

**AMENDED BY-LAWS OF THE ENGLEWOOD SENIOR SOFTBALL LEAGUE, INC.  
(A Florida Not-For-Profit Corporation)**

**March 21, 2022**

**Article 1: ORGANIZATION NAME AND LOCATIONS**

**1.1 NAME**

The name of the organization shall be the Englewood Senior Softball League ("ESSL"; "The League").

**1.2 LOCATION**

The location of the League and the appropriate mail and notice delivery address shall be the address of the current Commissioner of the league, or other address as may be designated by the Board from time to time.

**1.3. INCORPORATION**

The League shall be incorporated as a Florida Not-For-Profit Corporation pursuant to the laws of the State of Florida. The Board may, but shall not be obligated to attempt to qualify as a 501 (c) (7) Corporation under the Code.

**1.4 DEFINITIONS**

- a. "League" shall mean the Englewood Senior Softball League, Inc.
- b. "League Website" shall mean the official website established and maintained from time-to-time by the Board via its Webmaster designee.
- c. "Board" shall mean the Board of Directors.
- d. "Code" shall mean the Internal Revenue Code.
- e. "Director(s)" shall mean the members of the Board of Directors.
- f. "Due and Reasonable Deliberation" shall mean that a Board member was physically present at Board meeting or participated via teleconferencing or telephonic methods.
- g. "ESSL" shall be the abbreviation for the Englewood Senior Softball League, Inc.
- h. "ESSL Vote Form" shall mean the written or electronic form for voting prepared and endorsed by the Board for voting pursuant to Article 6.
- i. "Meeting Notice" shall mean the notice of the Annual Meeting or any Special Meeting of the Board provided in accordance with Article 4.
- j. "Player" shall mean a person who has registered with the Association and has met all requirements set forth in Article 3.
- k. "Season" shall mean that period of play assigned to and / or established for each of the four potential seasons: Winter; Spring; Summer; Fall.
- l. "Board of Directors Candidate Form" is a form, approved by the Board under the authority granted herein, that candidates for board positions must complete and submit in order to be placed on any ballot created for any election.

## **Article 2: MISSION & PURPOSE**

### **2.1 MISSION**

The League is a recreational slow-pitch softball league with playing opportunities for men aged sixty (60) years and older. The League is organized into multiple divisions based principally on players' skill levels, and its overall purpose is to promote healthy competition and camaraderie in a safe and friendly environment. It is an essential principal of the League that all games and activities be conducted in a constructive, professional and sportsmanlike manner and to ensure that all players are treated with respect and dignity, and are provided a fair opportunity to participate.

### **2.2 Not for Profit Purpose**

The League is organized exclusively for one or more of the purposes, including specifically, without limitation, as a "social club" as specified in Section 501 (c) (7) of the Code. The League shall use its funds only to accomplish the objectives and purposes specified in these By-Laws. No portion of net earnings, gains or assets of the League shall inure to the benefit of or be distributed to the Officers, Directors, Players, other private individuals, or organizations that are formed and operated for profit, except to pay reasonable compensation for services rendered by such persons or entities and to make payments and distributions in furtherance of the purposes set forth above. The League shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly engage in any activity that would prevent the League from qualifying and continuing to qualify, as the case may be, as a corporation described in Section 501 (c) (7) of the Code. In the event of termination, dissolution, or winding up of the League in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more organizations described in Section 501 (c) (7) of the Code.

## **Article 3: PLAYER ELIGIBILITY**

### **3.1 Requirements**

3.1.1 Any man may become a Player in the League who:

- Will attain the minimum age of 60 during the calendar year of the first season of entry to the league. Entry age may be modified and determined by the Board from time to time; and,
- Pays the then requisite dues and/or fees, as adopted by the Board, for each season electing to play in prior to expiration of the deadline for payment, and,
- Is listed on the final roster of any approved team in any season, including active, inactive, or players unable to participate due to other reasons deemed appropriate by the Board
- Executes and delivers any other documentation determined as necessary by the Board, including, without limitation, applicable waivers of liability.

Notwithstanding anything set forth in these By-Laws to the contrary, the Board of Directors reserves the sole and absolute right to deny admission to any person if, after due and reasonable deliberation, at least 75% of the Board determines that such denial is in the best interest of the League. Such denial may be for any reason other than race, religion, creed, nationality and/or sexual orientation. Any person denied admission shall have the right to address the Board of Directors at the next meeting of the Board and to ask for reconsideration or re-instatement to the league.

