

**BY-LAWS
OF THE
KANSAS CITY METROPOLITAN
50+ SOFTBALL LEAGUE**

d/b/a Kansas City Metro Senior Softball League

**ARTICLE 1
NAME AND PURPOSE**

1.1 Name. The name of this corporation is "Kansas City Metropolitan 50+ Softball League" (hereinafter called the "League" or the "Corporation"), founded in the spring of 1990 and incorporated as a Missouri nonprofit corporation on March 15, 1996. It is registered to do business as the "Kansas City Metro Senior Softball League".

1.2 Purpose. The purpose of this corporation is to provide on an annual basis softball recreational activities and fellowship for men and women residing in the area, who are forty (40) years or older, including those who attain the age of forty (40) years during the current calendar year.¹ In addition, the corporation may provide softball recreational activities for men and women residing in the area, who are thirty-five (35) years or older, including those who attain the age of thirty-five years during the current calendar year.

**ARTICLE 2
LOCATION, CORPORATE SEAL AND FISCAL YEAR**

2.1 Location. The principal office of the corporation shall be located in the Kansas City Metropolitan area of Missouri. The registered office of the corporation may be, but need not be, the residence of the seated President of the board of directors identical with the principal office of the corporation, and the address of either office may be changed from time to time by the board of directors. The corporation also may have offices at such other places both within and without the State of Missouri as the board of directors may from time to time determine.

2.2 Corporate Seal. The directors may adopt and alter the seal of the corporation.

2.3 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on the 31st day of December in each year.

¹ By vote of the membership at the annual meeting held on October 16, 2004, the purpose was expanded to include women forty (40) years or older.

ARTICLE 3

MEMBERS

3.1 Qualifications. The corporation shall have two(2) classes of membership: class one(1) and class two(2).

a. Class 1 Members: All persons satisfying the following qualifications shall be eligible for Class 1 membership in the corporation: Any man or woman who attains the age of forty (40) years during the current calendar year, who completes and signs the league's membership form or who completes an electronic registration form, provides acceptable age verification and pays the league membership dues. These items are to be delivered to the Membership Secretary or other appropriate league officer. Such membership dues are in addition to and separate and distinct from any enrollment fees or other expenses required of any member by such member's team.

b. Class 2 Members: All persons satisfying the following qualifications shall be eligible for Class 2 membership in the corporation: Any man or woman who is at least thirty five (35) years of age but will not attain the age of forty (40) during the current calendar year, who completes and signs the League's Membership Form or who completes an electronic registration form, provides acceptable age verification and pays the league membership dues. These items are to be delivered to the Membership Secretary, Treasurer or other appropriate League officer. Such membership dues are in addition to and separate and distinct from any enrollment fees or other expenses required of any member by such member's team.

3.2 Dues. The directors shall establish the dues necessary to become a member of the corporation. Each year the directors shall fix the amount of such membership dues before annual enrollment begins.

3.3 Resignation. A member may resign from the corporation by delivering a written resignation (hard copy or electronic) to the President, Treasurer, or Secretary of the corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

3.4 Annual Meetings. Annual meetings of the Class 1 members shall be held in the 4th Quarter of each year. The annual meeting may be held at the principal office of the

²By vote of the membership at the annual meeting held on October 16, 2004, the qualification for membership was expanded to include women forty (40) years or older.

corporation or at such other place, either within or without the State of Missouri, as the board of directors shall determine.

3.5 Special Meetings. Special meetings of the Class 1 members may be held at any time and at any place, either within or without the State of Missouri, as designated in the notice of special meeting. Special meetings of the members may be called by the President or by the directors. A special meeting shall also be called by the President within thirty (30) days of receipt by the President or any other officer of a written petition demanding a special meeting and describing the purpose or purposes for which it is to be held bearing the signatures of at least five percent (5%) of the League's Class 1 membership.

3.6 Call and Notice. Notice stating the place, day and hour of the meeting of Class 1 members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either in person, by telephone, e-mail or other forms of wire or wireless communication or by mail or private carrier to all Class 1 members as of the date of such notice. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the corporation, with the postage prepaid.

