

2/21/2024

**Cape Codgers, Inc.
Amended By-Laws**

**Article I
Purpose**

Section 1: Name. This corporation shall be known as the Cape Codgers, Incorporated, and is referred to herein as "Cape Codgers." The Cape Codgers is a senior softball league (the "league"). It also may be known as the Upper Cape Senior Softball League.

Section 2: Vision and Mission. The Vision of the Cape Codgers Softball League is to be the premier competitive and desirable senior softball league on Cape Cod. We will strive to create a culture of sportsmanship, excellence and friendship that will develop each player to reach their desired potential on and off the field. We will promote fun, fellowship, and good sportsmanship among all players, and promote an interest in the civic affairs of the community. Unsportsmanlike conduct of any kind is prohibited. The hallmark of this league is friendly competition and mutual respect, regardless of ability levels.

**Article II
Membership**

A member in good standing of the Cape Codgers shall be of a minimum age (as determined by the Board of Directors) who has executed a membership application, liability waiver and has timely paid the designated dues for any one of the specific seasons (i.e., Summer, Fall and/or Turf Ball) for a given year ("a Member in good standing" is hereinafter referred to as a "Member"). Only Members shall be eligible for league play. As a condition of membership (as stated in the membership application), Members are charged with being aware of all rules and regulations governing league play and player conduct as adopted by the Cape Codgers' Board of Directors and membership as published on the Cape Codgers website. Prior to each season, which includes pre-season league-sponsored activities, each Cape Codgers member must agree to and sign the Cape Codgers Code of Conduct as established by the Board and the Cape Codgers' Code of Conduct Committee.

**Article III
Governance**

Section 1: Board of Directors. The Cape Codgers shall be governed by a Board of Directors (also referred to herein as the "Board" or "Directors"). The number of Directors shall not be greater than the number of teams in the league (equal to the total number of teams in all divisions). For the sake of clarity, if the number of teams increases, likewise will the number of Director positions increase at that time; if the number of teams

decreases the number of Board Directors for that Division will decrease in the next Board cycle. No coach can serve as a member of the Board of Directors. Board terms begin on October 1st.

Section 2: Officers. The Officers of the Cape Codgers shall consist of a President, who shall also serve as League Commissioner, a Vice President, a Secretary, and a Treasurer, selected from the members of the Board of Directors. In the event that there is no Board member who stands for election for the role of President, at the discretion of the Board, the role of "President" may be filled by group of three Board members selected by the Board, to be known as the "Executive Committee" and that in its discretion this committee may designate one of its members to hold the title of "President/Commissioner" for the purpose of having a designated President for legal and administrative needs. No Board member shall hold more than one executive position concurrently.

Article IV Meetings

Section 1: Annual Meetings of Members. The Annual Meeting of the Members of the Cape Codgers shall be held between September 1 and October 1 of each calendar year. Notice of the Annual Meeting of members shall be sent electronically to all Members at least ten (10) days prior to the meeting

Section 2: Special Meetings of Members. Special meetings of Members may be called by the President or Executive Committee upon request of a majority of the Board Members for a specific purpose. Notice of the special meeting shall be sent electronically to all members at least ten (10) days prior to the special meeting. Business to be conducted at the special meeting shall be limited to the purpose of the meeting as set forth in the notice.

Section 3: Quorum for Annual and Special Meetings of Members. At all meetings of Members, whether regular or special, a quorum shall consist of a minimum of 33% of the total number of Members in good standing for that year. A quorum can be met with a combination of in person attendance and through proxy (via email). In the absence of a quorum, the presiding officer may adjourn the meeting to a date and time to be fixed by the President or Executive Committee.