All entering players will be assigned or drafted into a Division depending upon ability and, in certain circumstances, age. The Board of Directors may change the League's structure as deemed necessary.

### 3.1.2 Types of Player membership

The Board may, but shall not be obligated to, establish various types of membership from time to time.

### 3.1.3 Players

Players are entitled to participate in the activities of the League but shall not be permitted to vote on any matters of League business or governance, **except they are entitled to vote for Directors of the league in accordance with Section 5.4 and Section 6.**

### 3.1.4 Player Dues & Fees

Dues and/or fees for Players shall be fixed, determined and modified, from time to time, by the Board as may be required to meet the financial obligations of the League. Fees may vary from Season to Season.

## **Article 4.0 MEETINGS**

### **4.1 Annual Meeting**

There shall be an annual meeting of the Players of the League. The annual meeting shall be held between March 1 and April 15, at a time and place as determined by the Board. The purposes of the Annual Meeting, in addition to those prescribed by these By-Laws, shall be to receive / report election results for the Board if the voting has been conducted previously, to hold such election if the voting has not been conducted previously, to receive reports of the Officers and Committees and to conduct other business as determined by the Board. In the event that for any reason the Annual Meeting has not been held as provided above, a Special Meeting in lieu thereof may be held and any action at such Special Meeting shall have all the force and effect as if taken at the Annual Meeting

### **4.2 Special Meetings of Players**

A Special Meeting of the Players of the League may be called at any time by a majority of the Board. A notice stating the place, date, time and purpose of the

meeting shall be provided to Players at least ten (10) days before said meeting.

### **4.3 Board Meetings**

#### **4.3.1 Scheduling of Meetings**

The Board shall use reasonable efforts to hold regularly scheduled meetings throughout the year. However, the Board MUST hold at least three (3) regularly scheduled meetings throughout the year, and at any other times deemed necessary by the Commissioner. A quorum shall be a majority of the Board members. Meetings of the Board may be called by the Commissioner, Secretary, Treasurer or two or more other Directors. Meetings of the Board may be held at such places and at such times as the Board may determine.

#### **4.3.2 Who May Attend**

All meetings of the Board shall be open to all Players, excepting Board Meetings to consider disciplinary action against a Player or Players, or other matters requiring confidentiality.

#### **4.3.3 Meeting Conduct**

The Board shall have the right, from time to time, to adopt rules and regulations regarding the conduct of its meetings and such rules and regulations shall then govern.

#### **4.3.4 Notice & Meeting Agenda**

In order to ensure that meetings of the Board are productive and efficient, at least 48 hours prior to any meeting of the Board, the Notice of Meeting and Meeting Agenda shall be provided electronically to every Player and published on the League's Website.

## **5.0 GOVERNANCE & BOARD OF DIRECTORS**

### **5.1 Directors**

The League is governed by a Board of Directors ("The Board") consisting of up to seven (7) members. The specific number of Directors to be elected for the ensuing year shall be determined based on the number of seats that are reaching expiration of their term and any additional seats added to or subtracted from the Board.

5.1.1 Any Player in good standing with the League, who, at a minimum, is on the roster of a Winter season team during the fiscal year in which a vote for directors is to occur, is eligible to be a Director.

### **5.2 Powers and Purpose**

The Board, under the authority granted to it by the League Bylaws, shall have and may exercise all of the powers of management of the League, but not limited to:

- preparation of an annual operating plan,

- entering in to and executing contracts or agreements to facilitate the League's mission
- purchasing equipment and other materials pursuant to the function of the League
- coordination of league and division activities,
- arranging playing fields,
- maintaining league finances,
- setting, modifying and providing rules of play. Proposed modifications in rules of play from year to year shall require sixty-six percent (66%) approval by the Board to be enacted.
- managing disciplinary issues relative to the rules of play, and, shall have the right to restrict the participation of a Player in any league athletic activity if such player violates the code of conduct.
- other appointments, committees, policies, procedures, and activities that may be deemed necessary to fulfill the League's mission.

