

BY-LAWS OF THE SUN CITY SUMMERLIN MEN'S SOFTBALL CLUB

We members of the Sun City Summerlin Association, Inc., engaged in the pursuit of good health, fellowship and good sportsmanship, do hereby voluntarily associate ourselves for the purpose of forming a non-profit Men's Softball Club in full compliance with the Rules and Regulations of Sun City Summerlin Community Association, Inc.

ARTICLE I

NAME

The name of club shall be the Sun City Summerlin Men's Softball Club.

ARTICLE II

PURPOSES

The Club is a chartered club of the Sun city Summerlin Community Association, Inc. and no part of any net earnings of the Club, which may occur, shall inure to the benefit of any member or individual. Nothing contained in the following statement of purposes, powers and duties (ARTICLE III) shall be construed to authorize the Club to carry on any activity for the profit of any of its members.

The Club is formed for the following purposes:

- A. To provide a slow-pitch softball Club for SCSCAI Members that desire to continue or reenter this competitive sport.
- B. To provide an atmosphere of fellowship and promote good sportsmanship.
- C. To provide a means of promoting senior softball through contacts with like-minded seniors in other cities and states to encourage numerous tournaments: i.e., local, state, regional and national.
- D. To assist in the promotion and production of senior slow-pitch softball tournaments in the Las Vegas area.
- E. To encourage players to participate in as many tournaments as possible.
- F. Tuesdays, Thursdays and Saturdays shall be used for Batting Practice/Pick-up Games/Make-Up Games or to host a game with another tournament team or Association.

ARTICLE III

POWERS and DUTIES

The Club shall have the following powers:

- A. To act as the agent or representative of any player(s) in any activities mentioned in Article II hereof.
- B. To cooperate with other similar associations in creating central, regional or national cooperative agencies for any purpose for which the Club was formed

C. To have and exercise, in addition to the foregoing, all powers, privileges and rights incidental or conducive to carrying out the purposes for which this Club is formed, and must be consistent with the express provisions of the SCSCAI Constitution under which this Club is formed.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers that may be possessed by the Club, all of which are hereby expressly claimed.

ARTICLE IV

ADDRESS and LOCATION

The Club shall have its principal place of business at:

Sun City Summerlin Community Association, Inc. (SCSCAI).

10360B Sun City Boulevard

Las Vegas, Nevada 89134

ARTICLE V

TERMS OF ENDURANCE

The term for which this Club shall remain in existence is indefinitely if the Club complies with the Rules and Regulations as stated in the SCSCAI Constitution.

ARTICLE VI

MEMBERSHIP

The Club shall be without capital stock and shall admit applicants to membership in the Club in accordance with conditions, which shall be uniform, prescribed by the Board, written in the By-Laws and stated in the SCSCAI and Club Constitution/By-Laws. The Club shall be operated on a cooperative basis for the mutual benefit of its members. The voting rights of the Club shall be equal and no member shall have more than one vote. Members must have their dues paid as stated in Article VI(A) prior to voting for the new Club Board members.

A. Membership in the Club shall be open to any person who has a valid SCSCAI membership card.

A.1. Dues are payable annually no later than April 30th at an amount established in the Club Constitution.

B. Suspension or expulsion of a member: Any member of the Club may be suspended from the Club activities or expelled from membership in the Club by the Board when that member has been found to have been involved in any of the following activities:

B1. Carrying out a pattern of loud abusive and/or profane behavior;

B2. Carrying out a pattern of behavior which is embarrassing to the Club and its members during outside events such as tournaments;

B3. Attempting to represent or representing the Club without the necessary authorization;

B4. Committing fraud or misappropriating the funds or assets of the Club or funds related to the Clubs activities;

B5. Carrying out a pattern of unsportsmanlike conduct during Club events, such as the Club's leagues or in external events, whether in Club sponsored tournaments or in outside tournaments in which the Club is participating;

B6. Or any other pattern of behavior, action or speech that is determined to be detrimental to the Club.

C. Any such behavior or pattern as listed above shall be brought to the attention of a Disciplinary Committee, if such has been appointed by the Board, or to the Board itself. The activity shall then be reviewed and/or further examples or facts shall be sought. The Committee or the Board itself shall prepare a report with recommendations for action. Such report shall be the basis for final Board action.

C1. The Board's vote for suspension or expulsion shall require a two-thirds (2/3) majority.

C2. The Disciplinary Committee, if appointed, shall consist of three members of the Club appointed by the Board to terms that coincide with the term of the Board members and the Committee as a whole shall serve at the pleasure of the Board.