Section 4: Agenda Topics for Annual and Special Meetings of Members. At all meetings of the members, the agenda topics shall include, but not be limited to, the following:

- (a) President's or Executive Committee's Report
- (b) Treasurer's Financial Report
- (c) Secretary's Report
- (d) Other reports of officers, if any
- (e) Reports of committees, if any

- (f) Election of Directors, as necessary
- (g) Old or Unfinished Business
- (h) New Business

Section 5: Board Meetings. Meetings of the Board of Directors shall be called by the President or Executive Committee whenever in his/her judgment it may be necessary. The Secretary may call a meeting of the Board upon the written request of four (4) Board members. Notice of Board Meetings, drafts of previous Board Meeting Minutes and Financials shall be sent electronically to the members of the Board at least seven (7) days before the scheduled meeting. Meetings can be attended both in person and virtually.

Section 6: Agenda. Prior to each meeting of the Board of Directors, the President or Executive Committee shall compose and circulate an agenda for the meeting. The President may seek the input of other Board members in composing the agenda. The agenda shall accompany the notice of the meeting.

Section 7: Quorum for Board Meetings. A simple majority of the Board of Directors shall constitute a quorum.

Section 8: Agenda Topics for Board Meetings. At all meetings of the Board, the agenda topics shall include, but not be limited to, the following:

- (a) Approval of minutes of prior Board meetings
- (b) President's or Executive Committee's Report
- (c) Treasurer's Report
- (d) Reports of Committees, if any
- (e) Agenda Items
- (f) Old Business
- (g) New Business

Section 9: Tie Votes. In the event of a tie vote among the Board members, in order to break the tie, an additional vote will be taken where the decision will be made by votes of the President, Vice President, and Treasurer.

Section 10: Joint Board Meeting with Coaches. The President or Executive Committee, in their discretion, will invite the coaches and/or Division Coordinators (i.e., the coach liaisons to the Board) on a scheduled recurring basis to attend meetings of the Board for all or part of such meetings.

Article V

Appointment of Directors and Election of Officers and Terms

Section 1: Election of Directors. Pursuant to Article III, Section 1 above each team in Division 1 and 2 has the option to nominate one of its players (excluding its coach) to serve on the Board. While teams can nominate one of their players to be a Director, other

Members of that team who are in good standing can also be placed in nomination as write-in candidates for the Board. Those players nominated for Director positions in both Divisions, by their teams or write-in candidates shall be submitted to the Board Secretary in writing, by email or otherwise no later than 10 business days before the scheduled Annual Meeting for inclusion on the ballot and will be elected or rejected at the Annual Meeting of the membership. Voting can be done in person or by proxy (via email). In the event a Director resigns or for any reason cannot fill the Board member's term, the team without a current Director may nominate an individual to serve the remainder of that replaced Director's term. Nominations will also be accepted for eligible "write-in" nominations. Election of replacement Directors will be made via special election of the Members which can be done via electronic means. The terms of the replacement Director will be consistent with completing the term of the replaced Director.

Section 2. Eligibility for Directors. Except as noted herein, any Cape Codger player who has registered, paid, and played in any of the core Cape Codger events (Turf Ball, Summer Ball or Fall Ball) in the prior season is eligible for election as a Cape Codger Board Director. A prospective Cape Codger Board Director shall not be eligible for election if the prospective Board Director has been found to be in violation of the Cape Codger Code of Conduct after disciplinary hearing(s) have resulted in such prospective Board Director:

- a) Receiving two or more written warnings in the prior year
- b) Being ejected from a game or event
- c) Being expelled from the league

Section 3: Election Process. Elections for open Director positions will be held at the Annual Members Meeting or Special Meetings called by the Board of Directors (Article IV Sections 1 and 2). All qualifying nominated and write-in candidates will be on the ballot. Elections will require the vote of a minimum of 33% of the total eligible Codger league membership either in person and via proxy. Each Member's ballot is valid when the Member casts votes representing at least three fourths of the open Director positions but not more than the number of open positions on the ballot. Those Members who receive the most votes to fulfill the open Board positions will be considered elected. Vote counting will take place at the meetings. If there is a tie, the league will administer a run-off election. If there is not 33% of the membership voting, the Board will be required to call for a special meeting to elect the Directors. Newly elected Directors, within fourteen (14) business days of taking office, shall attest that they have read and understand Cape Codgers Senior Softball By-Laws.

