

**BY-LAWS OF
REDWOOD CITY SEÑORS SOFTBALL CLUB**

**DBA
REDWOOD SEÑORS SOFTBALL CLUB, INC.**

ARTICLE I – PRINCIPAL OFFICES

Section 1 - Offices

The principal office of the Corporation (AKA ‘the Club’) for the transaction of its business is located in the County of San Mateo, State of California.

ARTICLE II - MEMBERS

Section 1 - Members

Members shall be eligible to hold office, vote and participate fully in all Corporate activities. The property and rights, interest and privileges of each member shall be equal.

(a) Qualifications:

Any person at least age forty-nine (49) who will be fifty (50) during the calendar year of enrollment will be eligible for membership in the Corporation, at which time he/she will be assigned to an interleague team. Any person the age of forty-eight (48) or forty-nine (49) who will turn fifty (50) in the following calendar year will be eligible for membership in the Corporation after October 1st of the current calendar year. All members are required to carry their own medical insurance.

(b) Admission

All new applicants must submit a written application along with proof of their age, and their first year dues payment. All new applicants must also successfully meet the following minimum requirements:

1. Possess a basic knowledge and understanding of the game of senior softball and what is expected of a player.
2. Have the physical agility and ability to safely play the game.
3. Be observed by no less than two (2) members that can certify the applicant’s basic knowledge of the game and overall playing ability.

New applicants do not become members until such time as all of the above requirements have been successfully completed. If an applicant is found not meeting these requirements, any dues payment will be returned to them.

(c) Dues

All members are required to pay annual dues except 80 or older players. Dues are payable January 1st of each year. After that date players are no longer members until their dues are paid in full.

(d) Assessments

All members are subject to the payment of assessments that are adopted by the Board of Directors.

(e) Termination

Any member may be expelled for good cause from active participation in the affairs of the Club, provided they are given notice of the proceedings against them and an opportunity to be heard in their own defense, and only after a hearing before the Board of Directors. "Good cause," means action or non-action detrimental to the Club.

(f) Resignation

Any member may resign at any time by sending a written resignation to any member of the Board of Directors.

Section 2 - Liability of Members

No member of this Corporation shall be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE III - MEETINGS OF MEMBERS

Section 1 - Annual Membership Meeting

An Annual Membership Meeting shall be held in the month of January each year unless otherwise ordered by the Board of Directors. Notice will be mailed by postal mail or by electronic mail for those members who have notified the Secretary that they have access to electronic mail at least thirty (30) days prior to the meeting.

Section 2 - Special Meetings

Special Meetings shall be called by the President, or if absent or unable to act, by the Vice-President, and held at such times and places as may be ordered by the Board of Directors or by not less than ten (10) percent of the members of the Club. Notice of any Special Meetings shall be given by electronic mail and/or in any manner designated by the Board of Directors, at least two (2) days prior to such meeting.

Section 3 - Contents of Notice

Notice of Annual or Special Meetings of members shall specify the place, day and hour of the meeting and the nature of the business to be transacted.

Section 4 - Voting Rights

Members have equal voting rights in the Club. Each member is entitled to one vote on each matter submitted to a vote of the members. Voting at duly held meeting shall be by voice, by hand, or by ballots provided to the membership at the meeting.

Section 5 - Quorum

A quorum at an Annual or Special Meeting, where voting takes place, shall consist of fifteen (15) members present.

Section 6 - Adjournment for Lack of Quorum

In the absence of a quorum, any meeting of the members shall be adjourned by the President. No other business shall be transacted.

Section 7 - Conduct of Meetings

Meetings shall be presided over by the President or, if absent, by the Vice President, or if absent, by a Director chosen by a majority of the members present. The Secretary shall act as Secretary at all meetings of members. If the Secretary is absent, the presiding officer shall appoint another person to act as Secretary of the meeting. Robert's Rules of Order shall govern all meetings held by the Corporation. Such rules may be revised from time to time, insofar as such rules may be inconsistent or in conflict with these By-Laws or with the Articles of Incorporation.

ARTICLE IV - DIRECTORS

Section 1 - Number of Directors

The authorized number of Directors shall be nine (9).

Section 2 - Qualifications

Any member is eligible to be elected a Director of the Corporation.

Section 3 - Election and Term

(a) Directors shall be elected at the January Annual Membership Meeting. If such annual meeting is not held, or if Directors are not elected thereat, the Directors may be elected at any Special Meeting of the members held for that purpose.

(b) The term of office shall be one year, beginning at the January Annual Membership Meeting of the year in which Directors are elected.

(c) There will be a total of nine (9) Directors elected by the membership. All Directors shall hold their office until their respective successors are elected. Once elected to the Board of Directors, those so elected will then determine by simple majority vote who will occupy the positions of President, Vice President, Treasurer, and Secretary, with the remaining five (5) being General Directors.

Section 4 - Removal of Officers

Any Director may be removed from office for good cause at any time by a vote of a majority of the members of the Board. 'Good cause' means any action or non-action detrimental to the Club. If any or all Director(s) are so removed, new Director(s) may be elected at the same meeting and shall hold office for the remainder of the terms of the removed Director(s). If a new Director(s) is not elected at such meeting, the vacancy created by the removal shall be filled as provided in Article IV, Section 3 (a).

