

**BY-LAWS OF THE EMASS SENIOR SOFTBALL ASSOCIATION, INC.**  
**[A MASSACHUSETTS NOT--FOR--PROFIT CORPORATION]**  
**May 18, 2020**

**Article 1: ORGANIZATION NAME AND LOCATION**

**1.1 Name**

The name of this organization shall be the EMASS Senior Softball Association, Inc.

**1.2 Location**

The location of the Association records and the appropriate mail and notice delivery address shall be the address set forth in the Articles of Organization or the latest Annual Report filed with the Secretary of State of the Commonwealth of Massachusetts, each as designated from time to time by the Board. In addition, the home address of the Secretary may also be used as a location for the Association.

**1.3 Incorporation**

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

**1.4 Definitions Used in These By-Laws**

1.4.1 "Association" shall mean the Eastern Massachusetts Senior Softball Association, Inc.

1.4.2 "Association Website" shall mean the official website established and maintained from time to time by the Board. The current Association Website may be found at [www.e-mass.org](http://www.e-mass.org).

1.4.3 "Board" shall mean the Board of Directors.

1.4.4 "Board-Endorsed Candidates" shall mean the slate of candidates endorsed by the N&E and the Board pursuant to Article 8.

1.4.5 "Code" shall mean the Internal Revenue Code.

1.4.6 "Director(s)" shall mean the members of the Board of Directors.

1.4.7 "Due and Reasonable Deliberation" shall mean that a Board member was physically present at Board meeting or participated via teleconferencing or telephonic methods.

1.4.8 "EMASS" shall be the abbreviation for the EMASS Senior Softball Association, Inc.

1.4.9 "EMASS Ballot Form" shall mean the written form of ballot prepared and endorsed by the N&E to be used by the Board for absentee balloting for the Annual Meeting or a Special Meeting of the Association pursuant to Article 4.

1.4.10 "Meeting Notice" shall mean the notice of the Annual Meeting or any Special Meeting of the Members provided in accordance with Article 4.

1.4.11 "Member" shall mean a person who has registered with the Association and met all of the membership requirements set forth in Article 3.

1.4.12 "N&E" shall mean the Nomination and Election Committee established pursuant to Article 8.

1.4.13 "Petition Candidates" shall mean those Members standing for election to the Board pursuant to Article 8, who are not Board Endorsed Candidates.

**Article 2: MISSION/PURPOSE**

**2.1 Purpose**

The purpose of the EMASS Senior Softball Association is to provide a means of recreation and social opportunities for senior men and women by playing slow-pitch softball, and such other sports and social activities as may be adopted by the Board (e.g. basketball, bowling, golf, etc.), in an organized, competitive and safe environment.

## **2.2 Mission Statement**

While all games organized by the Association should be played with the intent to win, the goal of the Association is to ensure to the best of its ability that the Members of the Association (i) have a positive, fun, athletic, and social experience, and (ii) compete and play in an organized, competitive and safe environment. It is an essential principal of the Association that all games and activities be conducted in a constructive, non-criticizing and sportsmanlike manner and to ensure that all members are treated with respect and dignity, and are provided a fair opportunity to participate.

## **2.3 Not-For-Profit Purposes**

The Association 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 Association 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 Association shall inure to the benefit of or be distributed to the Officers, Directors, Members, 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 Association 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 Association 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 Association 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: MEMBERSHIP**

### **3.1 General Membership Requirements**

3.1.1 Any person may become a Member of the Association who:

- (a) has attained such minimum age as is determined by the Board, from time to time;
- (b) completes the Association's registration process, as adopted by the Board from time to time;
- (c) pays the then requisite dues and/or fees as adopted by the Board from time to time; and
- (d) executes and delivers any other documentation as determined by the Board from time to time, 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 membership 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 EASTERN MASSACHUSETTS SENIOR SOFTBALL ASSOCIATION, INC. Such denial may be for any reason other than race, gender, religion, creed, nationality and/or sexual orientation. Any person denied membership shall have the right to address the Board of Directors at the next meeting of the Board and to ask for reconsideration.

### **3.2 Types of Membership**

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

### **3.3 Members**

Members are entitled to participate in the activities of the Association and shall have all of the rights and obligations as set forth in these By-Laws including, without limitation, the right to vote on any matter brought before the membership of the Association and to serve as Directors and/or Officers of the Association. In order to ensure the health, welfare and safety of all Members, the Board shall have the right to restrict the participation of a Member in an Association athletic activity if such Member violates the code of conduct or is unable to demonstrate minimum skill levels. The Board shall define the level of sportsmanship expected from members and publish a league-wide code of conduct. The Board shall also define and publish the minimum skill levels and those definitions may change from time to time and may vary by division of play.