Section 4: Terms and Unexcused Absences. Directors will serve three-year terms. Directors are eligible to serve up to two consecutive terms. No Director can serve for more than two consecutive three-year terms. After a one-year break, former Directors may return and be elected for subsequent Board terms, subject to the previous limitation of not serving for more than two consecutive three year terms. A Director who has more than three unexcused Board Meeting absences in a calendar year may, at the discretion of the Board, be removed from the Board. The President or the Executive Committee will

make the determination if an absence is considered unexcused for these purposes. If a Director vacancy occurs, any team without a current Director may nominate an individual to serve the remainder of that removed Director's term. "Write-In" candidates may also place their name in nomination. All nominations must be submitted to the Board Secretary via email no later than 10 business days before the scheduled Special Election Meeting. Voting can be done in person or by proxy (via email).

Section 5: Election of Officers. The Board of Directors shall elect from their membership a President, a Vice President, a Secretary, and a Treasurer during their October Board Meeting. Terms for all officer positions will be for one year. Officers can be re-elected for up to two consecutive years with new terms beginning each October. No officer can serve for more than two consecutive terms. After a one-year break, former officers, if still on the Board, may return to officer positions, subject to the above two consecutive year restriction. The election of officers shall occur at the first Board Meeting after the Annual Meeting. In the event that there is no Board member who stands for election for the role of President/Commissioner, at the discretion of the Board, the role of "President/Commissioner" may be filled by a group of three Board members selected by the Board, to be known as the "Executive Committee" and that in its discretion this committee may designate one of its members to hold the title of "President/Commissioner."

Section 6: Vacancy in Office. If a vacancy occurs among the Officers, the Board of Directors shall fill the vacancy for the unexpired term at their next Board Meeting. If a vacancy occurs on the Board of Directors, the Board of Directors shall fill the vacancy for the unexpired term consistent with the provisions of Articles III (Section 1) and V (Sections 1,2 and 3) above.

Article VI

Duties and Powers of the Board of Directors

Section 1: Governance of the Cape Codgers. The Board of Directors and its Officers shall have general charge and management of the affairs, funds, and property of the Cape Codgers. The Board shall have full power, and it shall be the Board's duty, to carry out the purposes of the Cape Codgers according to the Articles of Incorporation and these By-Laws. Directors shall be responsible and accountable for representing the interests of the entire membership of the Cape Codgers, not their specific team. The Board shall: (1) define and manage league strategy, goals and objectives; (2) provide financial oversight; (3) receive and transparently address input from all; (4) adjudicate Cape Codger Code of Conduct violations with the Code of Conduct Committee; (5) oversee programs, initiatives and risk management; and (6) meet regularly and (7) systematically communicate with all coaches, umpires and players. The Board will also be responsible for approving and communicating with all candidates who have been put forth to be coaches in each Division. Appointments will be based on any Code of Conduct violations, by the candidate, and the Board's perspective on the candidate's suitability of skills, experiences and demonstrated willingness to abide by the rules and expected norms of the Cape Codger Organization. The Board is also responsible for approving and communicating with all

candidates who are scheduled to be umpires in all Divisions, using the same criteria that the Board uses for approving coaches. The review, discussion and vote on all umpires will occur at a Board Meeting prior to the start of the summer season. The Board may, at its discretion, appoint "assistant" officer positions for the Treasurer and/or Secretary roles for the purpose of assisting those officers in discharging their duties. Any such "assistant" appointments require annual approval by the Board. All such "assistant" appointments can only be filled with Board members.

Section 2: Rules. The Board shall have the authority to approve and enforce rules for on-field play recommended by the Division 1 and Division 2 Rules Committees or suggested by members.

