



# BY-LAWS

OF THE

## NATIONAL SENIOR SOFTBALL

### HALL OF FAME INC.

#### **Article I: Corporation**

**Section 1 Title:** The corporation shall be known as National Senior Softball Hall Of Fame, Inc., (hereinafter, “the Corporation”), which shall at all times be operated and conducted as a not for profit corporation, organized under the laws of the State of Oklahoma. Everything we do shall be to lift up individuals or entities which demonstrate exemplar character or outstanding support to Senior Softball in this nation.

**Section 2 Purposes:** The purposes of the Corporation shall be to fulfill the purposes set forth in the articles of Incorporation, to wit:

- 1) To recognize individuals who have shown exemplar character and ability, and to lift them up in such a manner as to increase their effectiveness in raising the role of Senior Softball as it influences the quality of life, social culture, and honor to God from their presence in our nation.
- 2) To provide emotional, intellectual, spiritual and physical strength to the members of Senior Softball through activities and a central presence of memorabilia, stories, or gathering locations which can enhance their presence in our nation.
- 3) To provide an enabling structure, through which the entities supporting Senior Softball in this nation can enhance that support.
- 4) To provide a developmental scholarship program, through which the quality of life and educational opportunity can be enhanced for deserving youth in our nation.
- 5) To expand the influence of Senior Softball in improving the honor to God and the quality of life in our country, through the activities of members and entities connected with Senior Softball.
- 6) To provide an exposure platform by which entities supporting the principals established for the best of Senior Softball can be identified and recognized.

**Section 3 Location:** The principal place of business shall be at the National Senior Softball Hall Of Fame Inc office in the Mustang City area. Activities may be conducted at any place convenient to such members or officers as may be participating. The official address of the Corporation shall be:

National Senior Softball Hall Of Fame Inc  
925 West State Hwy 152  
Mustang, OK 73064-2302

The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such changes shall be noted in the bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

**Section 4 Corporate Seal:** The seal of the Corporation shall be in the custody of the Secretary, and be inscribed with the Corporation's official name.

**Section 5 Self-Dealing Prohibition:** The Corporation shall not engage in any act of self-dealing as currently defined in Section 4941 (d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 6 Limitations on Private Business Holdings:** The Corporation shall not retain any excess business holdings as that term is defined by the Internal Revenue Code Section 4943 (c), or may be defined by any Corresponding section of future federal tax code.

**Section 7 Prohibited Investment Activities:** The Corporation shall not make any investments so as to subject it to tax under Internal Revenue Code Section 4944, or corresponding section of any future federal tax code.

**Section 8 Expenditures Further Exempt Purposes:** The Corporation shall not make any expenditure, which would be classified as "taxable" under the provisions of Internal Revenue Code Section 4945 (d), or corresponding section of any future federal tax code.

## **Article II: Members**

**Section 1 Eligibility for Organizational Membership:** Members of the Corporation shall be divided into four categories. These include:

- 1) Inductee Members – Individuals that have met all standards and requirements for recognition in the National Senior Softball Hall of Fame, and have been selected for induction recognition.
- 2) Sponsoring Members – Individuals or organizational entities recognized by the Board of Directors as having made substantial contribution toward the accomplishment of the purpose and goals of the corporation.
- 3) Supporting Members – Individuals or organizational entities recognized by the Board of Directors as having provided substantial support and/or assistance toward furthering the purpose and goals of the corporation.
- 4) Associate Members – Individuals expressing interest and support of the purposes and goals of the corporation. These members shall have voice but not vote at corporate annual meetings.

### **Article III. Board of Directors**

**Section 1 Powers:** Subject to limitations of the Certificate of Incorporation, of the bylaws and of the laws of the State of Oklahoma as to action to be authorized or approved by the Members, and subject to the duties of Directors as prescribed by the bylaws, all Corporation powers shall be exercised by or under the authority of, and the activities and affairs of the Corporation shall be managed and conducted by the Board of Directors. Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit;

- 1) To select and remove all officers, agents and employees of the Corporation, fix their compensation, prescribe such powers and duties for them as may be consistent with law, the Certificate of Incorporation or the bylaws.
- 2) To designate any place for the holding of any Members' meeting or meetings; and to adopt, make and use a corporate seal for the corporation.

- 3) To authorize the receipt of contributions as provided in the Certificate of Incorporation.
- 4) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the Corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and security.

**Section 2 Prohibition of Compensation:** Individual Directors shall not receive any compensation or salary for their services as Directors; however, the Board may approve the reimbursement of individual Directors for direct expenses incurred on behalf of the Corporation.

