



Bylaws

October 2022

Bylaws of the Palm Springs Senior Softball National League

ARTICLE 1—NAME

- A. The name of this corporation is Palm Springs Senior Softball National League (sometimes referred to herein as the “Corporation”, and/or the “National League” and/or the “PSSSNL”).

ARTICLE 2—PURPOSE

- A. The purpose of the organization is to provide a recreational, rather than competitive, senior softball league, whose members are men and women whose ages range from fifty (50) to eighty five (85) as compared to the current calendar year. All teams are drafted at the beginning of each season. Any player not drafted will be invited to the Sub List. The goal is to have as evenly matched teams as possible. Players older than 85 (as compared to the current calendar year) may request an exemption pending an evaluation by the Ratings Committee. The decision of the Ratings Committee will be final. *(Approved April 2019)*
- B. The National League emphasis is on providing wholesome activity and entertainment for the social improvement and welfare of the community, playing safely, having fun, demonstrating sportsmanship, exercising, having some laughs, and winning, in that order of importance. The primary intent is to promote the common good and general welfare of the community. At this age, we play for the love of the game and each of us should be more than satisfied with the fact that we are still able to participate in the sport at this point in our lives.
- C. Senior Softball USA (SSUSA) Rules apply for National League games with some changes to minimize the risk of injury as stipulated in the PSSSNL Rules of Play. Safety is the number one objective of the National League. The PSSSNL Rules of Play document all changes and/or modifications to SSUSA Rules used by the National League.
- i. Changes and/or modifications to the PSSSNL Rules of Play shall be approved by a majority vote of the Board of Directors (refer to ARTICLE 5) or they will not be enacted.

ARTICLE 3—OFFICES

- A. The principal office of the Corporation for the transaction of its business is located in the county of Riverside, California.

The Corporation may also have any other offices at such other places, within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

- B. The Corporation will maintain a street address as the contact address for the organization.
- C. The Corporation will maintain a street address per the State of California Corporate Code at which legal papers may be served.

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ARTICLE 4—CORPORATE ASSETS

- A. Per the United States Internal Revenue Service Code 501(c)(4), the net earnings of the Corporation must be exclusively used for charitable, educational or recreational purposes.
- B. The property of this Corporation is irrevocably dedicated to the exclusive operation of a recreational senior slow pitch softball league for promoting the common good and general welfare of the people of the community, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or member of this Corporation. This does not preclude a member from being reimbursed for the use of personal equipment for performance of duties to accomplish National League objectives.
- C. Upon the winding up and dissolution of this Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to, and only to, one or more charitable or social welfare organizations.
- D. This Corporation is organized exclusively for the benefit of its members within the meaning of Section 501(c)(4) of the Internal Revenue Code. Notwithstanding any other provisions of these Bylaws, and/or the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code.

ARTICLE 5—BOARD OF DIRECTORS

- A. The Board of Directors (sometimes referred to herein as the “Board”) will consist of a minimum of four (4) to a maximum number of seven (7) total members. The number of Directors may only be changed by a majority vote of the membership as in ARTICLE 14, Section D E.
 - i. The President shall be the Chairman of the Board of Directors.
 - ii. Board members may hold multiple Officer positions, except that in accordance with California nonprofit corporate law, the President cannot be Secretary or Treasurer.
 - iii. For voting purposes, only one (1) vote per Board member will be allowed on any issue voted upon. Neither cumulative voting or voting by proxy shall be authorized, and no single vote shall be split into fractional votes.

ARTICLE 6—DIRECTORS

- A. The Directors shall have and exercise the powers of the Corporation, control its property, and conduct its affairs, except as otherwise provided by law, the Articles of Incorporation, and the Bylaws herein of the PSSSNL.
- B. The National League Umpire(s) will be appointed by a majority vote of the Directors and shall meet the requirements specified in the National League Umpire Job Description document.