### **5.3 Officers**

Officers of the Board shall be elected by the Board at the first meeting of each new board following election. The Officers shall be: the Commissioner; Vice Commissioner; Treasurer; and Secretary. The Commissioner and Vice Commissioner shall not simultaneously hold the office of Treasurer. The Treasurer may simultaneously be Secretary, if required.

### **5.4 Election of the Board**

An election to fill the seat of expiring or open Board positions shall be held annually by the Board pursuant to and in accordance with the provisions of Article 6. Only Players on a current year Winter season roster are eligible to vote for Directors.

### **5.5 Term of the Board**

Each Board position shall have a term of two years, except for the first Board elected following adoption of these amended Bylaws, whereby the position of Commissioner, Secretary, and Treasurer shall serve two years, the remaining directors, which shall include the Vice Commissioner, shall serve one year. Each Director's term, following the establishment of staggered terms, shall revert to two years, with the terms commencing immediately upon completion of the annual election.

### **5.6 Resignation / Removal**

#### **5.6.1 Resignation**

A Director may resign by written notice to the Commissioner or Secretary. Unless another specific time is specified in the notice, a Director's resignation shall be effective upon receipt.

### 5.6.2 Removal

Any elected Director may be removed from the Board for neglect (which may include failure to attend at least 75% of the regularly scheduled meetings of the Board), dishonesty, fraud, or misrepresentation in connection with the affairs of the ESSL. Removal shall require a vote of two-thirds (66%) of the Directors. The Director whose removal is being sought is excluded from voting on the matter of his removal.

### 5.7 Vacancy

5.7.1 Any vacancy on the Board for any reason including illness, resignation or removal, may be filled by the existing Directors to serve until the expiration of the term of the position being filled. The vacant position will be subject to a vote at the next Annual Meeting at which an election will occur for that seat; however, if the remaining Directors do not choose to fill the vacancies, they may exercise the power of the full Board until new Directors are elected.

5.7.2 The League may list the Board vacancy as an agenda item for an upcoming Board meeting. Directors physically present at the Board meeting or satisfying the Due and Reasonable Deliberation definition shall decide any vacancy issues. A simple majority vote of the participating Directors shall decide the vacancy issue.

### 5.8 Immediate Responsibilities of the New Board

At the first (1st) meeting following their election, which may take place in conjunction with, or immediately following, an Annual Meeting, the time and place of which shall be set by the incoming Board, the members of the Board shall elect the Officers of the League.

## Article 6: BOARD SIZE & ELECTION OF DIRECTORS

### 6.1 Elections

6.1.1 An election by the Board shall be held annually to fill expiring board seats.

6.1.2 At least sixty (60) days prior to the Annual Meeting the current Board shall determine the size of the Board for the next fiscal year.

### 6.2 Nomination and Election Process

For any fiscal period in which Board terms will be expiring, the Board will cause to be announced the seats that are up for (re)-election at least 45 days prior to the election, simultaneously putting forth a 'Call for Candidates'. Players who choose to be a candidate, including those current directors choosing to run again, must notify the Secretary of their intent by requesting, completing and submitting the 'Board of Directors Candidate Declaration and Information Form' no later than twenty one (21) days prior to the election. Within five (5) days of receipt of the form from a candidate, the Secretary will cause to be posted on the League website the list of candidates in such format to be determined by the Board.

### **6.3 Final Notice and Election Voting**

6.3.1 Upon final determination of the candidates for the Board, the Secretary, or his designee, shall cause to be sent a Notice of Election to all Players by any of the means set forth in the Bylaws. Said Notice shall include the:

- (a) List of Candidates
- (b) Voting procedure, including the date(s) for voting

### **6.4 Voting**

6.4.1 Voting may be conducted in any manner as determined by the Board to be reasonable, fair and equitable, including, without limitation, hand, voice or written ballot at a meeting, and/or other alternative procedures such as online voting and paper voting by mail. The results of voting shall be tallied by the Secretary and at least 1 other league player approved by the Board and the results reported to the Board and Players at large. The candidate(s) receiving the highest number of votes cast by any approved method of voting shall become member(s) of the Board and will be seated within 15 days of the election in accordance with Section 5.8.

6.4.2 In the event there are only enough candidates to fill the open positions of the Board, those candidates shall be deemed elected by acclimation and seated as part of the new Board without general voting from the Players.