### **3.4 Membership Fees/Dues**

Annual dues and/or fees for Members shall be fixed, determined and modified, from time to time, by the Board. The Board shall have the right, upon the written request of a Member, to waive or reduce dues/or fees for any Member on the basis of financial hardship or physical disability which limits a Member's participation in the activities of the Association. By way of example, a Member with an injury that prohibits play for the entire season may petition to have his dues/fees reduced or eliminated so as to permit him/her to continue to be an otherwise active Member.

## **Article 4: MEETINGS**

### **4.1 Annual Meeting**

There shall be an annual meeting of the Members of the Association. The Annual Meeting shall be held on or before November 30th as determined by the Board. The purposes of the Annual Meeting, in addition to those prescribed by these By-Laws, shall be to receive election results for the Board if the balloting has been conducted previously, to hold such election if the balloting 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 Meeting**

A Special Meeting of the Members of the Association may be called at any time by a majority of the Board or by any single Director upon written application by not less than fifteen percent (15%) of the Members.

### **4.3 Notice of Annual/Special Meetings**

A notice stating the place, date, time and, if deemed necessary, purpose of the meeting shall be provided to the Members at least ten (10) days before.

### **4.4. Board Meetings**

#### **4.4.1 Scheduling of Meetings**

The Board shall use reasonable efforts to hold regularly scheduled MONTHLY meetings of the Board throughout the year. However, the Board MUST hold at least six (6) regularly scheduled meetings throughout the year. Special 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, from time to time.

#### **4.4.2 Who Can Attend**

All meetings of the Board shall be open to all Members and invitees.

#### **4.4.3 Meeting Conduct Amendment**

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.

#### **4.4.4 Meeting Agenda**

In order to ensure that meetings of the Board are productive and efficient, at least two (2) days prior to any meeting of the Board, the Meeting Agenda shall be sent by e-mail to every Director and at the discretion of the Commissioner/Presiding Director published on the Association's Website.

#### **4.4.5 Notice of Board Meetings**

Notice of all meetings of the Board shall be sent to each Director at least 2 days prior to such meeting.

## **Article 5: BOARD OF DIRECTORS**

### **5.1 Number of Directors**

The Association shall be governed by a Board of Directors consisting of at least seven (7) Members and not exceeding fourteen (14) Members. The specific number of Directors to be elected for the ensuing year shall be recommended by the N&E and approved by the Board.

## **5.2 Powers**

The Board shall have and may exercise all of the powers of management of the Association, except as specifically conferred upon the Members by applicable laws, the Articles of Organization and these By-Laws. The Board shall be the sole and exclusive authority for determining, implementing and overseeing policies, rules and regulations with respect to the Association. The Officers of the Association will have no independent policy or rule making authority.

## **5.3 Election of the Board**

The Board shall be elected annually by the Members pursuant to and in accordance with the provisions of Article 8.

## **5.4 Term of the Board**

The term of the Board shall commence immediately upon the completion of the Annual Meeting and shall end at such time as a new Board has been installed at the next convened Annual Meeting.

## **5.5 Resignation/Removal**

A Director may resign by written notice to the Secretary. Unless another specific time is specified in the notice, a Director's resignation shall be effective upon receipt by the Secretary. 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 Association. Removal shall require a vote of two-thirds (2/3rd) of the Members at a duly held meeting of the Members of the Association OR by a vote of two-thirds (2/3rd) of the Directors (not including the Director whose removal is being sought).

## **5.6 Vacancy**

5.6.1 Any vacancy on the Board for any reason including illness, resignation or removal, including the creation of a new position on the Board, may be filled by the existing Directors to serve until the next Annual Meeting of the Members; 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.

5.6.2 The Association shall list the Board vacancy as an agenda item for the 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.

## **5.7 Immediate Responsibilities of the Board**

At the first (1st) meeting following their election (which meeting may take place in conjunction with the 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 Association.

## **Article 6: OFFICERS OF THE ASSOCIATION**

### **6.1 Enumeration, Election and Term of Office**

The Officers of the Association shall be a Commissioner, a Treasurer and a Secretary. The Commissioner, Treasurer and Secretary must have been elected to the Board at the most recently completed Annual Meeting. The Commissioner, Treasurer and Secretary shall be elected by vote of the Board carried out in such manner as the Board may determine from time to time to be fair and reasonable. The duties and responsibilities of the three officers are delineated in the Policies, Procedures, Roles and Responsibilities document.

### **6.2 Other Appointments of the Board**

In addition to the Officers of the Association, the Board shall have the right at any time, and from time to time, to create other specific individual positions which the Board deems reasonable and necessary for the operation of the Association.

## **Article 7: COMMITTEES**

### **7.1 Purpose of Committees**

The Board shall have the authority to establish committees to assist it in carrying out its duties and responsibilities.

## **Article 8: NOMINATION/ELECTION OF BOARD**

### **8.1 Annual Election**

8.1.1 The Board shall be elected annually by the Members.

8.1.2 The N&E shall be charged with the annual nomination of a slate of candidates for the Board and the conduct of the annual election of the Board in accordance with these By-Laws.

