



Bylaws

Article I - Name, Purpose, Location and Records

Name. The name of the organization shall be the SaddleBrooke Senior Softball Association (hereafter “SSSA”).

Purpose. The purpose of the SSSA is to provide a slow-pitch softball league and facilities for SaddleBrooke residents and others approved by the SSSA Board of Directors (hereafter “the Board”) in consultation with the SaddleBrooke Homeowners’ Association #2 (hereafter “HOA2”).

Location. The SSSA has no offices, but uses meeting rooms made available by HOA2. The field is located at 61971 E. Oakwood Drive, Tucson, AZ 85739.

Records. SSSA records shall reside on the SSSA website, <https://saddlebrookesoftball.com>, and with the Board members. Hard copies of the *Bylaws*, *SSUSA Rules of Play*, and *SSSA Rules of Play* are located in the Scorekeeper’s Pavilion at the field.

Article II - Authority and Limitations

The SSSA is an IRC 501(c)(7) organization that is self-governing and self-financing. It operates under a license agreement with HOA2 and complies with the HOA2 bylaws and regulations, but conducts business and expends funds in its own name.

The SSSA is a not-for-profit organization; no dues or other funds collected shall benefit any member.

Article III - Membership

Membership in the SSSA is open to all individuals who have a current HOA1, HOA2, or SaddleBrooke Ranch membership card, and to others, as approved by the Board. Membership is also open to individuals in the geographic area from Oro Valley north to include SaddleBrooke Ranch. Individuals who wish to join the SSSA, but live outside of this geographic area, may apply to the Board for membership. Membership is also open to former players regardless of place of residence. These legacy players are considered to be “grandfathered in.” All individuals must have reached the age of 50 to become a member. The SSSA shall comply with anti-discrimination laws.



Members in good standing (hereafter “members”) are those members whose registration fee and dues are current and who are not on suspension or probation. Board and non-Board members in official capacities must be in good standing. Exception: Non-playing volunteers (e.g., umpires, scorekeepers, and field maintenance workers) are exempt from registration fees and dues. Players must be in good standing to participate in league play.

Each member has one vote to cast in elections and on issues put before the membership for a vote.

Article IV - Board of Directors

Role, Size and Compensation. The Board is responsible for SSSA policy, direction and activities and consists of seven (7) members: three (3) Officers (President, Vice President, and Treasurer) and four (4) Directors. Board members receive no compensation except for reimbursed expenses.

Terms. Board members shall serve two-year terms, but are eligible for reelection and can serve up to three (3) consecutive terms. Exception: If a position cannot be filled, the Board may allow the member to serve an additional one (1) year. Board positions shall have staggered terms to ensure continuity in governance; i.e., three (3) Board seats will be open in one year and four in the following year. Newly-elected Board members shall assume office on January 1st.

Elections. The Election Committee conducts the nomination and voting process for Board member selection. The President shall appoint an Election Committee chair by October 1st. The chair shall select two (2) members to assist in the nomination and voting process. All Committee members shall be non-Board, non-candidate members.

Nominations. SSSA members who reside in SaddleBrooke or SaddleBrooke Ranch may declare candidacy (i.e., self-nominate).

Nominations shall be opened by October 15th for a period of three (3) weeks.

Voting. Voting shall begin by November 15th for a period of two (2) weeks. Candidates may appear on the ballot for one (1) position only. The Committee shall tabulate the results and forward them to the President within five (5) days. The President, with Board approval, may appoint candidates to the Board who run unopposed. The membership shall be notified of the appointments.

Selection. Each Board position shall be filled by the candidate with the majority of votes. In the event of a tie vote, a runoff will be conducted for a period of one (1) week.



Publication of Results. The Board shall inform the membership of the election results by December 15th.

Any position vacant after an election shall remain open until filled. When a candidate is identified, the President, with Board approval, may make the appointment to complete the position's term.

Duties and Responsibilities. Board member responsibilities and duties are:

President. The President:

1. Administers SSSA policies and business activities and makes day-to-day decisions.
2. Chairs the Board.
3. Convenes regularly scheduled Board meetings; and presides or arranges for other Officers to preside in the following order: Vice President, then Treasurer.
4. Is the principal liaison with all outside individuals and organizations.
5. Appoints, with Board approval, the League Commissioners and the Rules Committee chair.
6. Appoints the Head Commissioner and the chairs of the Elections, Bylaws Review, Financial Review, Wall of Honor, and Special Subject Committees.
7. Keeps the membership informed through frequent email communications.
8. Assigns Director and Committee responsibilities.