3.7 Quorum. At any meeting of the members, five percent (5%) of the League's Class 1 members as of the date of the notice of such meeting shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than thirty (30) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.³

3.8 Action by Vote.

- a. Each Class 1 member shall have one (1) vote.
- b. Class 2 members shall have no right to notice of the annual meeting, and no right to vote at the annual meeting, and shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities than set forth in these by-laws.
- c. Voting shall not be cumulative. When a quorum is present at any meeting, a majority of the votes properly cast by the Class 1 members present in person

³By unanimous vote of the board of directors at a board meeting held November 19, 2001, the quorum for an annual membership meeting was changed from 10% of the league's members.

or by absentee ballot shall decide any question, including election to any office, unless otherwise provided by law, the articles of incorporation, or these by-laws.⁴

ARTICLE 4

SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

4.1 The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE 5

BOARD OF DIRECTORS

5.1 Number and Qualifications. The number of directors shall be fifteen (15). A director shall be a Class 1 member who has been in the league for at least two years and has served as a committee member, league coordinator, manager, or coach. Each director shall have one (1) vote. Voting shall not be cumulative.⁵

5.2 Election. Directors shall be elected by the Class 1 Members at their annual meeting. At the annual meeting of the members, the members shall elect: five (5) directors to three (3) year terms; In the event that the board membership is increased by amendment of these by-laws, at such annual meeting in which the board membership is increased, the members shall elect the additional number of directors by which the board has been increased in addition to the five (5) directors already scheduled to be elected at such meeting. In the event that the board membership is increased by three (3) directors, the terms of those new directors shall be for three (3) years. The terms of directors are staggered so there will be some overlapping and consistency in the management of the affairs of the League.

⁴ By vote of 8 directors (2/3 of the directors then in office) at a special meeting of the board held on September 12, 2005, the voting rights of members at any membership meeting were expanded to allow members to vote either in person or by absentee ballot.

⁵ By vote of the membership at the annual meeting held on October 16, 2004, the number of directors was increased from nine (9) to twelve (12), and in a special board meeting 11/19/18 a motion passed 9-3 to increase that number to 15, with one new director being added, via the membership election, at each subsequent annual meeting to achieve that number of 15.

a. If an incumbent director is tied at the conclusion of the election, he/she will retain their seat on the board.

b. If non-incumbent candidates are tied, the tie will be broken by a vote of the Board of Directors.

5.3 Nominations.

a. **Nominating Committee.** Each year in September, by September 1st, the President shall announce the seven (7) person nominating committee, composed of the President, the Membership Secretary and two (2) league members in the fifty (50) year age classification, one (1) member in the sixty (60) and older age classification, one (1) woman member, and one (1) Class 1 member-at-large, none of whom are members of the current board of directors, to report to the BOD by October 1st with a slate of election candidates, including those incumbent directors willing to rerun for a new term that year.

b. **Open Nominations.** If the nominating committee fails to fill a complete slate of candidates, the membership will have until November 1st to nominate additional candidates for each position. Persons nominated by the general membership must satisfy the criteria and state, to the President, their willingness to serve. The nominations will be closed and posted on the web site (mailed out to non-electronic members). The top vote-getters will be elected.

5.4 Tenure. Each director shall hold office until a successor is qualified and elected, or until the director dies, resigns, is removed, decides not to rerun during their current term renewal year, or becomes disqualified.

5.5 Powers. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of incorporation or these by-laws.

5.6 Committees. In addition to an Executive Committee composed of the President, Vice President, Membership Secretary, Secretary and Treasurer, the directors may elect or appoint one (1) or more committees of the board, each of which shall consist of two (2) or more directors. The directors may also elect or appoint one (1) or more standing committees comprised of at least one (1) director and such number of Class 1 members as the board shall determine. The directors may delegate to any such committee or committees any or all of their powers. Unless the

directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

5.7 Removal. A director may be removed:

a. For cause by a two-thirds (2/3) vote of the board. A director may be removed with cause only after reasonable notice and opportunity to be heard, or

b. Without cause by vote of a majority of the members at a special meeting of Class 1 members called for such purpose.

c. If any director misses four (4) consecutive regular meeting of the board of directors or seven (7) meetings in a running twelve (12) month period. (A director may participate through tele-conference and would thus be counted in attendance at a meeting).

5.8 Resignation. A director may resign by delivering a written resignation to the President or Secretary of the corporation, to a meeting of the members or directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

5.9 Vacancies. Any vacancy in the board of directors shall be filled by the directors from among the membership. Each successor shall hold office for the unexpired term or until such successor sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all of their powers notwithstanding the existence of one (1) or more vacancies in their number.

