

governing documents and these Bylaws..

- d.** Enforce all provisions of these Bylaws, policies, Rules and Regulations relating to the control and management of this Association.
- e.** Contract for and pay premiums for liability and other insurance and bonds (including indemnity bonds) which may be required from time to time by the Association.
- f.** Contract and pay for indebtedness incurred for material, supplies, equipment, and services that may be required from time to time in relation to the operation of the Association.
- g.** Pay all taxes and all charges, which is or would become an indebtedness owed by the Association.
- h.** Delegate its duties and powers but not its responsibilities.
- i.** Levy and collect fees and assessments from the members of the Association in accordance with the Bylaws.
- j.** Perform all acts required of the Board of Directors under the Bylaws.
- k.** Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Association in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be provided to any Member upon request as provided in Article XII, Section 1 hereof.
- l.** Appoint such committees, as it deems necessary from time to time in connection with the affairs of the Association in accordance with Article IX of these Bylaws.
- m.** Fill vacancies on the Board of Directors, including Officer's positions, or on any committee, except for a vacancy created by the removal of a Director/Officer by the Membership.
- n.** Open bank accounts on behalf of the Association and designate the signatories to such bank accounts.
- o.** Expend monies for items and services that are reasonably necessary for the functioning of the Association. Typical categories of these expense are for the following: uniforms, playing equipment, line marker, park fees, umpire fees, scorekeeper fees, statistician fees, insurance, trophies and plaques, , special GCSSA events, awards picnics, software, and web site. Other than for the categories listed above, any single Major

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Expense or Capital Improvement that exceeds 7% of the annual Association budget will need Membership approval pursuant to ARTICLE VIII, Section 2 (b) of these Bylaws.

- p. Sell, donate or contribute to a non-profit organization any Association property that is no longer needed by the Association
- q. Enforce any disciplinary action against a Member subject to a hearing and due process requirements set forth in Article XII, Sections 7 and 8 of these Bylaws.

Section 2. Limitations on Power.

Without the vote or written assent of the majority of a quorum of the Members voting, either at a duly held meeting of the Members, or by written and/or electronic ballot pursuant to Article V herein, the Board of Directors shall not take any of the following actions:

- a. Enter into a contract, the duration of which is one year and one day or longer, for the furnishing of goods or services to the Association.
- b. Incur expenditure for any Special Major Expense and/or Capital Improvement without the approval by a written and/or electronic ballot, a two-thirds (2/3) majority vote of a quorum of (50%) of those GCSSA Members eligible to vote pursuant to Article V, Section 3 (iii) herein. A Special Major Expense or Capital Improvement is defined as any expense which exceeds 7% of the annual budget, AND does not fall in the "typical" categories described in Section 1 (o) of this Article VIII.
- c. Pay compensation to members of the Board of Directors or Officers of the Association; provided that Directors and Officers can be reimbursed for reasonable out- of-pocket expenses verified in writing, incurred in the discharge of their duties.

ARTICLE IX: COMMITTEES

Section 1.

The Board of Directors shall establish Association Committees as determined to be necessary for the successful functioning of the Association. In addition to those discretionary Committees there shall be three (3) Association Standing Committees. Each Committee shall be responsible to and report its recommendations to the Board of Directors for its ratification, approval and/or recommendations.

- a. Election Committee. This committee shall be selected between July 1st and July 15th of each year and shall consist of three (3) Association Members in good standing selected

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

by the Chair who shall be appointed by the Board of Directors. The Election Committee shall select or draft one candidate for each vacancy on the Board of Directors. The Election Committee shall report their selections to the Association Members at the August Association General Meeting at which time additional nominations maybe made from the floor by Association Members.

- b.** Election Committee Responsibility. Shall be responsible for conducting all written and/or electronic Ballot Elections of Directors.

- c.** Rules Committee. The association Board of Directors shall appoint the Chair of the Rules Committee after the regular season The Chair of the Rules Committee shall be selected from any member of the association who is a member in good standing. The Chair of the rules Committee shall select up to four (4) members of the association to serve on the Rules Committee. This committee shall:
 - (i)** Meet as often as necessary as determined by the Chair or as requested by the association Board of Directors at a location selected by the Rules Committee. Notice of Committee meetings need not be given to the Association members.

 - (ii)** Be responsible for making rule recommendations to the board of Directors. A quorum of the Rules Committee is three (3) members. Approval of recommendations made to the Association Board of Directors requires a simple majority of the Rules Committee present and voting. A Proposal should be made in writing.