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- C. The National League Scorekeeper will be appointed by a majority vote of the Directors and shall meet the requirements specified in the National League Scorekeeper Job Description document.
- D. Directors shall hold office until they resign, are not renewed for a subsequent 2-year term, or are removed from office pursuant to paragraph I of this Article, below.
- i. Nominees for the various Directors' positions may be nominated, proposed, or indicated, only by the Directors themselves.
 - ii. Candidates for each of the Director's positions shall be appointed by a majority vote of the Directors. Appointments will be made from the members in good standing and the appointment may be declined by the member.
 - iii. In cases of multiple nominations, each candidate will be allowed a predetermined amount of time specified by the Board of Directors to speak to the Directors in an effort to gain their support for his or her candidacy.
 - iv. Future Director's terms will be for 2-year terms, and are renewable for subsequent 2-year terms, as confirmed by a majority vote of the Board members present and voting.
- E. Directors shall serve without compensation. However, their budgeted out-of-pocket expenses incurred in the performance of Corporation requirements shall be reimbursed to them upon their presentation of proof of receipts of such necessary expenses to the Treasurer of the Corporation, and such reimbursement shall be paid only after approval of the Board of Directors. Amounts, reasons, and the receipts for the out-of-pocket expenses shall be permanently noted and maintained by the Treasurer.
- F. In the absence of a quorum (see ARTICLE 10), the Board shall transact no business whatsoever, and the only motion the Chair shall entertain is a motion to adjourn. Subsequent regular or special meetings of the Directors may be scheduled by the President, however, provided such notification of meeting is disseminated to all other Directors prior to such meeting.
- G. Directors and Officers (as defined in Article 7) may be removed from office as follows—and by no other means:
- i. Resignation of the Director's membership from the Corporation.
 - ii. Resignation of the Director's position in writing to the Board of Directors, and consequent reversion to a "Member only" status upon acceptance of such resignation at the next Board meeting.
 - iii. The Director is not renewed for a subsequent 2-year term by a majority vote of the Board at the end of his or her current term.
 - iv. Death of the Director.

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- v. A vote of “NO CONFIDENCE” by a two-thirds vote of the Board members present and voting at the Annual Members Meeting or a Special Meeting convened for such vote. The Director in question shall not be allowed to vote. Such vote shall occur only after the grounds for the “No Confidence” vote are presented by any Director (and seconded) at the Annual Members Meeting or Special Meeting, an opportunity presented to the Director concerned to refute adverse allegations at that meeting at the choice and option of the Director in question, discussion by the Board members following the Directors’ presentation of matters in defense or extenuation or mitigation, and then secret written ballot upon close of discussion and presentation of facts and evidence by all plaintiffs and defendant(s). In lieu of such “No Confidence” vote, or in lieu of presentation of the Director’s case (defense, extenuation, or mitigation) the Director concerned may submit his or her resignation or position in writing to the Board of Directors —either at the time of a Board member’s proposal of “No Confidence” or any time thereafter unless and until the Director concerned concludes presentation of matters in defense or extenuation and mitigation, and the Board members call for the deciding vote. Such dismissal—or resignation of position—shall be deemed “with prejudice” and final, and shall extend throughout the remainder of the fiscal year.

ARTICLE 7—OFFICERS

- A. In addition to a President, Vice President, Secretary and Treasurer, the Corporation will have a Summer League Officer, Field Officer, Draft Officer and Rules Officer.
- B. Officers shall be appointed for 2-year terms by the Directors and confirmed by a majority vote of the Board. All terms are renewable for subsequent 2-year terms, as confirmed by a majority vote of the Board.
- C. **DUTIES OF THE PRESIDENT:**
 - i. The President is the chief executive officer of the National League and the Chairman of the Board of Directors. The President is responsible for all activities of the National League, its management, projects, committees, meetings, and all other aspects of the National League and its activities and existence.
 - ii. The President is an ex officio member of all committees, both permanent and ad hoc. The President presides over meetings of the Board of Directors and Annual Members Meeting and all other meetings of Directors, or special meetings, assisting, coordinating and rendering other advice as required.
 - iii. The President ratifies contracts and the normal business dealings and activities of the National League, and is endowed with plenary powers to carry out the lawful activities and requirements of the National League in accordance with the needs and wishes of the Board of Directors.
 - iv. The President, together with the Treasurer, shall propose an operating budget prior to each Winter and Summer seasons to be approved by the Board of Directors.