Vice President. The Vice President:

1. Performs the duties of the President in the President's absence.
2. Oversees the standing and ad hoc committees; oversees special-subject committees by direction from the President.
3. Oversees transition between outgoing and incoming Board members and League Commissioners.

Treasurer. The Treasurer:

1. Plans, organizes and controls the financial operations of the SSSA; develops financial procedures, fundraising plans, and annual budgets.
2. Manages the Operations Fund; executes and records financial transactions, and reports thereon at the monthly Board meetings.



3. Presents the previous year's annual report to the Board, the membership, and the HOA2 Board.
4. When leaving office, transitions all financial records, bank accounts, and property accounts to the incoming Treasurer.
5. Assures the required liability coverage is maintained (Article IX).
6. Ensures annual Federal taxes are filed.
7. Ensures HOA2 has the current list of SSSA assets.

Directors. Directors:

1. Oversee all SSSA activities (umpiring, scorekeeping, sponsorship development, field maintenance, etc.); establishes close liaison with the heads of those activities, providing them direct access to the Board.
2. Take meeting minutes.

Article V - Governance

All SSSA activities and business shall be vested in the Board.

Outgoing President. The outgoing President shall be a non-voting, ex-officio member of the newly elected Board for one (1) year.

Monthly Meetings. The Board shall meet monthly. Exception: The President may cancel meetings due to extenuating circumstances. Monthly meetings shall be open to all members as observers; however, the Board may invite members to participate. Observers shall be invited to speak upon conclusion of the formal agenda.

Special Board Meetings. The President, or a minimum of four (4) Board members to include one (1) Officer, may call Special Board Meetings. Closed meetings may be called at the Board's discretion.

Resignations. When a Board member resigns, the Board shall advertise the vacancy for a period of two (2) weeks. Interested members shall declare candidacy to a designated Board member. If fewer than six (6) months remain in the two-year term, the President shall fill the position via direct appointment. Election procedures specified in Article IV are required for positions with remaining terms longer than six (6) months.

Quorum. A quorum is required to transact official business. A simple majority of the Board members constitutes a quorum. One of the members must be an Officer.



Voting. Each Board member may cast one vote. Voting shall be by roll call or show of hands. Each member's vote shall be recorded in the minutes.

Notice. An official Board meeting requires that each Board member have written notice two (2) weeks in advance. The agenda shall be distributed at least one (1) week in advance. Exception: The President may call emergency meetings to resolve exigent issues.

Authorities. The Board shall exercise the following authorities:

Adverse Actions. The Board shall decide on the type and duration of all adverse actions taken against members, including Board members, whose conduct is considered detrimental to the best interests of the SSSA. Adverse actions include warnings, probation, suspensions and revocation of membership, and may be levied by simple majority vote. Any Board member who is absent for four (4) consecutive meetings shall be allowed to resign before a vote is taken for removal.

Adopting Rules, Policies and Procedures. The Board has the authority to adopt written rules, policies and procedures consistent with the SSSA Bylaws and the HOA2 bylaws, regulations, and license agreement with the SSSA. The Board shall execute this authority by amending the SSSA *Rules of Play*, issuing Directives that establish policy, assign responsibilities, define objectives or delegate authority; or issuing Instructions that provide guidelines for committees and activities that support operations.

Annual Dues. The Board shall set the annual dues amount required to support and promote SSSA operations, subject to membership approval at the Annual Membership Meeting.

Fundraising. Only the Board has the authority to authorize and control fundraising activities. No money shall be raised or donated items accepted in the name of the SSSA without Board approval. A fundraising activity designated to raise funds for a specific purpose shall be used for that purpose only. Excess funds shall be deposited into the Operations Fund.

Special Assessments. The Board shall ensure that funds generated from annual dues and fundraising activities are sufficient so that no special assessments are necessary.

Bank Accounts. The Board shall maintain checking and savings accounts with FDIC banks licensed in Arizona, and designate signatories for those accounts. The Board may invest in insured investment vehicles to financially advantage the SSSA.



