



Bylaws

Article I - Name

The name of the organization shall be the SaddleBrooke Senior Softball Association (SSSA).

Article II - Objective

The objective of the SSSA is to create and maintain a slow-pitch softball league and facilities for SaddleBrooke residents and others, as approved by the SSSA Board, who want to play and enjoy softball in a friendly atmosphere.

Article III - Authority and Limitations

The SSSA shall operate in compliance with the bylaws and regulations of the SBHOA-2, but shall not conduct business or obligate funds in the name of SBHOA-2.

The SSSA shall be a not-for-profit organization and no dues or other funds collected shall benefit any member, except for expense reimbursement or as approved by the board.

Article IV – Membership

Membership in the SSSA shall be open to any individual, having a current SBHOA-1, SBHOA-2, or SaddleBrooke Ranch membership card, and to others, as approved by the SSSA board of directors in conjunction with the HOA-2 board of directors. No eligible individual shall be denied membership because of race, color, religion, national origin, or marital status. Membership will be open to individuals in the following geographic area: from Oro Valley north to SaddleBrooke Ranch. Individuals who wish to join the SSSA, but live outside of this geographic area, may apply (by exception) to the Board of Directors for membership.

Individuals who meet the requirements noted in the above paragraph must be at least fifty (50) years of age to become a member of the SSSA.

Players, managers, umpires, scorekeepers and league officials must be in good standing with the SSSA. They shall be considered to be in good standing if their registration fee and dues are current and if they are not on suspension or probation. Non-playing volunteers, including umpires and scorekeepers, are exempt from paying the registration fee and dues but are not eligible to vote.

Article V – Officers and Directors

Officers of the SSSA shall consist of the following: president, vice president, and treasurer. All officers shall also be directors. There shall also be an additional four directors.



Article VI – Terms of Office, Nominations, and Elections

The Board of Directors shall consist of three officers, president, vice president, and treasurer and four directors. Each member of the Board of Directors serves a two year term. Each year, up to half of the Board seats will be up for election so that Board positions will serve staggered terms. Any Board member can serve a maximum of three consecutive two year terms, or six years. To facilitate the transition to the two year terms and term limits, beginning with the election class of 2020, two Board seats will be elected to one year terms and two will be elected to two year terms. All subsequent Board election classes will serve two year terms. All Officer positions will be elected for two year terms. Terms already served by current Board members and Officers will not count toward the term limits which begin in 2020.

Officers and directors will assume office on January 1.

On or about October 15, the President shall appoint a Committee on Elections that consists of three members. None of the members may be a candidate for an officer's or director's position.

Members of the SSSA, who are homeowners or spouses of homeowners in SaddleBrooke or SaddleBrooke Ranch, may be nominated and elected to the positions of officer or director. A member may appear on the ballot for only one position. The Committee on Elections shall accept all valid nominations for election to the various offices and for directors' positions for a period of three weeks.

No later than November 15, voting by electronic ballot will be conducted for a two-week period. A mail ballot may be substituted when a member does not have the capability to cast an electronic ballot. Officers and directors shall be elected by a majority vote of SSSA members who submitted an electronic or mail ballot. In the case of a tie vote, an electronic/mail ballot runoff will be held for a period of one week to determine the winner.

The process specified in the bylaws above is the preferred process. However, if unusual circumstances arise, the Committee on Elections may recommend alternative processes and solutions to the seated Board of Directors for approval and implementation.

No later than December 15, the SSSA membership shall be informed of the election results by e-mail.

Article VII – Governance

Activities and business of the SSSA shall be vested in the Board of Directors.

The outgoing president of the board shall be an ex-officio member of the newly elected board for one year. That person will have no vote.

Officers and directors shall serve without compensation and shall meet at least monthly, except that the June, July and August meetings will be scheduled at the discretion of the President. The monthly



board meeting will be open to all SSSA members. The annual membership meeting or any additional membership meeting may serve as the board meeting for that month.