Section 3: Disciplinary. The Board shall have the authority to modify and amend the Code of Conduct as recommended by the Code of Conduct Committee and to enforce the violations of the Code of Conduct as recommended by the said Committee.

Section 4: Committees. The Board may appoint and disband such committees as it deems necessary. Membership on committees shall be drawn from any willing Members of the Cape Codgers.

Section 5: Place of Board Meetings. The meetings of the Board of Directors may be held at various locations within the Town of Falmouth or via phone, video conference, or similar technologies if meeting in person is not possible or practicable. The location (or technology to access the meeting), date, and time of the Board meeting shall be included on the Notice of meeting sent to Board members and the Members.

Article VII Duties of Officers

Section 1: President. The President shall serve as the Commissioner of the league. The President or his designee will prepare meeting agendas and preside at the meetings of the members and the meetings of the Board of Directors. The President shall serve as ex-officio member of all committees.

Section 2: Vice President. The Vice President shall assist the President in conducting all meetings and related activities and will assume any role assigned to the Vice President by the President. The Vice President will preside over the Board of Director meetings in the absence of the President. In the absence of the President, the Vice President will be vested with all prerogatives of the office of the President.

Section 3: Secretary. The Secretary or Assistant Secretary shall keep the minutes of all meetings of the members and all Board meetings. The Secretary shall distribute a draft copy of meeting minutes to the Members of the Board at least three (3) days prior to the next scheduled Board meeting. The Secretary will provide a copy of the final minutes

to the webmaster for general distribution to the League. The Secretary will be responsible for notifying Members of their elections, suspensions, or expulsions. Further, the Secretary will be responsible for maintaining records of all disciplinary warnings, suspensions, and expulsions. The Secretary shall perform all other duties as may be required by the Bylaws, the President, or the Board of Directors.

Section 4: Treasurer. The Treasurer shall have charge of all receipts and monies of the Cape Codgers and deposit such monies in the name of the Cape Codgers in a Board of Director-approved bank. The Treasurer shall receive applications and application fees and provide each team manager a list of fee-delinquent players at least one week prior to the first league game of the season. The Treasurer shall also disburse funds as directed or authorized by the Board of Directors. The Treasurer shall keep regular accounting of the receipts and disbursements, submit the record of accounting when requested, work with auditors for appropriate legal reporting, and present a financial report at each meeting of the Board and the Annual Meeting. The Treasurer (or Assistant to the Treasurer or designated officer) shall sign checks and withdrawal slips on behalf of the Cape Codgers upon any of its bank accounts, and the same shall be honored on his signature alone.

Section 4: Execution of Instruments. The President and either the Secretary or the Treasurer shall, on being so directed by the Board, sign all leases, contracts, and other instruments in writing.

Article VIII Duties and Powers of President/Commissioner

Section 1: Duties. The President (Commissioner) shall have primary responsibility for carrying out the policies and rules set by the Board of Directors and may from time-to-time delegate responsibility for particular matters or policies to members of the Board, committees of the Board or one or more coaches. The President shall carry out the duties as set forth in these Bylaws. The President shall also have the authority to render decisions on day-to-day matters that may arise during the course of the season, including but not limited to scheduling rain out dates and resolving disputes over the rules of play.

Section 2: Discipline. The Commissioner shall have the authority to impose preliminary discipline, including suspension of a Member, coach, or umpire pending any action taken by the Code of Conduct Committee and/or the Board of Directors against such individual for violations of the rules of conduct occurring on the field of play. In addition, the President shall have preliminary authority to take such actions against Members for violations of the Code of Conduct.

Section 3: Expenditures. The President/Commissioner is empowered to expend up to, but no more than, \$250.00 of Cape Codgers funds without Board approval for such league-related items or activities that in his/her discretion he/she deems necessary and appropriate.

Section 4: Fee Waivers. In cases of financial hardship, the Commissioner may waive, in whole or in part, the application fee or annual dues payment for an applicant or Member.