Membership List and Website. Only the President together with one other Officer has the authority to use or grant the use of the SSSA membership list.

Article VI – League Commissioners and Committees

League Commissioners. The President, with Board approval, shall appoint League Commissioners to one-year terms effective January 1st. The President shall also select a Head Commissioner effective January 1st. All Commissioners shall be reappointed annually. Commissioners should know the skills of the players in the league(s) they represent. Commissioners shall:

1. Work collaboratively in the best interest of the leagues.
2. Maintain their knowledge of players' skills.
3. Develop player entrance policies for the league(s) they represent. Skill level and safety shall be primary considerations. Player residence shall not be a factor in determining the most suitable league(s) for players. This applies to season and tournament play.
4. Welcome new players into the SSSA and assess their skills.
5. Assign managers and players to teams.
6. Reassign players to rebalance teams within their league(s).
7. Assign substitute players for missing roster players, making a concerted effort to match the talent levels of the substitutes with those of the missing roster players.

Vacancies. The Board shall announce vacancies as they arise. The membership shall have two (2) weeks to respond to the Head Commissioner, who will compose a list of interested members and forward them to the President for selection. If a vacancy occurs during the year, the replacement shall serve the remainder of the one-year term for that position.

Committees. The Board shall establish the committees required to facilitate SSSA functions and operations.

Standing Committees. The standing committees, the Committees on Team Selection and Rules Committee, are described below.

Committee on Team Selection (CTS). The CTS evaluates and assigns all players to assure team balance and player safety in all leagues. The CTS shall consist of the League Commissioners and the Head Commissioner, who shall be the chair.

The CTS member names shall be posted on the website.



The CTS shall codify its procedures in an Instruction approved by the Board.

Rules Committee. The Rules Committee shall maintain the SSSA *Rules of Play*, review proposed changes, and make recommendations to the Board. To the extent possible the Committee shall consist of one (1) representative for each league. The President, with Board approval, shall appoint the chair who, in turn, shall appoint the other members. All appointments are for a period of one (1) year, effective January 1st. Committee members shall be reappointed annually.

Vacancies. The Board shall announce vacancies as they arise. The membership shall have two (2) weeks to respond to the Committee chair, who will make the final selection(s). If a vacancy occurs during the year, the replacement shall serve the remainder of the one-year term for that position.

The Committee member names shall be posted on the website.

The Committee shall codify its procedures in an Instruction approved by the Board.

Ad Hoc Committees. The ad hoc committees are the Election, Financial Review, Bylaws Review, and Wall of Honor Committees and are described below.

Election Committee. The Election Committee conducts the nomination and voting process for Board membership (see Article IV).

Financial Review Committee. The Financial Review Committee reviews the Annual Report and inspects “the books” for the prior fiscal year, and reports its findings to the Board within 30 days of Committee formation. Following the January Annual Membership Meeting, the President shall appoint a non-Board chair who, in turn, will select two (2) additional non-Board members to share Committee responsibilities.

Bylaws Review Committee. The Bylaws Review Committee accepts proposed changes to the Bylaws from the membership and folds them into its annual review. Upon review completion, the Committee forwards its recommendations to the Board (see Article XI). The President shall appoint a non-Board chair, who, in turn, shall select at least two (2) other non-Board members to serve on the Committee.

Wall of Honor Committee. The Wall of Honor Committee identifies to the Board member volunteers and players who have made exceptional contributions to the SSSA success story over extended periods of time. The President shall appoint a long-term SSSA



member as the Committee chair who, in turn, shall select other Committee members with knowledge of volunteers and players who have performed with distinction. Each year the Committee shall identify volunteers and players for recognition on the “Wall of Honor” as a “Volunteer Contributor” or “Player.” Their names will be added to plaques displayed at the field. The honorees typically will be recognized at the annual Labor Day Tournament.

Article VII – Financial Management

Financial Operations. The Treasurer shall plan, organize and control SSSA financial operations, and is responsible for developing financial procedures, fundraising plans, and annual budgets.

Budget Submission, Review and Approval. The Treasurer shall submit a summary of financial procedures, fundraising plans, and budget to the Board by December 15th for the next fiscal year. The budget shall itemize the funds necessary to cover all annual costs related to SSSA operations. Upon approval by the newly-elected Board, the budget shall be sent to the membership at least one (1) week prior to the January Annual Membership Meeting. A majority vote of members in attendance is required to pass the budget.

