



**SASSL
DBA
SAN ANTONIO SENIORS SOFTBALL LEAGUE
BYLAWS – Revised 10/26/2011**

ARTICLE I - NAME

This organization shall be known as SASSL, DBA the San Antonio Seniors Softball League

ARTICLE II - PURPOSES

Promote the physical and mental fitness of senior citizens through athletics, to help senior citizens participate in senior sports and to maintain and enforce the rules and regulations of the various sports divisions created under the scope of the corporation. The corporation is organized for charitable or educational purposes within the meaning of Section 501(c)(3) of the internal revenue code of 1986, as amended. In particular the Corporation shall be organized as an amateur sports organization to exclusively foster local or national or international competition in sports, to support and develop amateur athletes for such competition and to provide a vehicle for local seniors to enjoy membership and activities related thereto. This softball league shall always be operated for such purposes, and no part of the net earnings of the league shall ever inure to the benefit of any member; it being further provided that in the event of dissolution the assets of the corporation will be distributed according to the laws of Texas for a non- profit corporation.

ARTICLE III - MEMBERSHIP

Membership is open to all people interested in promoting the physical and mental fitness of senior citizens through athletics and athletic competition and may consist of:

- Any player who is a registered member of a senior softball team that has registered/paid the league entry fee.
 - Softball team coaches, trainers and managers.
 - Administrative and managerial volunteers needed to perform business functions of the organization.
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ARTICLE IV - DUES And FEES

Annual team and/or player dues, if required, shall be as approved by the board of directors.

Entry fee for league play shall be approved by the board of directors based on actual operating costs plus any needed field modifications. All teams registered shall pay an equal share of the cost for umpires, ground/score keepers, insurance, softball field maintenance and other related costs as determined and approved by the board of directors.

ARTICLE V - MANAGEMENT

Management of the affairs of the corporation is to be vested ultimately in its board of directors. However, to allow for the efficient and prompt day-to-day management of the corporation's affairs, the board of directors delegates daily management of routine corporate affairs to the corporate officers as detailed below.

ARTICLE VI - BOARD OF DIRECTORS

Composition: The board of directors shall be composed of the following: 1. An elected Chairman. 2. A Vice-Chairman appointed by the Chairman. 3. One elected Board Member from each of the age and gender divisions. 4. Two Board Members elected at-large.

Election of Board Members. All elected members of the Board shall be determined by an election held annually in the 1st quarter at a meeting of all managers called by the Chairman prior to the start of the regular spring season. Only team managers for teams registered to play in the coming spring league shall be entitled to vote for Board members. All registered team managers may vote for the Chairman and the Board members at-large. Board members representing each of the age and gender divisions shall be elected only by registered team managers from the respective division which that individual represents. If no candidates for any particular Board positions are nominated, the Chairman may appoint any member to fill the applicable Board position(s).

Nominations: The chairman of the nominating committee shall solicit candidates for Board office, together with qualification and consent form. It shall be the duty of the nominating committee to nominate at least one candidate for each available slot on the Board. Additional nominations can be made from the floor or by write-in.

Duties: The Board of Directors shall set policy for the corporation, give final approval to rules for league play, appoint corporate officers, provide guidance to the corporate officers for the general conduct of corporate business, review and ratify the actions of corporate officers and agents, and act on any issues presented to it by the corporate officers for consideration and action.

The Chairman of the Board of Directors shall preside over its meetings, determine meeting agendas, and determine the site and time for all general and special meetings.

The Vice-Chairman may be delegated by the Chairman to conduct meetings in the Chairman's absence or otherwise perform duties at his/her request.

The remaining Board members shall represent the interests of the league and of their constituent divisions to the best of their ability and with the integrity, civility, and demeanor expected of organizational representatives. A Board member may also serve as Commissioner of his/her respective division.

Meetings: The regular meetings of the Board of Directors shall be held at least one time per quarter on the date, time and location approved by the board. Special meetings may be called by the Chairman of the Board. Notice of the date, time, location, and purpose of special meetings shall be given at least one week prior to the meeting.

Quorum: 50% of the membership of the Board of Directors shall constitute a quorum.