**Section 3 Composition of the Board:** The Board of Directors shall be composed of the following nine members:

Four classes of two persons each, plus one additional person to serve a four year term as President and Chief Executive Officer. Each class will serve a three year term, and the terms shall be staggered. At least one member of each class shall be an Inductee Member of the corporation.

**Section 4 Vacancies:** Vacancies in the Board of Directors may be filled by nominations made by a Nominating Committee composed of three members. The Committee shall consist of the Chief Executive Officer, one member of the Board of Directors, and one member of the General Membership. Members of the Nominating Committee shall be selected by the Board of Directors. The notice of the Annual Meeting of the corporation shall include the proposed Directors selected by the Nominating Committee. Additional nomination may be made by a petition signed by at least three members of the Board of Directors, which shall be submitted to the Chairman of the Board at least twenty-four hours prior to the annual meeting of the Board.

Interim vacancies in the board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of Directors be increased, or if the Members fail, at any annual or special meeting of Members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting.

**Section 5 Annual Meeting:** The annual meeting of the Board of Directors shall be held during the month of February to hear reports, celebrate the work of the board, elect directors, set the salary of paid officers, accept the budget for the ensuing fiscal year, and transact any other activities which are within the powers of the Board of Directors and which may be properly brought

before the Board. Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication. All such notice shall be sent to each member entitled thereto not less than ten (10) nor more than thirty (30) days before each annual meeting. Such notices shall specify the place, the day and the hour of such meeting and shall include an agenda of items to be considered at the meeting.

**Section 6 Meetings:** The Board of Directors shall meet bi-annually for the transaction of business. Regular meetings of the Board shall be called by the Chairman of the Board. Written notice of the time and place of such meetings shall be given to each Director at least ten days prior to said meeting. Special meetings may be called by the Chairman, or at the written request of two members of the Board. Written notice of such special meetings together with the purposes for which such meeting is called, shall be given to each Director at least ten days prior to the special meeting; however, if all Directors waive the advance notice requirement either orally or in writing to the President or Secretary, a meeting of the Board may be convened at any time. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if a record of memorandum thereof made in writing and signed by all of the Directors, and filed with the Secretary and made a part of the organization records.

**Section 7 Location of Meetings:** Meetings of the Board of Directors shall be held at such time and such place as the Directors may determine from time to time. The annual meeting of the Board of Directors shall be held either at the principal office of the Corporation or at any other place as may be designated by the Board of Directors in the Notice of Annual Meeting, to be given as hereinafter set forth.

**Section 8 Quorum:** The members present of the Board of Directors including at least two-thirds of the Board of Directors, present in person or represented by written proxy, shall constitute a quorum for the transaction of business. A majority of the members present or represented and entitled to vote shall decide any question which is brought before such meeting. The members present at a duly called meeting may continue to do business until adjournment, only while a quorum continues to be present.

**Section 9 Voting:** A majority of the Directors present or represented and entitled to vote shall decide any question which is brought before such meeting.

**Section 10 Proxies:** Any member entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by proxy. The appointment of a proxy shall be in writing and signed by the member but shall require no other attestation and shall be filed with the Secretary of the Corporation at or prior to the meeting.

**Section 11 Telephonic Meetings:** Members of the Board of Directors may participate in a meeting of such Board by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

#### **Article IV. Executive Committee**

**Section 1 Composition:** The Executive Committee shall consist of the officers of the Board of Directors, the Chairpersons of the Standing Committees and any Program Committees.

**Section 2 Duties:** The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation in the interval between meetings of the Board, subject to the control and direction of the Board. The Committee shall keep regular minutes of its proceedings which shall be reported to the Board at its next meeting.

**Section 3 Meetings:** The Executive Committee shall meet at such times as may be fixed by the Committee or on the call of the President. Notice of the time and place of the meeting shall be given to each member of the Committee in the manner provided for the giving of notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors or in such other manner as the Executive Committee by resolution may prescribe.

**Section 4 Quorum and Voting:** Two-thirds of the executive Committee members present in person or represented by proxy, shall constitute a quorum for the transaction of business. A majority of the Committee members present or represented and entitled to vote shall decide any question which is brought before such meeting, but only as long as a quorum remains present. The act of the majority shall be the act of the Executive Committee.