Fiscal Year. The fiscal year of the SSSA shall be the calendar year.

Annual Report. The Treasurer shall submit an Annual Report to the Board for the previous fiscal year by January 15th showing income, expenditures and pending income.

Budget Execution. The SSSA has one account, the Operations Fund, from which all funds are expended. The Treasurer shall execute the budget, making sure all expenditures are made in accordance with the membership-approved budget. All funds shall be used to benefit the majority of members.

Expenditures Outside Approved Budget. The Board may authorize expenses for line item overruns and non-budgeted items up to 10% of the total annual budget. Items exceeding the 10% authority require membership approval. The Board shall not create a deficit situation.

Contracts. The President shall be the Contracting Officer and sign all contracts with outside vendors. Single item and total project expenditures in excess of \$5000 require three (3) bids (unless there is strong justification for sole-source), membership approval, and the signatures of the President and Treasurer.

Records. SSSA financial records shall be made available to the membership.



Article VIII - Membership Meetings

Annual Membership Meeting. The Annual Membership Meeting shall be held in January following the new Board's approval of the new budget. The Board shall notify the membership of the meeting and its purpose ten (10) days prior to the meeting.

Other Membership Meetings. The Board may schedule additional membership meetings. It shall notify the membership of the meeting and its purpose ten (10) days in advance.

Quorum. The members present shall constitute a quorum.

Voting. Items put to a vote at all membership meetings shall be decided by a majority of the votes cast.

Article IX - Liability

The SSSA shall indemnify and hold harmless to the limits of its insurance all Board members and non-Board members serving in official capacities from any and all liability that may be incurred while acting in the course and scope of his/her duties. Such indemnity payments shall include judgments, fines, settlements, expenses, attorney fees and any other amounts actually expended and reasonably incurred in connection with SSSA operations.

The SSSA shall obtain liability insurance required to insure and indemnify the SSSA, its Officers, Directors, agents, their family members, heirs, and assignees against any and all liability claims. The HOA2 shall be an additional insured. The SSSA shall obtain and maintain the minimum following liability coverages:

- Each Occurrence \$1,000,000
- General Aggregate Limit: \$2,000,000
- Products-Completed Operations Aggregate¹: \$2,000,000
- Personal and Advertising Injury: \$1,000,000

The SSSA shall have its liability coverage reviewed every five (5) years, starting in the year 2021, by a qualified individual or entity. The Treasurer with Board approval shall implement changes to ensure currency of coverage.

¹ *Products-Completed Operations Aggregate* is the total coverage in your general liability insurance that protects you from financial damages if your product or completed service injures people or property.



Article X - Dissolution

Dissolution of the SSSA is mandatory when membership drops below 30 active SaddleBrooke members.

The President must notify all SSSA members and the HOA2 Board in writing by mail at least two (2) weeks before intention to dissolve.

Dissolution will be initiated only after all outstanding debts are paid. The President with the advice and consent of the Board will use SSSA assets to satisfy outstanding debts.

The disposition of any remaining assets shall be handled in compliance with Internal Revenue Service guidelines and the HOA2-SSSA license agreement.

Article XI - Amendments to the Bylaws

On or about September 1st, the President shall appoint the Bylaws Review Committee chair. No later than September 10th, the Committee shall call for membership input to the Bylaws. The membership shall have two (2) weeks to respond. The Committee shall fold the membership responses into its annual review, which shall begin no later than October 1st. The Committee shall forward its recommendations to the Board no later than November 1st for its review. No later than December 1st, the Board shall distribute the proposed amendments with impact statements and its recommendations to the membership, which shall be given two (2) weeks to vote on the proposed amendments. Member responses shall be directed to the Bylaws Review Committee chair, who will tally the votes and forward the results to the President. Amendments require a two-thirds vote of the members voting for passage. The Board shall inform the membership of the results within two (2) weeks after the voting ends.

These Bylaws were approved by the SSSA Board of Directors via an email vote on October 31, 2020.

Article XII – Bylaws Revisions Log

Bylaws rewritten and approved for implementation 1/1/21.