In the event an officer or director resigns, the board shall inform the membership by e-mail. Members will be asked to contact SSSA if they are interested in the vacant position. If the vacancy will be for less than six (6) months, the position will be filled by a person who responded affirmatively to the notice and receives at least four (4) votes of the board. Electronic voting by the membership will be used for longer vacancies if there are two or more candidates.

A quorum for the transaction of business at any regular or special meeting of the board of directors will be four (4) members.

All board members, except ex-officio members, shall be voting members. Voting at meetings of the board shall be by roll call (alpha order), show of hands, by secret ballot or by voice. In all cases, results must be recorded.

The president or a minimum of three members of the board may call a special board meeting.

The agenda will be available at least one week before a meeting.

Authorities:

1. The board, by at least five (5) votes, shall have the authority to place on probation, suspend, or take other appropriate action against any SSSA member whose conduct is considered to be detrimental to the best interests of the association and its activities.
2. The board, by at least five (5) votes, shall have the authority to place on probation, suspend, or remove from the board, or take other appropriate action against any officer or director whose conduct is considered to be detrimental to the best interests of the SSSA. Any officer or director who is absent from four (4) consecutive meetings may be removed from office by at least five (5) votes of the board.
3. The board shall have the authority to adopt written rules, policies or procedures to carry out the objectives and purposes of the SSSA as prescribed in the bylaws. The board may not institute policies or procedures inconsistent with the bylaws, and regulations of SBHOA-2 or these Bylaws or applicable state or Federal law.
4. The board may approve, authorize, restrict and control all fundraising or means of raising revenues related to the SSSA. No money or donated items may be raised or accepted in the name of the SSSA without the approval of the board of directors.
5. The board shall recommend to the membership annually the dues required to support and promote SSSA softball and the membership will vote at the annual meeting.
6. The board shall have the authority to bind the association by contract.
7. The board shall direct the treasurer to maintain one or more checking accounts with one or more FDIC banks and shall designate the individuals who shall have signing authority thereon.
8. The SSSA e-mail list and website may only be used for SSSA activities and for activities that are sponsor-related or that benefit the local community.



Article VIII - Responsibilities of Officers and Directors

The president shall preside over SSSA meetings and be responsible for administration of SSSA policies and business. The president shall act as the principal liaison between the SSSA and all outside individuals and organizations, including the SBHOA-2 board of directors.

The vice president shall perform the duties of the president in the president's absence and perform any other duties as assigned by the president.

The treasurer shall be the custodian of all SSSA funds and shall deposit them in banks licensed in Arizona and insured by the federal government. The treasurer shall maintain accurate records of all receipts and expenditures and report thereon at the monthly board meetings. No later than January 15, the treasurer shall present the SSSA's financial report to the board and SBHOA-2 for the previous year. Upon expiration of his/her term, the treasurer shall turn over to a successor, or the president, all financial records, checking and banking accounts, and other SSSA property in his/her possession.

Directors shall be responsible for activities of the SSSA. They shall approve sponsor fees and all other significant financial transactions to promote and operate the SSSA. The directors shall review and approve the League Commissioners recommendations regarding the number of players per team, the number of teams and leagues, playing rules, appointment of managers, and other issues related to league play. Board meeting recording duties will be rotated among the four directors.

Article IX – Committees and League Commissioner

The board may appoint committees composed of eligible SSSA members it deems necessary to fulfill the objectives of the SSSA.

The board may appoint league commissioners, whose term will be for one year from the date of appointment. These commissioners may be reappointed. The commissioner will be responsible for developing player registration policies and assignment of players to teams, for their league, in accordance with policies established by the board. The commissioner will also develop league schedules and perform other duties as defined by the board. The commissioners will work with the captain of the score-keeping team and the captain of the umpiring team to coordinate their activities.

The commissioners will be ex-officio members of the board.

Article X - Fiscal and Finance

The fiscal year of the SSSA shall be January 1 through December 31.

No later than December 1, the President shall appoint a Budget Committee of three to five members. The Treasurer will be a member of the Budget Committee and will serve as Chairperson. The Budget Committee will prepare a draft budget for the next fiscal year by the end of December.