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- v. The President is responsible for overseeing the process for selection of Team Managers.
- vi. The President will be responsible for the production of the Winter and Summer Season Game Schedules.

D. DUTIES OF THE VICE PRESIDENT:

- i. The Vice President is a member of the Board of Directors replacing the President when the latter cannot attend or perform his or her necessary duties and functions.
- ii. The Vice President is the chief operations officer of the National League during its Winter Season (usually from October through April).
- iii. The Vice President is a member of and oversees all Winter Season committees and their activities, assisting, coordinating and rendering other advice as required.
- iv. The Vice President functions at the will and direction of the President to assist him or her and the Board of Directors in carrying out the projects, activities, requirements, and such other missions as the President and Board of Directors may require.

E. DUTIES OF THE SECRETARY

- i. The Secretary is a member of the Board of Directors, takes minutes of each Board of Directors meeting, the Annual Members Meeting and Special members meeting in writing and reads them at the next meeting, unless the majority of the Directors then present waive the requirement for a reading; said minutes shall be maintained for three (3) years. The Secretary will provide the Webmaster with a copy of all meeting minutes to be posted on the PSSSNL web site.
- ii. The Secretary shall:
 - 1. Keep as permanent records minutes of all meetings of its members, the Board of Directors, and a record of all actions taken by committees on behalf of the corporation.
 - 2. Keep a copy of the following records for inspection in a Corporation Binder:
 - a. Articles or restated Articles of Incorporation and all amendments to them currently in effect;
 - b. Bylaws or restated Bylaws and all amendments to them currently in effect;
 - c. Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members of any class or category of members;
 - d. The minutes of all meetings of members and records of all actions approved by the Board of Directors for the past three (3) years;
 - e. A list of the names and business or home addresses, e-mail addresses and telephone numbers of its current Directors, Officers and members at large.
- iii. The Secretary is responsible for the creation and the maintenance of the official National League Roster containing the names, addresses, phone numbers, shirt size, email addresses,

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age and emergency contact information of all members in good standing and will submit the National League Directory to the Webmaster for posting on the PSSSNL web page. This directory may be updated as changing membership or addresses may require—but in no case less often than once per fiscal year.

- iv. The Secretary is responsible for the coordination of Winter and Summer Registration of all National League Members, creation and maintenance of the National League Membership Roster, and together with the Webmaster, the production and maintenance of Team Rosters for both Winter and Summer seasons.
- v. The Secretary shall have these documents available for inspection by any Director if the demand is made in good faith and for a proper purpose, in writing, and describes with reasonable particularity the purpose and the records the member desires to inspect, and the records are directly connected with this purpose.
- vi. The Secretary shall insure that any documentation filed with the Office of the Secretary of State for California contains the appropriate information for the filing.
- vii. The Secretary is authorized to expend such efforts or funds as the Secretary may require with the concurrence or review of the Board of Directors in the necessary performance of lawful duties, publication, or dissemination of any Article, Newsletter, Articles of Incorporation, these Bylaws, or other documents, material, publications, or advertising within the context of the National League, its requirements, and its enhancement and promotion.