8.1.3 The N&E shall be comprised of five (5) Members (three (3) of whom shall be Directors and two (2) of whom shall be Members but not Directors), appointed by the Board. In the event that there are no qualified Members willing and able to serve on the N&E, the Board may elect to appoint Directors in lieu thereof.

8.1.4 The annual election of the Board shall be conducted by the N&E and shall be held in such manner and on such date(s), at locations and at times as determined by the N&E and approved by the Board. The balloting may (but is not required to) be conducted at an open meeting of the Members and may (but is not required to be) conducted in conjunction with the Annual Meeting. Provided, however, to the extent possible the annual election shall be held on or before November 30th of any given year and, in any event, no earlier than two (2) weeks after the date upon which the Final Election Notice has been published.

### **8.2 Nomination and Election Procedures**

8.2.1 On or before July 31st, the Board shall determine the size of the Board for the next year.

8.2.2 On or before August 15th, the Association shall notify all Members that the Board and the N&E will be preparing a slate of candidates. This notification shall inform Members that they may provide their names to the Secretary by September 15th if they are willing to serve on next year's Board.

8.2.3 On or before September 15th, the Association shall provide all submitted names to the Board and the N&E.

8.2.4 The N&E shall consider all submitted names as well as other Members whom the N&E deem willing and able to serve on the Board.

8.2.5 On or before September 30th, the N&E shall prepare and propose to the Board for its endorsement:

- (a) a slate of Directors for the next year, and
- (b) the balloting procedures for the election of Directors.

8.2.6 In designating the slate, the N&E shall ensure that there is at least

- (a) one (1) candidate willing to serve as Commissioner, and
- (b) one (1) candidate willing to serve as Treasurer and
- (c) one (1) candidate willing to serve as Secretary.

8.2.7 If a majority of the Board fails to endorse the slate in its entirety, the N&E shall, in light of the comments received from the Board, revise the slate of candidates for resubmission to the board. This process will continue until there is an endorsement of a slate from a majority of the Board which slate shall then be deemed the Board Endorsed Candidates.

8.2.8 Promptly following the date that the Board-Endorsed Candidates have been identified, the N&E shall cause the Secretary to send a notice to the Members (the "Preliminary Election Notice"). The Preliminary Election Notice may be given by any of the means set forth in these By-Laws.

8.2.9 The Preliminary Election Notice shall set forth:

- (a) The list of the Board-Endorsed Candidates, and
- (b) The procedure by which a Member not set forth on the list of Board-Endorsed Candidates may become a candidate for the Board (a "Petition Candidate").

#### 8.2.10 Petition Candidates

Any Member may become a Petition Candidate by submitting a timely Nomination Petition (in the form approved by the Board) meeting the requirements of listed below. To be considered valid, a Nomination Petition for a Petition Candidate must be:

- (a) Signed or otherwise endorsed in writing by at least 10 other Members of the Association (which signatures may be verified by the Board as it deems necessary or reasonable), and
- (b) Must be received by the Secretary within one (1) calendar month from the date the Election Notice was first sent to the Members (the "Nomination Period").

### 8.3 The Final Election Notice

At such time as the Nomination Period has ended, if there are any Petition Candidates, the N&E shall cause the Secretary to send a notice to the Members (the "Final Election Notice"). The Final Election Notice may be given by any of the means set forth in these By-Laws.

#### 8.3.1 The Final Election Notice shall set forth

- (a) The list of the Board-Endorsed Candidates,
- (b) The list of Petition Candidates, and
- (c) The balloting procedures for the election of the Board.

The Final Election Notice shall indicate when, how and where the annual election of the Board is to be conducted. Provided, however, to the extent possible, the balloting shall be no earlier than two (2) weeks after the date upon which the Final Election Notice has been published.

### 8.4 Balloting

8.4.1 Balloting may be conducted in any manner as determined by the N&E and endorsed 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 balloting and paper balloting by mail. The candidates receiving the highest number of votes cast by any approved method of balloting shall become the Board.

8.4.2 In the event that there are no Petition Candidates, the annual election shall be waived and the Board- Endorsed Candidates shall be deemed to have been elected by the Members.

## Article 9: PROCESS FOR AMENDING BY—LAWS, POLICIES, PROCEDURES

### 9.1 Board Initiated Amendments of By-Laws

Any provision of these By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the affirmative vote of two-thirds (2/3rds) of the Directors physically present at any Board meeting or satisfying the Due and Reasonable Deliberation Definition. Notice of such meeting shall be posted on the Association Website at least one (1) week prior to the meeting and shall set forth the proposed changes.

## Article 10: GENERAL PROVISIONS

### 10.1 Fiscal Year

The Fiscal Year of the Association shall commence on January 1st and end on December 31st.

### 10.2 Limited Liability and Indemnification

No present or former Director shall be liable in any manner for any debts or obligations of the Association. The Association 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.