At its January meeting, the Board will review the draft budget and finalize it. That proposed budget will be e-mailed to the SSSA membership at least seven days prior to the membership meeting that will be scheduled by the end of January. A majority vote of members in attendance is required to pass the budget.

When the Budget Committee prepares the annual budget, it should determine the funds necessary to cover all of the costs associated with the operation of the SSSA..

Capital equipment requests will generally be funded by funds from the General Fund or from donations made for a specific capital improvement. No single expenditure or total project expenditure in excess of \$5000.00 shall be made without the approval of the membership.

No unbudgeted expenditure may be made by any person other than a chairperson or captain of a standing committee. No unbudgeted expenditure in excess of \$500.00 shall be made by the chairperson or captain of a standing committee on behalf of the SSSA without the approval of the board of directors.

Following the annual membership meeting, the president shall appoint a financial review committee, consisting of three SSSA members, to inspect the SSSA books for the prior fiscal year. This committee shall report their findings to the board of directors within 30 days.

Article XI – Membership Meetings

The annual membership meeting shall be held no later than 30 days after the close of the fiscal year.

Additional membership meeting(s) may be called by the board. The agenda will be provided to the members at least one week before the meeting. All meetings unless otherwise designated shall be held at HOA-2 facilities.

Members present shall constitute a quorum.

SSSA business at the annual membership meeting and special membership meeting(s) shall be decided by a majority vote of those members present and voting.

Article XII - Order of Business

Robert's Rules of Order shall be followed at all meetings. The president shall appoint one of the officers or directors as a parliamentarian/sergeant-at-arms. The president shall also appoint one of the officers or directors as an assistant parliamentarian/sergeant-at-arms, who will serve in the event the parliamentarian is absent. The parliamentarian shall be responsible for enforcing and interpreting provisions of Robert's Rules of Order. The president shall appoint a director as the bylaws monitor,



who shall be responsible for interpreting matters relating to the SSSA bylaws at official meetings, functions and activities of the SSSA.

Article XIII - Amendments to the Bylaws

By October 15 the President shall appoint the Ad Hoc Committee on Bylaw Review, which shall consist of a minimum of three (3) members in good standing. The Ad Hoc Committee on Bylaw Review will present its recommendations to the Board at the December meeting. An electronic vote of the membership will be conducted on the revisions approved by the Board. Voting will be for a 14 day period. Amendments require two-thirds vote of the members voting for passage.

The Board may recommend changes to the Bylaws at any time during the year. An electronic vote of the membership will then be conducted on the revisions recommended by the Board. Voting will be for a 14 day period. Amendments require two-thirds vote of the members voting for passage. The membership will be informed of the results by e-mail.

Article XIV - Dissolution

Dissolution of the SSSA will be mandatory when membership drops below 15 paid active members.

The SBHOA-2 board must be notified by USPS mail at least two weeks before intention to dissolve. All members of the SSSA must be notified by e-mail at least two weeks before intention to dissolve.

Dissolution will not be initiated until all outstanding debts are paid. The president, upon authorization from the board, will use the SSSA assets to satisfy outstanding debts.

In the event of dissolution of the SSSA, all assets remaining after debt satisfaction will be transferred to SBHOA-2.

Article XV - Liability

The SSSA shall indemnify and hold harmless to the limits of its insurance each of its officers and directors from any and all liability that may be incurred while acting in the course and scope of his/her duties. Such indemnity shall include judgments, fines, settlements, expenses, attorney fees and any other amounts actually expended and reasonably incurred in connection with any action or proceeding arising by reason of the fact that such person is or was an officer/director or agent of the SSSA. Said indemnity shall extend to family members, heirs, and assignees of such person.

The SSSA shall obtain and pay for errors and omissions and liability insurance as may be required to insure and indemnify the SSSA, its officers, directors, agents, their family members, heirs, and assignees against any and all liability claims.



The SSSA shall obtain and maintain liability insurance in the minimum amount of \$1,000,000. SBHOA-2 and SaddleBrooke Development Corporation shall be added as additional insureds until “transition” is completed.