 - (iii)** Be responsible for the interpretation of all Senior Softball USA and GCSSA Rules of Play.

 - (iv)** Accept, review and make recommendations to the association Board of Directors regarding proposed rule changes received from individual Association members.

 - (v)** Prepare and distribute to all Association team managers, scorekeepers, umpires and to the web site custodian approved copies of the Association “Rules of Play” prior to the start of League play each year. Although rule changes are discouraged during the year, any changes shall be distributed immediately after adoption.

 - (vi)** Participate in protest hearings per the “Rules of Play”.

- d.** GCSSA Self-Audit: Prior to the August General Meeting the Treasurer shall provide a complete report on the financial condition of the league both at the end of the season and for the fiscal(calendar) year in March.
 - (i)** The treasurer shall provide complete reports on all the financial transactions

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

conducted during the course of the season from August 1st of the previous year to July 31st of the current year. These reports are to be sent out to the membership for review and comment one (1) week prior to the August General Membership meeting.

If discrepancies are found, they should be brought to the attention of the board for clarification or correction.

Section 2. Appointment to Committees.

The Board may, by resolution adopted by a majority of the Directors then in office, appoint committees, each consisting of three (3) or more Members, to serve at the pleasure of the Board. Committees so appointed shall exercise such functions and authority as may be assigned by the Board and/or required by these Bylaws.

Section 3. Chairmen.

The President shall be responsible to appoint and remove chairmen of all committees from the Board appointed committee members.

Section 4. Membership and Function of Committees.

Committee membership shall be limited to Association Members in good standing. The Board of Directors in compliance with these Bylaws shall govern the structure, responsibilities and function of committees.

ARTICLE X: OFFICERS

Section 1. Officers Generally.

The Officers of this Association shall be selected from within the Directors so elected, and consist of a President, Vice-President, Secretary, Treasurer, Communications director, Special Events director and a Field Maintenance director. The Association may also have, at the discretion of the Board, one or more assistant Secretaries, one or more assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 2 following. A Board Member may not hold more than one office concurrently unless designated as an assistant.

Section 2. Subordinate Officers.

The Board may appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws and as the Board may from time to time determine.

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Section 3. Resignation of Officers.

Any Officer may resign at any time by giving written and/or e-mail notice to the Board or the President or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner so prescribed in Article VI, Section 7 of these Bylaws.

Section 5. President.

The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and Officers of the Association. He shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the Board or the Bylaws. The President, or his appointee, shall be responsible for all liaisons with the Western Gateway Park Board of Directors.

Section 6. Vice President.

The Vice-President shall, in the absence or disability of the President, perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. He shall have such other powers and perform such other duties as from time to time may be prescribed by the Board and the Bylaws.

Section 7. Secretary.

The Secretary shall:

- a. Keep a Book of Minutes of all meetings of Directors and Members, with the time and place of holding same, , the name of the directors present at Director's Meetings, the number of Members present at Members Meetings, and the proceedings thereof.
- b. Give notice of all Regular General Meetings as directed by these Bylaws.
- c. Give notice of all meetings of the Membership of the Association as directed by these Bylaws.
- d. Keep and maintain a copy of the Association Bylaws and Articles of Incorporation,

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

certified by the Secretary to be the updated, current governing documents which shall be kept in a book open to inspection by any member at all times during meeting hours upon request.

Section 8. Treasurer.

The Treasurer shall:

- a.** Keep and maintain adequate and correct accounts of the property and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements and other matters customarily included in financial statements.
- b.** Keep and maintain the books and records which shall be provided annually to the membership as more particularly set forth in Article XI, Section 5 (c) herein.
- c.** Deposit , in a timely manner, all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board.
- d.** Disperse the funds of the Association as may be ordered by the Board, and shall render to the President and Directors whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
- e.** Prepare, maintain and present a written statement of current financial condition of the treasury at each monthly meeting of the Board and at each Regular Scheduled meeting of the membership.
- f.** Maintain and securely store all league tax records, contracts, checking accounts and any other financial data required to conduct league business.

If required by the Board, the Treasurer shall be bonded in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control upon his death, resignation, or removal from office.

Section 9. Communications Director

The Communications Director shall:

- a.** Ensure the proper setup and maintenance of the web site.

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

- b. Provide timely updates and communications to the membership regarding meetings, elections, and league business that is deemed appropriate, subject to any exceptions or restrictions contained within the bylaws.
- c. Store and maintain all league records, software or any other data deemed necessary for the proper running of league business.