## **Article 7: DIVISION COODINATORS, ORGANIZERS & TEAM MANAGERS**

### **7.1 Division Coordinators**

Each Division in each season of play shall have a Coordinator, or, if necessary, in the case of the Spring, Summer, and /or Fall seasons, a Coordinator designee approved by the Board. Coordinators, and, when required, their designee, are responsible for oversight of the general operation of their respective Division other than those activities proscribed to the Board, and will be a primary conduit of communication with the Board.

### **7.2 Team Managers, Assistant Managers & Non-Playing Coaches**

7.2.1 Teams are required to have at least two managerial representatives, designated as Manager and Assistant Manager(s). A team may have only 1 Manager, and up to 2 Assistant Managers. Non-Playing persons may be Managers, Assistant Managers and Coaches provided they are listed as such on the Final Roster and meet all other requirements for Players. Pursuant to Article 3, Team Managers and Assistant Managers shall be approved by the Division Coordinators in conjunction with the Board.

7.2.2 Any team management personnel may be removed by the Board whenever, in its sole judgment, the best interests of the League would be served by such removal. Team Management subject to potential removal shall be notified by the Board of such intent and shall have the right to meet with the Board to review the circumstances and reasons for the pending removal. Following said meeting, the

Board shall put forth a 'Motion to Remove', which will require a 66% majority vote of the Board to effect removal. If so voted, removal shall be immediate, the affected team notified and, with the exception of non-managerial coaches, the team will be required to put forth a replacement for Board consideration within ten (10) days. In the event a team is unable to put forward a replacement manager / assistant manager, the Division Coordinator in conjunction with the Commissioner will appoint a manager / assistant manager from the team roster.

## **Article 8: FINANCIAL & ACCOUNTING PROVISIONS**

### **8.1 Fiscal Year**

The fiscal year of the League shall begin on the 1st day of January and end on the 31st day of December.

### **8.2 Annual Operating Budget**

8.2.1 The Treasurer, with the assistance of, and input from, the Board, will submit a proposed annual budget for the ensuing fiscal year no later than 45 days prior to the start of the next fiscal year. The budget shall be reviewed and may be adjusted and or modified prior to being approved by the Board. The Budget shall be the primary, but not sole determinant, of team fees for each of the seasons in the upcoming year.

8.2.2 The Board may adjust the approved budget if financial conditions or unanticipated expenses are incurred during the fiscal year, and may include re-assessment of team fees for any one or all seasons of play.

8.2.3 Copies of the Annual Operating Budget, once approved, shall be posted on the League website.

### **8.3 Collection of Fees and Other Funds**

#### **8.3.1 Team Fees**

Team fees for each season shall be set by the Board in such manner to reasonably expect the ability for the League to pay for all expenses for that season. The Board, or its designee, will communicate the fees for said season at least 15 days prior to the start of each season and set a final date for collection / submission of said fees. Teams are free to, and are encouraged to, obtain commercial sponsorship to offset fees. Otherwise, players of the team shall bind together to provide the fees in full. Fees for players joining the League during the season may be adjusted or waived by the Board.

#### **8.3.2 Other Fees**

The Board may, from time to time, assess other fees to offset the cost associated with executing league related activities, such as the annual Winter season draft, the Supplemental draft, or special equipment needs.



## **8.4 Expenditures**

8.4.1 The League will establish and maintain a checking account, with the Treasurer being the Officer charged with signing all checks and making deposits. In the event the Treasurer is temporarily unable to execute this function, the Commissioner may be authorized to perform said functions provide the Board is made aware of the need for executor substitution. If the Treasurer becomes permanently unable to perform said duties, the Board will immediately designate / approve a replacement from the remaining members of the Board, who shall then assume all the responsibilities and rights granted to the Treasurer under these Bylaws.

8.4.2 Unless otherwise listed as a specific line item expense within the Fiscal Year's approved operating budget, no expenditure of league funds may occur without majority approval of the board, except, in the event of an emergency, and following notification of such to the balance of the Board, the Commissioner may authorize the spending of up to \$250.00.

## **8.5 Contracts**

The Directors, by majority vote, may authorize certain officers to enter into contracts or to execute and deliver any instrument in the name of and on behalf of the League, and such authority may be general or may be confined to specific instances. Whenever more than one signature is required, the Commissioner shall be authorized to sign along with the Treasurer.