#### **Article V. Committees of Directors**

**Section 1 Standing Committees:** There shall be seven standing committees of the Board of Directors. These committees shall be composed of members nominated by the Board of Directors and from the Board of Directors. They shall act in accordance with directions from the Agency and carry out the work of the Board of Directors. These standing committees are:

- 1) Long Range Planning – This committee will project the aims and goals of the organization into the future, enabling the Board to make informed decisions about future programming and organizational structure.
- 2) Personnel – this committee will be responsible for studying and evaluating the organization’s personnel needs and making recommendations to the Board about personnel issues including recommended compensation.
- 3) Nominating – This committee will present to the Board of Directors:
  - a) Nominations for the Board of Directors as well as a one-for-one matching number of at large members for the Board of Directors.
  - b) Nominations for additions to the Inductee Membership of corporation, and into the National Senior Softball Hall of Fame.

The Chairman of the Board of Directors shall be the chairperson of this committee.

- 4) Finance – This committee assumes responsibility for the financial condition of the organization. It shall be knowledgeable about the organization’s revenue needs and well informed about expenditures. It shall prepare a budget and recommend that budget to the Board of Directors as a financial program for the year ahead.
- 5) Trustees – The trustees will be responsible for property issues related to buildings and equipment for which the National Senior Softball Hall of Fame Inc. is responsible. They shall advise the Board concerning maintenance and insurance needs.
- 6) Sponsorship – This committee will be responsible for studying and evaluating the organization’s recruitment of sponsorship, and for making recommendations to the Board concerning the award of Scholarships to deserving students. It shall make recommendations for award of Sponsoring Memberships.

- 7) Induction Selection – This committee will be responsible for reviewing Inductee membership nominations, and making final selections for induction into the National Senior Softball Hall of Fame.

## **Article VI: Officers**

**Section 1 Officers:** The officers of the Corporation shall be President/Chief Executive Officer, a Vice President, a Secretary, and a Treasurer. No two offices shall be held by one person or related persons.

**Section 2 Selection:** The President and Chief Executive Officer shall serve a four year term, and all other officers shall be chosen annually. The Board of Directors shall make these selections from members of the Board and/or Executive Committee as elected at the Board of Directors annual meeting. This election will be accomplished at the first meeting of the newly elected Board of Directors, and will be accomplished within the first thirty days following the Board of Directors annual meeting.

**Section 3 Subordinate Officers:** The Board of Directors may appoint, and may empower the President to appoint, such other officers as the activities of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws and as the Board of Directors may from time to time determine.

**Section 4 Removal and Resignation:** Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors or by the Board of Directors, at any regular or special meeting thereof. In case of an officer chosen by the Board of Directors, removal may also be by any office upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5 Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

**Section 6 President:** The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the activities, and officers of the Corporation, including:

- 1) He/she shall preside at all meetings of the Members and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors.
- 2) He/she shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts and other instruments as may pertain to the ordinary course of the Corporation's business and shall sign, with the Secretary, the minutes of all Members' and Directors' meetings over which he/she may have presided.
- 3) He/she shall execute bonds, mortgages and other contracts requiring a seal under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.
- 4) At the annual meeting of the Members, he/she shall submit a complete report of the operations of the Corporation's affairs as existing at the close of each year and shall report to the Board of Directors from time to time all such matters coming to his attention and relating to the interest of the Corporation as should be brought to the attention of the Board.
- 5) He/she shall be a member of the board of Directors and an ex-officio member of all standing committees, including the Executive Committee, if any; and he/she shall have such usual powers and duties of supervision and management as may pertain to the office of the President and shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

**Section 7 Vice-President:** In the absence or disability of the President, the Vice-President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall

have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors and the bylaws.

**Section 8 Secretary:** The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of directors and Members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors; meetings, the number of Members present or represented at Members; meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office of the Corporation a Membership List showing the names of the Members and their addresses, and the ending data of their membership.

The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by the bylaws or by law to be given, and he/she shall keep the seal of the Corporation in safe custody. He/she also shall sign, with the President or Vice-President, all contracts, deeds, licenses and other instruments when so ordered. He/she shall make such reports to the Board of Directors as they may request and also shall prepare such reports and statements as are required by the laws of the State of Oklahoma and shall perform such other duties as may be prescribed by the Board of Directors or by the bylaws.

**Section 9 Treasurer:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including account of the assets, liabilities, receipts, disbursements, gains, losses and contributions. The books of Account shall be open to inspection by any director at all reasonable times.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever requested, an account of all of his transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

**Section 10 Delegation of Duties:** In case of the absence or disability of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board

of Directors may delegate, by a vote of a majority of the whole Board, for a temporary, specified period, the powers or duties, or any of them, of such officer to any other officer or to any director.