Article IX Compensation of Directors and Officers

Officers, Directors, and Members serving on committees shall not receive any salary or compensation of whatever kind for services rendered to the Cape Codgers in these capacities.

Article X Application Fees

Section 1: Application Fees. All applications by initial applicants to the Cape Codgers or renewed membership by current Members of the Cape Codgers shall be accompanied by a fee in an amount equal to the fees owed for that specific season or activity.

Section 2: Fees. Fees for participation in the activities of the Cape Codgers shall be determined by the Board of Directors.

Section 3: Time for Payment of Fees. All fees for summer league games, fall league games, and other Cape Codger sanctioned activities and events shall be paid to the Treasurer by all registered players no later than the first game of the relevant season or as otherwise determined by the Cape Codgers' Board of Directors.

Section 4: Loss of Membership. Any applicants or players whose fees remain unpaid by the first regular season summer league game or fall ball game will not be allowed to play in league games until the fees are paid.

Section 5: Refund of Application Fees. Application fees are non-refundable except in the case where an application has been withdrawn prior to the first regular season game or if a season-ending injury occurs before the first regular season game. In addition, the President may waive fees in cases of hardship. On a case-by-case basis the President may decide to refund all or part of a fee when in his/her judgment fairness so requires.

Section 6: Use of Fees. All fees and other collected funds received from initial applicants and existing Members shall be used solely for the purpose of providing materials and equipment for the development of the Cape Codgers, for promoting the activities of the league, and for any charitable and/or educational activities of the league as approved by the Board.

Section 7: Liability Waivers and Cape Codgers Code of Conduct. All Cape Codgers Members must sign both the liability waiver and the Cape Codgers Code of Conduct which have been approved by the Board of Directors in order to be eligible to play and to participate in any league-sponsored activities held in any season on any the field and at any location.

Article XI Notices

All notices to Members shall be electronically mailed to e-mail addresses supplied by the Members. Such mailing shall constitute presumptive evidence of receipt of the notice.

Article XII Committees

Section 1: Creation of Committees. The Board of Directors may create standing and/or *ad hoc* committees as it deems necessary to promote the purposes and activities of the Cape Codgers and carry out the responsibilities of the Board.

Section 2: Committee Chairman. Each committee shall select from its membership a chair who shall serve until his replacement is appointed or selected. That committee chair may from time-to-time delegate leadership to another member of the committee as necessary.

Section 3. President. The President shall serve as an ex-officio member of all committees.

Section 4: Committees that the Board may choose to create include, but are not limited to the following:

- a) Code of Conduct Committee. The Code of Conduct Committee is responsible for making recommendations to the Board for any changes to the Codgers' Code of Conduct and for deciding and taking disciplinary action against a Member of the Cape Codgers who is found to be in violation of the Code of Conduct.
- b) Finance Committee. The finance committee develops an annual budget for the Cape Codgers to be presented to the Board for approval and proposes any rule changes related to finance. The Treasurer shall be a member of the Finance Committee.
- c) Rules Committees. The rules committees, established for each division, are responsible for reviewing, evaluating, and proposing rules governing play on the field.
- d) Recruitment Committee. The Recruitment committee develops plans for advertising and promoting the league, including recruitment of new players.

- e) Fields Committee. To develop and execute a plan to work with the Town of Falmouth/DPW and/or other trade financial and/or promotional organizations to maintain and improve field conditions (Short term ongoing as well as long term), and to secure expansion to new fields as appropriate.

**Article XIII
Amendments**

These By-laws may be amended, repealed, or otherwise altered by a two-thirds vote of the membership at any Annual or Special Meeting of the Members. Requests for Bylaws changes and/or amendments must be submitted to the Secretary no later than 10 days before the relevant scheduled meeting.

These Amended By-laws are approved by the Cape Codger Membership on the _____ day of

_____, 2024.

President

Secretary