D. A general membership meeting shall be held at least once annually. The principal agenda for the Annual meeting shall include a status report to the membership by the Board of the finances and activities of the Club and of the concerns of the members.

D1. Every year this meeting shall be used for activities consistent with the process of the election the President and other elective Board members.

E. Resident guests may participate in a Club activity a maximum of two (2) times per year before they are required to join the Club in order to continue to participate in Club activities. Non-resident guests may not join the Club but may attend a Club function not more than two times per year as the guest of a member.

ARTICLE VII

ORGANIZATION, POWERS and DUTIES of the BOARD

The day to day operation and administration of the activities of the Club shall be conducted by the Board of Directors (Board), which shall have the power and authority to carry out any and all of the activities of the Club, as noted in Article II and Article III of these by-laws.

A. The Board shall be composed of four (4) Officers of the Club: President, Vice President, Treasurer and Secretary, elected by the membership at a general membership meeting. For these elections the voting shall be closed and conducted by secret ballot. If a Vice President of Financial Resource Development is appointed according to the terms of Article VIII below, he shall become a fifth voting member of the Board.

A1. The collection of ballots for the incoming Board will be performed by a committee of members authorized to collect the said ballots. This committee shall be appointed by the Board active at the time the election activities were planned. This Committee will also be responsible for the tabulation of the votes for each of the Board positions and will report the

results to the President of the Board. The results of the voting will be announced at the General Meeting held at the conclusion of the current softball season.

B. All officers shall be elected for a period of one year. There shall be no limit to the number of terms an Officer may serve, consecutively or otherwise.

C. All officers will perform the duties normally ascribed to their position and shall become voting members of the Board.

C1. The President, as Chairman of the Board, shall vote only in the event of a tie.

C2. The Treasurer of the Club shall be bonded, as shall any other member of the Board who is authorized to co-sign checks of the Club, with each check requiring two (2) signatures.

C3. In the event of a vacancy on the Board due to resignation or other cause, the President (or the Vice President in the case of a Presidential vacancy) shall appoint a member of the Club to the vacant position with the advice and consent of the remaining members of the Board.

D. Board meetings will be held periodically and at least quarterly, at an announced time and place. Meetings shall be open to all members of the Club, who will, however, except for elected or appointed Board members, not have any voting privileges at these meetings.

D1. Special meetings of the Board may also be called by the President or by notification by a majority of the full Board.

E. Should the new Board wish to change the Club format regarding leagues and/or teams from how it was organized in the previous softball season the new Board will be required to present their Club plans to the members at a General Membership meeting. There would need to be a quorum of members present at the meeting and any change to how the Club is organized regarding leagues and/or teams would need to be approved by a majority of the members in attendance at the General Membership meeting.

ARTICLE VIII

FINANCIAL RESOURCE DEVELOPMENT

The policy of the Club is to encourage and develop whatever financial resources the Club may need to carry out its objectives as listed in Article II.

A. The vehicle for the implementation of this policy, if utilized, will be the Vice President of Financial Resource Development (VPFRD), who shall be appointed by the President, with the advice and consent of the Board. The person shall not hold a Board position at the time of the appointment.

A1. The VPFRD shall be a voting member of the Board.

B. The VPFRD shall formulate, direct and coordinate efforts to secure, under the direction of the Board, the financial resources required by the Club to carry out the functions and objectives described in Article II.

C. While efforts to develop financial resources by all members is encouraged, all efforts to negotiate and secure such resources must be coordinated and authorized by the VPFRD before any actions are initiated.

D. The President of the Club shall act in concert with the VPFRD, whose actions are subject to the approval of the Board.

ARTICLE IX

NOTIFICATION

Where it is required that members be notified or meetings be announced, as referred to herein, notification shall be by posting on the Club bulletin board located at the softball field, an email will be sent to Club Members and it will also be posted on the Club website.

ARTICLE X

AMENDMENTS to the BY-LAWS

These by-laws may also be amended by call of the membership at any General meeting, or at a special Board meeting called under the provisions of Article VII, section D.1., provided the Board and the entire membership are notified of the amendment to be offered, its purpose and its specific wording, at least thirty (30) days prior to the date of the meeting at which the proposed amendment/change is called for a vote. Changes and/or amendments to these By-Laws requires that a quorum of Club members, as defined in the SCSCAI Constitution, is present and a majority of the quorum votes in favor of the amendment/change.