Section 5 - Resignation

Any Director may resign at any time by giving a written notice to the President or Secretary of the Club. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6 - Vacancies

- (a) In case of a vacancy in the office of President, the Vice President shall assume the responsibilities of that office. Should a vacancy occur in the office of Vice President, Treasurer, Secretary or Director, the Board of Directors shall appoint a successor to serve the unexpired term.
- (b) A person appointed Director to fill a vacancy shall hold office for the unexpired term of their predecessor or until their death, resignation, disability, or until his removal as provided for in these By-Laws, whichever occurs first.

Section 7 - Compensation

Directors shall receive no compensation for their services, except that they may be reimbursed for their actual and necessary expenses incurred in the conduct of the business of the Corporation. Such expenses are subject to prior approval by a majority of the Board of Directors.

Section 8 – Board Meetings

(a) Time

Board Meetings shall be held monthly, at a date, time and place as may be designated by the Board of Directors.

(b) Notice of Meetings

Notice shall not be necessary for regularly scheduled Board Meetings.

(c) Quorum

A majority of the Directors shall constitute a quorum for the transaction of business.

(d) Quorum Action as Board Action

Every act or decision made by the Board at which there is a quorum present and at which there is a vote of at least a majority in favor of, is an act of the Board of Directors.

(e) Conduct of Meetings

Except as otherwise expressly provided by law, no business shall be considered by the Board at any meeting at which a quorum is not present and the only motion which the presiding officer shall entertain at such meeting is the motion to adjourn.

(f) Ad Hoc Meeting

Any action required to be taken at a meeting of the Board of Directors may be taken by telephone and/or electronic mail without a face to face meeting. Minutes will be taken of said meeting.

(g) Robert's Rules of Order

All Board of Directors meetings shall be governed by the Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are

not inconsistent or in conflict with these By-Laws, with the Articles of Incorporation, or with the law.

ARTICLE V - OFFICERS

Section 1 – President

The President shall:

- (a) Be the Chief Executive Officer of the Club and shall in general, be subject to the Board of Directors, and supervise and control all of the business and affairs of the Club.
- (b) Perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of the Club, by these By-Laws, or which may be prescribed from time to time by the Board of Directors.
- (c) Preside at all meetings of the members and meetings of the Board of Directors.
- (d) Serve as ex-officio member at all committee meetings.
- (e) Appoint Chairmen of committees or Commissioners to perform such functions as shall be designated from time to time by the Board of Directors.

Section 2 – Vice President

The Vice President shall:

- (a) In the absence of the President, perform all the duties of the President and, when so acting, have the powers of, and be subject to the restrictions on the President.
- (b) Assume such other duties as from time to time may be assigned by the Board of Directors.

Section 3 - Secretary

The Secretary shall:

- (a) Prepare the minutes of the meetings of the members and the Board of Directors meetings.
- (b) Prepare and keep a roster of the members and call the roll when requested.
- (c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- (d) Be custodian of the records.
- (e) Keep on file the Articles of Incorporation, By-Laws, and minutes of meetings.
- (f) Conduct correspondence of the Corporation except as otherwise provided. This includes the posting of approved minutes, By-Laws, and other Board actions to the Club website within 10 days of the activity.

- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Board of Directors.

Section 4 – Treasurer

The Treasurer shall:

- (a) Collect the dues and assessments.
- (b) Be the custodian of the monies of the Corporation.
- (c) Deposit all monies of the Corporation in a bank designated by the Board of Directors.
- (d) Disburse such funds as may be ordered by the Board.
- (e) Render upon request to the President or the Board, statements of the financial condition of the Corporation.
- (f) Keep and maintain an adequate and correct book of account showing the receipts and disbursements of the Corporation and an account of the cash and other assets.
- (g) Keep such books of account open to inspection by a Director or member at all reasonable times.
- (h) Ensure all books are audited when mandated by the Board.
- (i) In general, perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

ARTICLE VI – COMMITTEES / COMMISSIONERS

Section 1 – Committees/Commissioners

The Corporation shall have Committees and Commissioners, to perform such functions as shall be designated from time to time by the Board of Directors. All Committee and Commissioner actions are subject to review by the Board of Directors.

ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 1 - Execution of Instruments

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or member of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Unless so authorized, no officer or member shall have any power or authority to bind the Corporation by any contact or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 2 - Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Section 3 - Return of Equipment

Upon termination of membership any equipment issued to a member by the Club shall be returned to the Club.

Section 4 - Waiver

Members shall waive all rights and privileges to hold the Corporation liable for any reason.

ARTICLE VIII – INCORPORATION OF BY-LAWS

Section 1 - Effective Date

These By-Laws shall become effective immediately on their adoption. Amendments to these by-laws shall become effective immediately on their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, state that they are to become effective at a later date.

Section 2 - Amendment

New by-laws may be adopted or these by-laws may be amended or repealed by first presenting such proposal in writing, to each member by mail or by electronic mail for those members who have notified the Secretary that they have access to electronic mail at least thirty (30) days before a meeting can be called to vote on them. It shall require a two-thirds vote of all Active members present to adopt a new by-law or to amend or repeal an existing by-law, and be subject to the power of the members to change or repeal them, and subject to law.

Section 3 - Certification and Inspection

The original or a copy of the By-Laws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be open to inspection by members at all reasonable times during meeting hours and upon request.