F. DUTIES OF THE TREASURER:

- i. The Treasurer is a member of the Board of Directors and is the chief financial officer, the keeper of the Corporate Seal, if any, and the keeper of the financial and inventory assets book of the Corporation, and will maintain appropriate accounting records.
- ii. The Treasurer shall keep the last three annual financial statements. The statements may be consolidated or combined statements of the corporation, including a balance sheet and statement of operations, if any, for that year. If financial statements are prepared for the corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.
- iii. The Treasurer has official custody and control over all monies, funds, negotiable assets, and all Corporation property, assets, treasury money, net worth, and supplies and equipment on hand, and reports same at the Annual Members Meeting, and shall provide a written Quarterly Financial Statement to the Board of Directors.
- iv. The Treasurer shall have these documents available for inspection by any Director if the demand is made in good faith and for a proper purpose, in writing, and describes with reasonable particularity the purpose and the records the member desires to inspect, and the records are directly connected with this purpose.

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- v. All checks, inventory documents and receipts, and all National League financial and asset transactions must be signed by one of the Treasurer, President or Vice President in the Summer Season.
 - 1. In order to facilitate financial transactions, the Treasurer, President and Vice President shall receive debit cards from the Corporation's banker.
- vi. The Treasurer makes annual reports to the National League in conjunction with his or her informational tax and asset reports, and assures that National League funds and assets are not used to endanger the National League's Non-Profit, tax-exempt status, or violate State or Federal laws and tax laws, the Articles of Incorporation, and these Bylaws.
- vii. The Treasurer receives all dues and initiation fees, and notifies delinquent members of their status and the possibility of their dismissal from the National League upon continued nonpayment of dues and assessed fees.
- viii. The Treasurer performs such other functions within the context of the National League, its members, the Board of Directors, and the Articles of Incorporation as necessary and as they require.
- ix. The Treasurer, together with the President, shall propose an operating budget prior to each Winter and Summer seasons to be approved by the Board of Directors.
- x. The Treasurer disburses funds, reimburses members for out-of-pocket expenses as authorized by the annual operating budget and the Board of Directors, and insures the complete and timely satisfaction of National League obligations.
- xi. The Treasurer files the Corporations' annual tax return with the IRS and the California Franchise Tax Board.
- xii. The Treasurer files the Statement of Information (Form SI-100), every two years with the California Secretary of State (next due prior to April 30, 2023, and every two years thereafter).
 - 1. The Treasurer must file the Statement of Information (Form SI-100) anytime to update information including changes to information for the agent for service of process.

G. DUTIES OF THE SUMMER LEAGUE OFFICER:

- i. The Summer League Officer will be the chief operations officer of the National League during its Summer Season (usually from May through September).
- ii. The Summer League Officer is a member of and oversees all Summer Season committees and their activities, assisting, coordinating and rendering other advice as required.
- iii. The Summer League Officer functions at the will and direction of the President to assist him or her and the Board of Directors in carrying out the projects, activities, requirements, and such other missions as the President and Board of Directors may require.

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- iv. The Summer League Officer is responsible for forwarding a copy of the umpire game scorecard and the name(s) of player(s) used from the Sub List for each Summer League game date to the Statistician.

H. DUTIES OF THE FIELD OFFICER:

- i. The Field Officer will be the liaison between the National League and each city's Department of Parks and Recreation in which the National League has games, and is responsible for checking with the respective city department each Monday by phone to confirm the preparation of the playing field for that week's scheduled National League games.
- ii. The Field Officer is responsible for finalizing National League field preparation prior to the first game of the day, making sure all the bases are properly placed (including the alternate home plate) and that the "commitment line" is properly marked (30 feet from home plate), as well as placing the pitching screen, home plate mat, scoreboard, game balls and First Aid Kit in their proper locations.