5.10 Regular Meetings. Regular meetings of the directors may be held at such places and at such times as the directors may determine.

5.11 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the President or by twenty percent (20%) of the directors then in office.

5.12 Call and Notice.

a. **Regular Meetings.** No call or notice shall be required for regular meetings of directors unless otherwise required by law, the articles of incorporation or these bylaws.

b. Special Meetings. Notice of the date, time, place and purpose or purposes of special meetings of the directors shall be delivered to each director not less than two (2) nor more than twenty (20) days before the date of the meeting, either in person, by telephone or other forms of wire or wireless communication or by mail or private carrier. If the notice is mailed, such notice shall be deemed to be delivered when it is deposited in the United States mail addressed to the director, with postage prepaid.

5.13 Quorum. At any meeting of the directors, a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

5.14 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of incorporation, or these by-laws.

5.15 Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE 6 OFFICERS AND AGENTS

6.1 Number and Qualification. The officers of the corporation shall be a President, Vice President, Membership Secretary, Secretary, and Treasurer and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer shall be a director. No director may hold more than one officer office. If required by the directors, any officer shall, at the expense of the corporation, give the corporation a bond for the directors.

6.2 Election. The officers shall be elected annually by the directors at their first meeting following the annual meeting of the members. Other officers, if any, may be elected by the directors at any time for terms not exceeding one (1) year.

6.3 Tenure. The officers shall each hold office until a successor is chosen and qualified, or until the officer sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain the authority at the pleasure of the directors.

6.4 President. The President shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The President shall preside at all meetings of the members and at all meetings of the directors, except as the members or directors otherwise determine.

6.5 Vice President. The Vice President shall have such duties and powers as the directors shall determine. The Vice President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of the President's inability to act.

6.6 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the directors or the President. The Treasurer shall also be in charge of its books of account and accounting records, and of its accounting procedures.

6.7 Secretary. The Secretary shall record and maintain records of all proceedings of the members and directors via an electronic database kept for that purpose. The Minutes are available for the inspection by any member. This includes records of all meetings of incorporators and the original, or attested copies, of the articles of incorporation and by-laws.

6.8 Membership Secretary. The Membership Secretary shall record and maintain an electronic database of the names of all members and directors and the address of each member and director.

6.9 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

6.10 Resignation. An officer may resign by delivering a

written, or electronic resignation to the President or Secretary of the corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

6.11 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor from the directors. Each such successor shall hold office for the unexpired term, and until a successor is elected and qualified, or in such case until he sooner dies, resigns, is removed or becomes disqualified.

ARTICLE 7 EXECUTION OF PAPERS

7.1 Except as the directors may authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the corporation shall be signed by the President or Vice President and the Secretary or Treasurer. All signers of any checks shall be bonded at the league's expense in an amount satisfactory to the board. Both the President and Treasurer will be the only authorized persons to sign off on any check, or transaction from the League's bank account, and both must sign off on, or authorize each disbursement.

ARTICLE 8 PERSONAL LIABILITY

8.1 The members, directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment of decree, or of any money that may otherwise become due or payable to them from the corporation.

ARTICLE 9 AMENDMENTS

9.1 These by-laws may be altered, amended, or repealed in whole or in part by vote of two-thirds (2/3) of the directors then in office, except with respect to any provision thereof which by law, the articles of incorporation or these by-laws requires action by the members, in which case such will require a two-thirds (2/3) vote of the members attending a membership meeting.

ARTICLE 10 RULES OF ORDER

10.1 The general principles of Robert's Rules of Order shall be the guidelines when conducting meetings, unless otherwise provided by law, the articles of incorporation, or these by-laws.

ARTICLE 11 REVIEWS

11.1 An annual review of the League's fund accounts shall be made by a third party who is appointed by the President, but who is not a member, director, or officer of the League. Such review results shall be presented by the Treasurer at the next annual meeting of the membership.

ARTICLE 12 DISSOLUTION

12.1 Upon the dissolution of this corporation, the board of directors shall, after paying all of the League's bills and charitable, educational or scientific institutions as shall at encumbrances, dispose of the rest of the league's assets to the time qualify as exempt organizations under Section 501 (c) (4) of the Internal Revenue Code of 1954 within the Kansas City metropolitan area.