## **8.6 Conflict of Interest**

No contract or other transaction between ESSL and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested will be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such director or directors are counted for such purpose, if:

- (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, all in the manner provided by law; or
- (b) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or a committee.

## **8.7 Books, Records and Annual reports**

Each Director and/or committee chairman shall, at the expiration of his term, surrender all documents, records, supplies and information as to assure a smooth transition of office if so requested by the Commissioner or Secretary of the Board.

The financial books will be closed within forty five (45) days after the end of the fiscal year. At that time, the Treasurer shall submit and present the Annual Financial Report to the Directors. Within sixty (60) days thereafter, if required by statute, the financial books and records will be audited by a qualified individual chosen by the Commissioner and Treasurer. The auditor shall submit a written report to the Directors who will review the auditor's report at a special Board meeting following receipt of the report.

All financial statements and reports will be made available to any league player, as defined herein, upon, and only upon, written request.

## **8.8 Tax Aspects**

Notwithstanding any other provisions of these Articles, the League is organized exclusively for one or more purposes as specified in the provisions of Internal Revenue Code (hereinafter, IRC) Section 501 (C) 7, as amended; and as specified in all the applicable provisions of the U.S. Treasury and Internal Revenue Service (hereinafter, IRS) rules, regulations and procedures. No part of the net earnings of the league will inure to the benefit of any Player, Director, or Officer of the league, or any private individual (except that reasonable compensation may be paid for services rendered to or for the league), and no player, Director or Officer of the league, or any private individual will be entitled to share in any benefit from the dissolution of the league.

## **Article 9: AMENDMENT OF BY-LAWS**

### **9.1 Board Initiated Amendments**

Any provision of these By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the affirmative vote of three quarters (75%) of the Directors, during a meeting to be held in any approved format under these Bylaws. Players shall be provided notice of such meeting and intent, and the meeting shall be posted on the association Website at least ten (10) days prior to the meeting and shall set forth the proposed changes.

## **Article 10: GENERAL PROVISIONS**

### **10.1 Limited Liability and Indemnification**

No present or former Director shall be liable in any manner for any debts or obligations of the League. The League shall, to the extent legally permissible, indemnify and defend any person serving, or who has served, as a Director from and against any and all judgments, fines, settlements and other reasonable costs, expenses and counsel fees paid or incurred in connection with any action, law suit, or proceedings to which any such person or his legal representative may be made a party by reason of his being or having been such a Director. No indemnification or advance against expenses shall be approved by the Board until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification payment or advance.

**10.2 Liability Insurance for Directors and Officers;**

The League shall purchase, or cause to be purchased, appropriate Directors and Officers (D&O) Liability insurance.

**10.3 Other Insurance**

The League shall purchase other insurance that may be required by local governments to use public facilities.

**APPROVED AND DECLARED AS THE AMENDED BYLAWS FOR THE ENGLEWOOD SENIOR SOFTBALL LEAGUE, AMENDED AS SUCH BY A VOTE OF THE PLAYERS OF RECORD IN ACCORDANCE WITH ALL APPROPRIATE STATUTES ON THE 21<sup>st</sup> DAY OF MARCH, 2022 IN THE COUNTY OF SARASOTA, STATE OF FLORIDA.**

IN WITNESS WHEREOF, the parties hereunto set their hands and seals the day and year first written above.

FOR THE ENGLEWOOD SENIOR SOFTBALL LEAGUE, INC.

By: [Signature]  
Mark Johnson, Commissioner

By: [Signature]  
Rudy Davis, Secretary

Signed, sealed and delivered in the presence of:

[Signature]  
Print Name

STATE OF FLORIDA, COUNTY OF SARASOTA

The foregoing instrument was subscribed and sworn to before me this 21<sup>st</sup> day of MARCH, 2022 by Mark Johnson and Rudy Davis as Commissioner and Secretary respectively for the Englewood Senior Softball League, a Florida not-for-profit corporation, on behalf of the corporation X who is/are personally known to me

\_\_\_\_\_ both of whom produced \_\_\_\_\_ as identification, and who acknowledged before me the he/she executed the same freely and voluntarily for the purpose therein expressed under the authority duly vested in him/her by said corporation.

My commission expires:

[Signature]  
Signature

SCOTT PERETZ  
Printed name