I. DUTIES OF THE DRAFT OFFICER:

- i. The Draft Officer will obtain from the Secretary a list of all prospective new players and any returning players requiring evaluation no fewer than two (2) days before the first evaluation date. The Secretary will report any late additions to that list upon receipt of registration applications thereafter.
- ii. The Draft Officer will chair the Ratings Committee and be responsible for maintaining the Annual Skills Assessment and Classification of Players document to insure that each evaluated player's skill is considered in determining the drafting roster of the respective Winter and Summer seasons. All changes to the PSSSNL Annual Skills Assessment and Classification of Players Procedures document shall be approved by a majority of the Board of Directors.
 - 1. The findings of the Ratings Committee will be summarized in a report that shall be retained by the Draft Officer and presented for approval by a majority of the Board prior to each season's annual Player Draft.
 - 2. Any player who has failed the Skills Assessment and Classification process may request to be added to the Substitutes Roster.
- iii. Players, not including split-line players (see ARTICLE 8, Section A.ii), who have indicated in their registration that they intend to play less than 75% of National League games will be removed from the draft roster and will not be available for the draft. These players will be assigned to the Substitutes Roster.
- iv. The Draft Officer is responsible for the Winter and Summer Player Drafts and will chair the Winter and Summer Player Draft Meetings. The Draft Officer will maintain the PSSSNL

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Player Draft Procedure document. All changes to the PSSSNL Player Draft Procedure document shall be approved by a majority of the Board of Directors.

- v. The Draft Officer will maintain the PSSSNL Player Substitute Procedure document and oversee the substitution process to ensure the managers are complying with the spirit and intent of the rules for substitutes. All changes to the PSSSNL Player Substitute Procedure document shall be approved by a majority vote of the Board of Directors.
- vi. The Draft Officer will interview prospective Team Managers to insure that they understand both the PSSSNL Player Draft Procedure and National League Player Substitute Procedures. S/he will inform the President of the results of these interviews. Any prospective Team Manager who does not show a complete and thorough understanding of the National League Substitute Procedures will not be submitted to the President for the position of Team Manager.
- vii. At the conclusion of the Player Draft the Draft Officer will be responsible for producing the Team Roster and Substitutes Roster.
 - 1. Each manager will be emailed a copy of the Team Roster and Substitutes Roster the day after the completion of the draft.
 - 2. The Team Roster and Substitutes Roster will be submitted to the Webmaster to be posted to the National League web site the day after the completion of the draft.

J. DUTIES OF THE RULES OFFICER:

- i. The Rules Officer shall be the supervisor of officials and is responsible for the training of National League umpires, the production and maintenance of the umpires schedule and will be available on a timely basis to adjudicate any and all disputes as necessary that arise during games related to the PSSSNL Rules of Play.
- ii. If the Rules Officer is unable to be present for any game it is his/her responsibility to procure a suitable replacement.
 - 1. The Rules Officer shall oversee the creation/establishment, change/modification and maintenance of all playing rules.
 - a. The association will abide by the Senior Softball USA (SSUSA) rules and by any modifications, special rules and/or policies as noted in the PSSSNL Playing Rules.
 - b. Changes and/or modifications in the PSSSNL Playing Rules shall be approved by a majority vote of the Board of Directors or they will not be enacted.

K. All duties of each and all of the above Officers shall not contravene the provisions of law, the Articles of Incorporation, or the Bylaws herein, and shall be within the scope of the Corporation as a Non-Profit Corporation, and shall not jeopardize its nonprofit, tax-exempt status in any way.

L. The President, Vice President, Secretary and any other Director holding an Officer position, may be removed from office as specified in ARTICLE 6, Section I – and by no other means.