Section 10. Field Maintenance Director

The Field Maintenance Director shall:

- a. Monitor the issues associated with proper care and maintenance of the fields used by the GCSSA.
- b. Be the liaison for working with the Western Gateway Park personnel to ensure the fields are properly maintained and kept in a safe, playable condition.
- c. Create and maintain a volunteer field maintenance organization that is properly trained to implement incidental field repairs, maintain the equipment owned or used by the GCSSA, and organize the physical assets contained in the equipment trailers.

Section 11. Special Events Director

The Special Events Director shall:

- a. Be the lead coordinator for all GCSSA events including, but not limited to, the league draft, league tournaments, weekend tryouts and awards ceremonies.

ARTICLE XI: FEES, ASSESSMENTS AND FINANCES

Section 1. Association Fees and Assessments.

Association Members are subject to the payment of fees and assessments necessary to conduct the business and affairs of the Association as set forth and established by the Board of Directors in the Association annual budget.

- a. All Association fees and assessments shall be paid prior to the Association players' draft.
- b. The annual proposed Association Budget shall be established and approved by the

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Board of Directors prior to January 1st each year. The Association operating budget shall be prepared by the Association Treasurer immediately after the Association player draft and submitted to the Board of Directors for approval. Thereafter, the Association budget may be revised as necessary by actions of the Board. As part of the budget approval process the Board shall establish the Membership fees and Sponsor fees.

- c. Sponsor Fees shall be established annually by resolution of the Board of Directors.

Section 2. Checks.

- a. All checks or demands for money and notes of the Association shall have two signatures being signed by the Treasurer, and/or the President, and/or one other designated Board Member or signature authority as required by State Law and as the Board of Directors may designate. The signatures of at least two Board members or an Officer and a Board Member (if the designated Officer is not a Board member) shall be required for withdrawal of monies from the Association's accounts.

Section 3. Operating Account.

There shall be established and maintained a cash deposit account(s) into which shall be deposited all monies received in the name of the Association to include all income whether annually established fees and assessments as fixed and determined for all members or money earned by other means. Disbursement from such account(s) shall be for the general need of operation including, but not limited to, maintenance, repairs, improvements, and other expenses of the Association.

Section 4. Other Accounts.

The Board shall maintain any other accounts it shall deem necessary to carry out the Association's purpose, including reserve accounts for replacement equipment, i.e., tractors, storage shed, bases, etc

Section 5. Budgets and Financial Statements.

Copies of the Association budget, once it has been prepared and approved by the Association Board of Directors, shall be made available to any Association member on the league website.

- a. Budget. The Association Board of Directors shall be responsible for the development and approval of the Association Pro-Forma budget for each year. The Pro-Forma budget shall include:

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

- (i) Estimated revenue and expenses;
 - (ii) The amount of the total cash reserves of the Association currently available for replacement or major repair of possessions, and contingencies, for which the Association is responsible;
 - (iii) An itemized estimate of the remaining life of, and the methods of funding to defray repair, replacement or additions to, property and equipment for which the Association is responsible.
- b. Annual Budget Adoption. The Association annual budget shall require only the vote of a majority of the Board of Directors to be approved. Thereafter, the budget may be modified and changed by a vote of approval by a majority of the Board of Directors.
- c. Annual Financial Report. Any pertinent financial data, other than information that is confidential or private to the league, shall be made available to any member requesting this information pursuant to Article XII, Section 1, of these Bylaws.
 - (i) A balance sheet as of the end of the fiscal year;
 - (ii) An operating (income and expenditure(s)) statement for the fiscal year;
 - (iii) A reconciliation of reserve and/or designated restricted accounts.
 - (iv) Complete a physical inventory of assets owned by the league.

ARTICLE XII: MISCELLANEOUS

Section 1. Inspection of Books and Records

- a. The books, records, minutes (except Executive Session Minutes) and Member lists of the Association shall at all times, during reasonable hours, be subject to the inspection of any Member or his duly appointed representative at an agreed upon location for any purpose reasonably related to the Member's interest as such. Inspection rights shall be subject to the Association's right to offer a reasonable alternative to inspection within five (5) days after receiving the Member's written demand (as more particularly set forth in Sections and following of the California Non-Profit Corporation Law).
- b. The Board of Directors shall establish reasonable rules with respect to:

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

- (i) Notice of Inspection;
 - (ii) Hours and days of the week when inspection may be made;
 - (iii) Documentation will be provided electronically, if requested by a member.
- c. Every Director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Association and the physical property and equipment owned by the Association.
- d. Any inspection authorized hereunder or by the California Non-Profit Corporation Law may be made in person or by an agent or attorney and includes the right to make extracts and copies of documents.