Voting: It shall take a majority of the voting quorum to approve a motion. The Board of Directors shall be authorized to vote by mail, fax, e-mail when deemed necessary or telephone in an emergency. Any vote by telephone shall be confirmed in writing as soon as possible and ratified at the next board meeting.

ARTICLE VII - OFFICERS

Elected Officers: The officers of this organization shall be the President, Vice President(s), Secretary and Treasurer.

Term of Office: All officers shall hold office for one year or until their successors are duly elected or appointed as provided in these bylaws.

Vacancies: In the event that any office except President becomes vacant for any reason whatsoever, the vacancy shall be filled forthwith by the President and reviewed and ratified by the Board of Directors at its next meeting. A vacancy in the Presidency shall be filled as soon as possible by the Board of Directors at a special meeting called for such purpose.

Duties:

President: The Chairman of the Board of Directors shall serve as President and shall perform the duties of the chief executive officer of the organization, preside at all meetings of the Board of Directors, exercise general supervision over the affairs of the organization, and perform such other duties as are ordinarily incumbent upon a chief executive officer. The President/Chairman of the Board shall serve as the official spokesperson for the organization.

Vice President(s): The President may appoint one or more Vice Presidents to assist with the operation of the organization. The Vice President(s) shall exercise the responsibilities for the purposes as determined by the President. If more than one Vice President is appointed, one such officer may be designated as the Senior Vice President. Any member of the Board of Directors may hold the office of Vice President. A Vice President of the Chairman's choosing shall also serve as the Vice- Chairman of the Board.

Secretary: The Secretary shall be appointed by the President and shall record and maintain all minutes of the Board of Directors meetings, prepare correspondence and reports, maintain policy manuals, and keep membership, awards and attendance records.

Treasurer: The Treasurer shall be appointed by the President and shall provide and maintain an accounting system, collect and distribute funds, prepare financial statements, and report on the financial condition of the organization at all meetings of the Board of Directors.

ARTICLE VIII - COMMISSIONERS

Each age and gender division of the SASSL shall have a Commissioner. The Commissioner of each division shall be appointed by the President. Commissioners will act as liaison with team coaches, managers, players, and associated organizations. They will prepare, maintain, and distribute rules/schedules and team contracts. The Commissioner's primary function is to establish and implement team registration requirements, oversee operations on playing days, and carryout policies and regulations of the board of directors.

ARTICLE IX - COMMITTEES

All committees and committee chairmen shall be appointed by the President at any time to perform specific functions. Standing committees may consist of the following:

- Awards and Banquet Committee
 - Executive Committee
 - Fund Raising Committee
 - Nomination Committee
 - Revenue and Budget Committee
 - Rules Committee
 - Ethics Committee
 - Infractions Panel appointed *ad hoc* by President
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ARTICLE X. AMENDMENT OF BYLAWS

These By-laws may be amended by a two-thirds vote of the voting quorum of the Board.

ARTICLE XI – CONFLICT OF INTEREST

The conflict of Interest policy in attachment 1 of these by-laws shall be strictly adhered to and conforms to requirements within the meaning of Section 501(c)(3) of the internal revenue code of 1986, as amended.

ARTICLE XII – CODE OF ETHICS

The Chairman of the Board shall designate an Ethics Committee who shall review complaints involving a board member's conduct and actions involving conduct detrimental to the purposes and objectives of the San Antonio Seniors Softball League including but not limited to the following:

1. Conflicts of interest
2. Unethical behavior
3. Sexual behavior (which may include sexual comments, touching, advances, propositions or verbal abuse.
4. Drug and Alcohol abuse.

The Ethics Committee shall consist of designated board members appointed annually by the Chairman of the Board and the committee shall review complaints of misconduct and make periodic reports if its findings to the Board of Directors.

The committee shall also be responsible for appropriate disciplinary recommendations which may include termination and expulsion, suspension, or other formal disciplinary action as may be considered by the committee.

ARTICLE XIII – DISSOLUTION

SASSL funds shall be used only to accomplish the purposes specified in these bylaws and no part of such funds shall inure or be distributed to members of SASSL. This article shall be in compliance with Section 501(c)(3) of the Internal Revenue Code and the laws of the State of Texas.

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BYLAWS – 05/25/2006**

Attachment 1

CONFLICT OF INTEREST

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest

and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.