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- M. All remaining Officers, who are not Directors, may be removed from office as follows—and by no other means:
- i. Resignation of the Officer’s membership from the National League.
 - ii. Resignation of the Officer’s position in writing to the Board of Directors, and consequent reversion to a “Member only” status upon acceptance of such resignation at the next Board meeting.
 - iii. The Officer is not renewed for a subsequent 2-year term by a majority vote of the Board at the end of their current term.
 - iv. Death of the Officer.
 - v. A vote of “NO CONFIDENCE” by a majority vote of the Board members present and voting at the Annual Members Meeting or a Special Meeting convened for such vote. The Officer in question shall not be allowed to vote. Such vote shall occur only after the grounds for the “No Confidence” vote are presented by any Director (and seconded) at the Annual Members Meeting or Special Meeting, an opportunity presented to the Officer concerned to refute adverse allegations at that meeting at the choice and option of the Officer in question, discussion by the Board members following the Officers’ presentation of matters in defense or extenuation or mitigation, and then secret written ballot upon close of discussion and presentation of facts and evidence by all plaintiffs and defendant(s). In lieu of such “No Confidence” vote, or in lieu of presentation of the Officer’s case (defense, extenuation, or mitigation) the Officer concerned may submit his or her resignation or position in writing to the Board of Directors —either at the time of a Board member’s proposal of “No Confidence” or any time thereafter unless and until the Officer concerned concludes presentation of matters in defense or extenuation and mitigation, and the Board members call for the deciding vote. Such dismissal—or resignation of position—shall be deemed “with prejudice” and final, and shall extend throughout the remainder of the fiscal year.

ARTICLE 8—MEMBERS

- A. The National League shall have three classes of members:
- i. Full Time Players: Anyone who commits to play 75% or more of scheduled National League games at the time of registration will have the membership status of a Full Time Player.
 - ii. Split-Line Players: Anyone who “shares” the same Line with another player on the same team. The two players will commit to play a combined 75% or more of scheduled National League games at the time of registration and will both have the membership status of a Full Time Player.
 - iii. Substitute Players: Anyone who is not drafted on a team roster and/or who commits to play fewer than 75% of scheduled National League games at the time of registration will have the membership status of a Substitute Player.

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- B. The membership of this League shall be comprised of those persons who were members of the League as of May 2021 and those additional persons who may be admitted to membership from time to time by the Board of Directors. The Board shall, from time to time, determine the requirements for membership, set the amount of membership fees, and provide a procedure for persons to apply for membership in the League. Disputes as to eligibility for membership shall be resolved by the Board. The decision of the Board with respect to the approval or denial of applications for membership shall be final.
- C. Any man or woman fifty (50) years of age or older prior to the scheduled opening day of either the Summer National League or Winter National League games who would like to participate in the game of slow pitch senior softball shall be eligible for membership. The prospective member shall make application for such membership by submitting a signed PSSSNL Registration and signed Indemnity Form for the Summer or Winter National League of choice.
- D. Upon acceptance of admission to membership in the PSSSNL, as prescribed in ARTICLE 8, section C, above, members shall be assessed dues as follows:
- i. Each member shall be assessed at the rate specified by the Board of Directors for each Winter and Summer Season. This rate shall be based on a per game fee, however, Full Time Players will be assessed the full amount at the time of registration. Each Split-Line Player will be assessed half the sum total of the full amount plus the cost of an extra uniform at the time of registration. Substitute players will be assessed a per game played fee set by the Board (based on a percentage of the number of National League games scheduled and the fee paid by Full Time Players).
- E. Registration fees shall be payable on or before the posted deadlines for each Winter and Summer season for Full Time Players and Split-Line Players. Hardship cases are to be petitioned to the President and reviewed by the Board.
- i. Any player moved from Sub List to a Team Roster during the Winter or Summer season will be assessed pro-rated dues set by the Board.
- F. Dues not paid in full within 30 days of entrance to membership, and dues not paid in full prior to the registration deadlines shall become delinquent thereafter.
- i. Members forfeiting their membership for non-payment of dues may be reinstated, provided their dues are paid in person or by mail to the Treasurer prior to the start date for regularly scheduled National League games. During the time that the dues remain unpaid, all rights as a National League member shall be void, and the delinquent member shall not participate in National League events, votes or handle National League funds.
 - ii. After the Summer or Winter National League start dates for regularly scheduled games, the member not having paid dues for that seasons shall have forfeited their membership and will have to reapply for membership per the provisions of ARTICLE 8, Section C, above.

