

BYLAWS OF THE RECREATION DIVISION 3 MENS SOFTBALL LEAGUE

ARTICLE 1 - NAME

The legal name of the Organization shall be known as Recreation Division 3 Softball League, and shall herein be referred to as the "DIVISION 3 MENS SOFTBALL LEAGUE."

ARTICLE 2 - PURPOSE

The general purpose for which this Organization is to offer male residents of The Villages Florida, an organized and structured format to play, manage and assist in managing slow pitch softball.

ARTICLE 3 - OFFICES

The principal office of the Organization shall be located in The Villages, Florida.

ARTICLE 4 - BOARD OF DIRECTORS

General Powers and Responsibilities

The Organization shall be governed by a Board of Directors (the "Board").

Number and Qualifications and Term of Board Members

The Board will be governed by (9) Board Members each serving a (3) year term. Three Board Members shall be elected each year. The term of their elected Board membership will begin on December 1st of the year they are elected and end on November 30th three years later. Board Members shall be limited to (2) terms and shall not be eligible to serve another term thereafter.

QUALIFICATION OF BOARD MEMBERS

To be eligible to stand for election to the Board, a candidate must be a FULL TIME RESIDENT OF THE VILLAGES and a roster player of a team or team manager for a minimum of (6) seasons preceding running for the Board.

After being elected to and during their tenure on the Board a board member must be an active participant within Division 3 and must be able to perform all of his board members duties.

ARTICLE 5-ELECTION OF THE BOARD OF DIRECTORS

The election of the board members will occur at the softball complex and is open to all ACTIVE Division 3 players, managers, assistant managers, scorekeepers, umpires and substitute players.

The election will be held no later than the third full week of November each year. The time and place for this election will be announced at the fields and a notice posted where the substitutes sign up to play during the first full week of November. Voting shall be done in person only at the time and place posted.

Candidates for the Board of Directors must declare their candidacy to the Commissioner of the Board or the appointed Board representative not later than 14 days prior to the election date. The candidates will have their names posted at the fields after this date by the sign announcing the time and place of the election. If there are more than three candidates a paper ballot vote shall occur. The Board Commissioner shall appoint 2 Board Members and 1 manager all of whom shall not be running for election to oversee the election process and ballot count. The results of the election will be posted on the Divison 3 website and on a sign at the fields. Only the 3 winners and the first runner up (4th place) will be announced. No vote totals will be announced. (unless requested)

ARTICLE 6-VACANCY ON BOARD OF DIRECTORS

If a board member for whatever reason cannot complete the elected term of office, the first runner up of the most recent election shall fill the vacancy. Subsequent vacancies shall be filled by the candidate in the most recent election with the next highest number of votes. In the event of a tie for the runner up position the Board shall conduct a special election at the fields at a date and time selected by the Board.

This is also subject to the non manager / managers provisions of **Article 4 above**.

ARTICLE 7-REMOVAL OF BOARD MEMBER

A Board member may be removed for cause by the Recreation Department upon the written request of 6 members of the board of Directors requesting the Recreation Department to take such action.

ARTICLE 8-BOARD COMPENSATION

The Board shall receive no compensation other than for repayment of reasonable expenses accrued for the benefit of the League and approved by the Board.

ARTICLE 9-BOARD MEETINGS

The Board shall meet upon a regular basis not less than one time per month unless waived by a two-thirds ($\frac{2}{3}$) vote of the Board members.

The Commissioner of the Board or any 5 Board members may call a special meeting of the Board with 3 days' written notice provided to each member of the Board. The notice shall be served upon each Board via hand delivery, email or text message. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

ARTICLE 10 -MINUTES

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Commissioner of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Board to be placed in electronic format. A copy of the minutes shall be delivered to each Board member via emailed within 7 business days after the close of each Board meeting.

ARTICLE 11-QUORUM

At each meeting of the Board of Directors, the presence of 7 Board Members shall constitute a quorum for the transaction of business. The act of the majority of the Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board unless otherwise provided by these Bylaws.

If a quorum is not present at a meeting, the Board members present shall adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he is present via telephone or web conferencing with the other Board members participating in the meeting.