Section 2. Designation of Fiscal Year.

The Fiscal Year of the Association shall be designated the same as the Calendar Year.

Section 3. Indemnification of Association Agents.

Any person who is or was a Director, officer, employee or other agent (collectively "Agents") of the Association may be indemnified by the Association for any claims, demands, causes of action, expenses or liabilities arising out of or pertaining to the person's service as an Agent of the Association to the full extent permitted by California Corporations Code Section 7237.

Section 4. Logo.

The Logo shall be a "Gold Panner".

Section 5. Corporate Seal.

The Association may have a seal in circular form having within its circumference the words, "Gold Country Senior Softball Association," founded August, 1983" and "Incorporated 19 November 1992", State of California.

Section 6. Construction and Definition.

Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules or construction and definitions in the California Non-Profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular.

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Section 7. Disciplinary Procedures.

Disciplinary procedures may be taken by the Board of Directors upon allegations of:

- a. Member's intentional failure to comply with the Bylaws of the Association.
- b. A Member's conduct, which is unbecoming or degrading to the Association as determined by the Board.

Section 8. Methods of Discipline.

Methods of discipline that may be taken, in no special order, are:

- a. Reprimand.
- b. Suspension.
- c. Expulsion from the Association.

Section 9. Forfeiture of Fees.

- a. A Member shall forfeit all fees and privileges upon resignation and/or expulsion from the Association.
- b. Exception: The Board, upon receipt of a written request, describing extenuating circumstances or declaration of hardship, may elect to hear an appeal to this Section. Upon such written request, the Board shall acknowledge the request in writing, indicating denial of a hearing, or, setting a date and place for a hearing by the Board within thirty (30) days of the request.

Section 10. Enforcement Rights and Remedies of the Association; Limitations Thereon.

In the event of a breach or violation of any of the restrictions defined in the Bylaws and/or, policies, Procedures, Rules and Regulations contained in any of the Governing Documents by a Member, the Board, on behalf of all other Members, shall enforce the obligations of each Member to obey such restrictions through the use of such remedies as are deemed appropriate by the Board and available in law or in equity, including but not limited to the impositions of fines and monetary penalties, or the suspension of the Member's membership privileges; provided, however, the Association's right to undertake disciplinary action against its Members shall be subject to the conditions set forth in this Section 7. Furthermore, the decision of whether it is appropriate or necessary for the Association to take enforcement or disciplinary action in any particular instance shall be within the sole discretion of the

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

Association's Board.

Section 11. Limitation on Disciplinary Rights.

No penalty, fine, temporary suspension of privileges or expulsion shall be imposed unless the member alleged to be in violation is given at least fifteen (15) days prior notice of the proposed penalty or temporary suspension or expulsion and is given an opportunity to be heard by the Board of Directors or appropriate committee established by the Board with respect to the violation(s) either orally or in writing at least five (5) days before the effective date of the proposed disciplinary action.

Notices. Any notice required by this Section shall, at a minimum, set forth the date and time for an oral hearing or written response, a brief description of the action or inaction constituting the alleged violation and a reference to the specific Governing Document provisions alleged to have been violated.

The notice shall be in writing and may be give by any method reasonably calculated to give actual notice; provided that if notice is given by mail, it shall be sent by first-class or registered mail to the last known address of the Member shown on the records of the Association.

ARTICLE XIII: AMENDMENT OF BYLAWS

Section 1. Amendment In General

These Bylaws may be amended or revoked in every respect only by majority vote of Mail Ballots cast by at least 50% of the current Membership in good standing. For purposes of this Article, Mail Ballot is defined as either e-mail or printed ballot sent in by mail or hand delivered by the voting Association Member.

Section 2. Effective Date of Amendment

Any amendment to these Bylaws will be effective immediately upon approval by the Members and posting on the GCSSA Website with effective date included. The Secretary shall certify the adoption of any amendment and ensure the Amendment is included in the Association corporate records.

Section 3. Reliance on Amendments

Article XIII will take precedence over any and all other GCSSA Bylaws that may

**BYLAWS OF
THE GOLD COUNTRY SENIOR SOFTBALL ASSOCIATION, INC.**

directly or indirectly affect the Amendment process. Any amendment made in accordance with the terms of this Article (XIII) of the current Bylaws shall be presumed valid.