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- G. Dues refunds will only be given under extenuating circumstances and can be pro-rated as determined by the Board.
- H. A grievance filed to the Board against a member for violation of these Bylaws, the PSSSNL Rules of Play, the SSUSA Code of Ethics, or for gross misconduct unbecoming of the National League, on or off the field, can result in a vote of expulsion or suspension from the National League. The member will be given notice by the President either in person and/or by electronic mail to meet with the Board not fewer than five (5) days before a Special Board Meeting set by the President. The member shall be afforded the opportunity to present any argument on his or her behalf. Following this presentation, the Board will meet and come to a majority decision as to what action, if any, need be taken. The President will notify both the member and the party filing the grievance as to the majority decision by the Board.

ARTICLE 9—TEAM MANAGERS

- A. Any National League member who is interested in being a Team Manager shall apply for the position of Team Manager by following the procedure described in the National League Team Manager Job Description document.
- B. Team Managers shall meet the requirements specified in the National League Team Manager Job Description document.
- C. Team Managers will abide by the National League Team Manager Job Description, including but not limited to understanding the Player Substitution Procedure and the specific PSSSNL Rules of Play.

ARTICLE 10—DEFINITIONS

- A. QUORUM shall have the following meanings in the below-listed situations:
- i. For all meetings of the Board of Directors, a majority of the current number of Directors.
 - ii. For Special Members Meetings, the number of members present and in attendance at a previously announced Special members meeting to amend these Bylaws, such amendment being a change to the number of Directors for the corporation.
 - iii. For the Annual Members Meeting of the Corporation, the number of members present and in attendance at a previously announced Annual Members Meeting.
 - iv. For meetings of any permanent or ad hoc committee, a simple majority of the committee members.

ARTICLE 11—MEETINGS

- A. The Board of Directors shall meet, at least twice per calendar year, either virtually or at the principal office of the Corporation or at such other place within or without the State of

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California or elsewhere as they may decide prior to such meeting, and after due and reasonable advance notice to all members of the Board of Directors.

- B. Special Meetings of the Board of Directors may be called by the President or any one Director, and such meetings shall be held at the time, place, and hour designated by the person or persons calling the meeting (normally the President).
- C. Special Meetings of the members shall be held at the principal office of the Corporation, or at such other place within or without the State of California as previously announced at the direction of the Board of Directors.
- D. Special Members Meetings shall be called by the President of the Corporation and shall be held at such times and places within or without the State of California as may be ordered by resolution of the Board of Directors.
 - i. Notice of the time and place of Special Members Meetings shall be delivered to each member by telephone or electronic mail at least 24 hours prior to such meeting. Such notice and notification shall be published on the PSSSNL Web Site. Notice of meetings shall specify the place, the day, and the hour of the meeting and the general nature of the business to be transacted; as well special instructions, advice, precautions, or other matters pertaining to the safety, well-being, and necessary information of the members and their guests participating in said meeting.
- E. Neither cumulative voting or voting by proxy shall ~~not~~ be authorized, and no single vote shall be split into fractional votes. No member shall have more than one vote on any issue voted upon, regardless of the member's status or amount of membership dues or other assessments paid.
- F. Participation in a Board of Directors meeting by Board members by remote communication is permitted.

ARTICLE 12— PSSSNL WEB SITE

- A. The Board of Directors may appoint a Webmaster. The Board of Directors shall confirm the appointment by majority vote of those Board members present and voting at the Board of Directors meeting at which the candidate's (or candidates') name(s) are submitted for consideration. The Webmaster shall be appointed as necessary by the Board of Directors and will serve at the pleasure and direction of that body. The Webmaster's term of service shall extend until such time as the Webmaster tenders his or her resignation or is removed by the Board of Directors from his or her position through a majority vote of those Board members present at the Board Meeting at which a motion to dismiss is made.
- B. DUTIES OF THE WEBMASTER**
- i. The Webmaster shall be responsible for the maintenance of the PSSSNL Web Site.
- C. The Board of Directors may appoint a Statistician. The Board of Directors shall confirm the appointment by majority vote of those Board members present and voting at the Board of

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Directors meeting at which the candidate's (or candidates') name(s) are submitted for consideration. The Statistician shall be appointed as necessary by the Board of Directors and will serve at the pleasure and direction of that body. The Statistician's term of service shall extend until such time as the Statistician tenders his or her resignation or is removed by the Board of Directors from his or her position through a majority vote of those Board members present at the Board Meeting at which a motion to dismiss is made.