ARTICLE 12-VOTING

Each Board member shall only have one vote.

ARTICLE 13-DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The board's duties and responsibilities include but not limited to:

- Overseeing the election of the Board of Directors
- Promoting the development of balanced and competitive teams
- Approving rule changes for league and tournament play

- Selecting team managers
- Evaluating players
- Coordinating draft preparation and draft oversight
- Scheduling of season and tournament games
- Coordinating the recruiting, training, and scheduling of Umpires and Announcers
- Overseeing the selection of substitutes for scheduled games
- Maintaining a list of replacement players for injured or disqualified players
- Maintaining a list of substitute players for games
- Maintaining a list of certified pitchers
- Coordinating the certification of pitchers
- Voting on issues impacting the Division 3 program.

Approval of Assistant Manager applications.

ARTICLE 14-TEAM MANAGERS

Team managers should be knowledgeable of the skill levels of the players within the league to enable them to “draft” a competitive and cohesive team. Managers do not have to be a member of the team’s roster to be selected as a team manager. Playing Managers must maintain a skill level expected from a Division III player. At the Board’s discretion, a playing Manager can be asked to be reevaluated. The reevaluation will determine if the Manager has the skills expected to continue being a playing Manager. If the playing Manager chooses not to be reevaluated, he will move to the bottom of the eligible list of playing and non-playing Managers for future seasons.

The Board of Directors will be responsible for selecting team managers prior to each season’s draft. The Removal of a Manager is the sole responsibility of the Board of Directors and is absolute.

RESPONSIBILITIES: A team manager’s responsibilities will include but not limited to:

- Conducting their activities pertaining to the league in a positive and proper manner.
- Selecting the team’s players at the pre-season draft.
- Ensuring that the team’s players have schedules, rules, and announcing instructions.
- Determining the team’s lineup and player positions.

- Providing line up sheets to the board member in charge 30 minutes prior to the team's scheduled game along with the number of substitutes noted.
- Requesting replacement players promptly when a drafted player will not be playing for the remainder of the season according to the rules established.
- Recommending player ratings for members of their team.
- Suggesting rule or policy changes for future seasons to the Board of Directors.

ARTICLE 15- AMENDMENTS TO BYLAWS

These Bylaws may be adopted, amended or repealed by a $\frac{2}{3}$ (two thirds) vote of the members then in office. Such action is authorized only at a duly called meeting, setting forth the proposed Bylaw provision(s) to be changed with explanations therefore.

ARTICLE 16-OFFICERS

The Board shall elect Officers that will include the Commissioner, Vice Commissioner, Treasurer and Secretary.

The Officers shall be selected by a majority of the Board no later than December 15th each year.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in the manner set forth above at the next Board meeting.

Commissioner

It shall be the responsibility of the Commissioner, when present, to preside over all meetings of the Board of Directors and any Committees the Commissioner is authorized to execute, in the name of the Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Organization, except when required by law that the Secretary or Treasurers signature must be provided.

Vice Commissioner

In the absence of the Chair of the Board, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice Chair of the Board to perform all the duties of the Chair of the Board, and in doing so, he shall have all authority and powers of and shall be subject to all of the restrictions on the Chair of the Board.

Secretary

The Secretary, or his designee, shall be the custodian of all records and documents of the Organization, which are required to be kept and shall act as Secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, and other directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization. The Treasurer shall post the annual report on the Division 3 website encompassing all financial transactions for the prior calendar year by January 31st each year.

Committees of Directors

The Board of Directors may, from time to time, and by resolution adopted by a majority of the Board members then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws.

ARTICLE 17-DIVISION 3 RULES

The Villages Recreation Department regulations, the Division 3 rules and the Official Senior Softball - USA (SSUSA) rules govern play in Division 3. If there is a conflict between these rules and Senior softball (SSUSA) rules, the Division 3 rules take precedence. ALL PLAYERS, MANAGERS, UMPIRES AND BOARD MEMBERS ARE TO ABIDE BY THESE RULES.

CERTIFICATE OF SECRETARY

DATED: December 23, 2024