## **Article VII. Execution of Instruments**

**Section 1 Contracts:** The Board or any committee authorized by the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver in the name and on behalf of the Corporation any contract or other instrument, and such authority may be general or may be confined to specific instances.

**Section 2 Checks and Drafts:** All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued by or in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined from time to time by resolution of the Board.

**Section 3 Deposits; Bank Accounts:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by an officer or officers of the Corporation to whom such power of designation may be delegated by the Board from time to time. The Board may make such special rules and regulation with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as it may deem advisable. Unless otherwise provided by resolution of the Board, endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made by hand-stamped legend in the name of the Corporation or by written endorsement of any officer without countersignature.

**Section 4 Loans:** No loans shall be contracted on behalf of the Corporation unless authorized by the Board, but when so authorized, unless a particular officer or agent is directed to negotiate the same, may be negotiated, up to the amount so authorized, by the President or Vice-President, or the Treasurer; and such officers are hereby severally authorized to execute and deliver in the name and on behalf of the Corporation notes or other evidences of indebtedness countersigned by the President or Vice-President for the amount of such loans and to give security for the payment of any and all loans, advances and indebtedness by hypothecating,

pledging or transferring any part or all of the property of the Corporation, real or personal, at any time owned by the Corporation.

**Section 5 Sale or Transfer of Securities Held by the Corporation:** Stock certificates, bonds or other securities at any time owned by the Corporation may be held on behalf of the Corporation if not restricted by code for non-profit organizations. They may be sold, transferred or otherwise disposed of pursuant to authorization by the Board, or of any committee duly authorized. When so authorized to be sold, transferred or otherwise disposed of, they may be transferred from the name of the Corporation by the signature of the president or Vice-President and the Treasurer or the Secretary.

## **Article VIII: Scholarship**

**Section 1 Eligibility:** Educational Scholarships will be awarded in a non-discriminatory fashion in terms of racial preference, and will be based upon need and/or merit. Scholarship award applications will be accepted from any individual, and will be screened by the Sponsorship Committee to insure that all scholarship nominees are candidates for a degree at an eligible educational institution, and that the scholarship will be used to pay qualified educational expenses such as tuition, fees, and course related materials.

**Section 2 Nomination:** Nominations for award of an Educational Scholarship will be made by the Sponsorship Committee, and will be based upon available corporate funds, individual applicant need and exemplar character.

**Section 3 Selection:** Final approval and selection of award recipients will be the responsibility of the Board of Directors.

## **Article IX. Conflict of Interest Policy**

**Section 1 Duty to Disclose:** In connection with any actual or possible conflict of interest, any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, shall be known as an interested person, and must disclose the existence of the financial interest. Interested persons will be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**Section 2 Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**Section 3 Procedures for Addressing the Conflict of Interest:**

- 1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organizations best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 4 Violations of the Conflicts of Interest Policy:**

- 1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article X. Miscellaneous**

**Section 1 Fiscal Year:** The fiscal year of the Corporation shall be determined by the Board of Directors.

**Section 2 Inspection of Corporation's Records:** The books of account, copy of the bylaws as amended and certified by the Secretary, and minutes of proceedings of the Members and Directors and of the Executive and other committees of the directors shall be open to inspection upon the written demand of any Member, at any reasonable time, and for a purpose reasonably related to his interests as a Member.

## **Article XI. Notice**

**Section 1 Form of Notices:** Whenever, under the provisions of these bylaws, notice is required to be given to any director, officer or Member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the United States Mail in a postpaid sealed wrapper, addressed to such director, officer or Member at such address as appears on the books of the Corporation, or, in default of other address, to such director, officer or Member at the general post office in the city where the Corporation's principal office for the transaction of business is located, and such notice be deemed to be given at the time when the same shall be thus mailed.

**Section 2 Waiver of Notice; Attendance at Meeting:** Any member, director or officer may waive any notice required to be given under these bylaws by a written waiver signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

## **Article XII. Amendments**

**Section 1 Who May Amend:** These bylaws may be amended, altered, changed or repealed by the affirmative vote of a majority of the Members represented, at any regular or special meeting of the Board of Directors, under restrictions of quorum stated above, if notice of the proposed amendment, alteration, change or repeal be contained in the notice of the meeting, or by the affirmative vote of the majority of the Board of Directors at any regular or special meeting of the Board. Any amendment action taken by the board will be temporary and not binding until accepted by a Board of Directors vote as described in previous statement.

Dated this 16th day of September, 2008.