D. DUTIES OF THE STATISTICIAN

- i. The Statistician shall be the supervisor of the Scorekeeper and is responsible for the training of the Scorekeeper as to the approved format for scoring PSSSNL games and as to which statistics are to be recorded and tallied.
- ii. The Statistician will forward updated team standings and updated weekly statistical files to the Webmaster for posting on the PSSSNL web site during the Winter Season, and just the updated team standings and game scores during the Summer Season.

ARTICLE 13—COMMITTEES

- A. The National League may have such Standing Committees as the Board of Directors may from time to time prescribe for the necessary execution of the National League activities. No standing committee shall be established except in such cases as necessary for long-standing National League requirements and enhancement which ad hoc committees are unable to handle commensurate with the requirements of the National League. The resolution designating the Committee shall provide for the appointment of its members and Chairman, state and purposes of its formation, the powers and activities to be exercised, and provide for its termination—either by time interval or termination or completion of its designated purpose. All Committee action must be approved by the Board of Directors prior to implementation and/or execution.

ARTICLE 14—MISCELLANEOUS PROVISIONS

- A. The fiscal year of the Corporation shall be from April 1 through March 31, inclusive.
- B. The Corporation may strike and maintain a Seal at its discretion, which shall be in such form and contain such matter as shall be specified by resolution of the Board of Directors. If struck, the Seal shall be affixed to all Corporate instruments if they are adopted and in existence, but failure to affix a Seal to an instrument shall not affect the validity of such instrument in any way.
- C. Except as otherwise provided by law, the Articles of Incorporation, and these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or President or Vice President.
- D. These Bylaws or any provision or word therein may be amended by a majority vote of the Board of Directors. The Articles of Incorporation may be amended by a majority vote of the Board of Directors. Any changes to the Bylaws and/or the Articles of Incorporation shall be sent to the Secretary of State, California Corporations.

Bylaws of the Palm Springs Senior Softball National League

- i. In accordance with California Corporations Code Section 212(a), the minimum number of Directors cannot be fewer than three and the maximum number of Directors cannot exceed the stated minimum by more than two times the stated minimum minus one.
- E. The National League shall not enter into any contract or other transaction in which any Director or Officer of the National League, or with any business in which one or more of the National League's Directors or Officers are Directors or Officers or in which they have a material financial interest, directly or indirectly, unless (a) the material facts as to the transaction and such Director's or Officer's interest are fully disclosed in good faith or known to the Board of Directors and such contract or transaction is approved by the Board of Directors in good faith, with any interested Director or Officer not being entitled to vote thereon; or (b) the material facts as to the transaction and such Director's or Officer's interest are fully disclosed in good faith and noted in the minutes, or are known to all Directors prior to the Board's consideration of such contract or transaction and such contract or transaction is authorized in good faith by a the Board by a vote sufficient for that purpose without counting the votes of the interested Director(s) or Officer(s).
- F. The National League shall have no employees. All Umpires and the Scorekeeper for National League games shall be independent contracted and shall have no standing as employees and/or members of the National League.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly appointed Secretary of the Palm Springs Senior Softball National League, a Nonprofit Public Benefit Corporation.

That the foregoing Bylaws comprising sixteen (16) pages, including this page, constitute the Bylaws of said League, was duly adopted by the Board of Directors at the meeting on October 20, 2022, and that they have not been amended or modified since that date.

Executed on October 27, 2022, at Palm Springs, California.

/s/ Scot Howard

Secretary