

**Bylaws of
AMATEUR SOFTBALL ASSOCIATION OF SOUTH FLORIDA, INC.**

(As adopted by the initial incorporator as of the date of incorporation, that being 06/06/2008.)

ARTICLE I
GENERAL PROVISIONS

Section 1.01 – Name: The name of the association shall be the AMATEUR SOFTBALL ASSOCIATION OF SOUTH FLORIDA, INC., and may be referred to as SOUTH FLORIDA ASA, or SFASA. SFASA shall be incorporated as a non-profit corporation under the laws of the State of Florida. SFASA shall operate in strict accordance with all of the rules and regulations of the AMATEUR SOFTBALL ASSOCIATION OF AMERICA (also known as the ASA or USA SOFTBALL), the National Governing Body of amateur softball in the United States. Should any provision of these Bylaws be in conflict to any portion of the ASA CODE (as adopted January 27, 1977, and as amended from time to time), or not addressed in these Bylaws, then the ASA CODE shall take precedence.

Section 1.02 – Purpose: The purpose and objectives of SFASA include, but are not limited to, the following:

- a. To promote the sport of amateur softball in SFASA for all individuals, regardless of race, color, age, religion, sex, sexual orientation, or national origin, and to establish an atmosphere of fair competition by thoughtful organization and administration of tournaments;
- b. To educate and coordinate a SFASA wide network of personnel to assist in all phases of the operations of SFASA, and to conduct meetings to assist in the training of those personnel;
- c. To provide for and ensure the safety of all individual participants, managers and/or coaches, umpires, and spectators by promoting good sportsmanship on all levels, and by establishing safety guidelines to be used at all SFASA sanctioned tournaments;
- d. To promote and ensure the proper administration of annual SFASA Championship Play tournaments for the fast, modified, and/or slow pitch game; and
- e. To educate and train managers and/or coaches and players on proper skills of softball play and rules through promoting, organizing, and conducting clinics, seminars, and training courses.

Section 1.03 – Jurisdiction: SFASA is an affiliated association of the ASA, and accordingly, has been granted authority over the Florida counties of Broward, Martin, Miami-Dade, Monroe, Palm Beach, and St. Lucie. Such jurisdiction may change over time.

Section 1.04 – Dissolution of Assets: Dissolution of assets in final liquidation of SFASA will be in accordance with SFASA’s Articles of Incorporation.

ARTICLE II
MEMBERSHIP

Section 2.01 – Members: SFASA shall have no members. Any action that would otherwise require approval by a majority of all members shall only require approval of the Board of Directors (“BOARD”). All rights that would otherwise vest in the members shall vest in the BOARD.

Section 2.02 – Associates: Nothing contained in Section 2.01 of these Bylaws shall be construed to limit the right of SFASA to refer to persons associated with SFASA as “members” even though these persons are not SFASA members and no such reference in or outside of these Bylaws shall constitute anyone being a member.

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ARTICLE III
BOARD OF DIRECTORS

Section 3.01 – Board of Directors: The BOARD shall be selected regardless of race, color, age, creed, religion, sex, sexual orientation, or national origin. Each BOARD member shall have one (1) vote.

Section 3.02 – Powers: Subject to limitations of the Articles of Incorporation and these Bylaws, and except for other provisions as stated in these Bylaws and those activities dealing with the implementation and interpretation of the ASA CODE by the Commissioner, all other activities and affairs of SFASA shall be exercised by or under the direction of the BOARD. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the BOARD shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a. To select and remove all the officers, agents and employees of SFASA, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion require from them security for faithful service;
- b. To make disbursements from the funds and properties of SFASA as are required to fulfill the purposes of SFASA as more fully set out in the Articles of Incorporation and generally to conduct, manage, and control the activities and affairs of SFASA and to make rules and regulations not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best;
- c. To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as they may deem best;
- d. To borrow money and incur indebtedness for the purposes of SFASA and to execute and deliver, in SFASA's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities; and
- e. To the extent permitted by the exempt status of SFASA, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

Section 3.03 – Number of Directors: The minimum number of Directors for the State of Florida filing requirements will be three (3) directors, those being the President, Commissioner, and Deputy Commissioner. The maximum number of Directors is as established by these Bylaws.

Section 3.04 – Classes of Directors: The BOARD shall consist of two (2) classes of Directors, these being the following:

- a. Class 1 Directors – Commissioner's staff consisting of the Commissioner, Deputy Commissioner, Junior Olympic (JO) Commissioner, Umpire-in-Chief (UIC), Player Representative, and At-Large Player Representative(s) (if applicable), all of whom are appointed by the Commissioner in accordance with the ASA CODE; and
- b. Class 2 Directors – Those Directors elected to the BOARD on an annual basis during the Annual Meeting of the Board of Directors.

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A Class 2 Director must reside in any county under the jurisdiction of SFASA. The number of Class 2 Directors will be determined on a yearly basis by a majority vote of the Class 1 Directors. Only one vote on the number of Class 2 Directors will be taken during the Annual Meeting of the Board of Directors. In the event of a tie, then the number of Class 2 Directors will be the same number as the current year's number of Class 2 Directors. However, the minimum number of Class 2 Directors will always be equal to the number of Class 1 Directors, plus one (1) additional Director.

Section 3.05 – Selection and Tenure of Office: Class 2 Directors shall be elected during the Annual Meeting of the Board of Directors by a majority vote of the Class 1 Directors, and shall serve until the conclusion of the next Annual Meeting. If any Annual Meeting is not held or the Directors are not elected at that meeting, the Directors may be elected at any Special Meeting of the Board of Directors held for that purpose.

Section 3.06 – Qualifications: Each Director must believe without reservations in the purpose of SFASA. No person who is an appointed individual and/or officer with an ASA identified competing softball association or organization is eligible to be a member of the BOARD. An ASA allied member is deemed not to be a competing softball association or organization.

Section 3.07 – Vacancies: Any Director may resign effective upon giving written notice to the President, Commissioner, or Secretary of the BOARD.

Vacancies on the BOARD shall be filled in the same manner as the Director or Directors whose office is vacant was selected, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director at a Special Meeting of the BOARD. Each Director so elected shall hold office until the expiration of the term of the replaced Director.

A vacancy or vacancies on the BOARD shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased. The BOARD may declare vacant the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 3.08 – Removal of Director: A Class 2 Director may be removed from office if any of the following has been found to occur:

- a. The Director misses two (2) or more Annual Meetings of the Board of Directors with or without cause;
- b. The Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the BOARD;
- c. A conflict of interest is found to exist between the Director and SFASA;
- d. The Director is found to have engaged in activities that are directly contrary to the interests of SFASA;
or
- e. The Director is found to have engaged in the misrepresentation of SFASA and its policies to outside third parties, either willfully, or on a repeated basis.

Before any removal occurs, the Director will be advised of the allegation(s) and the basis for the allegation(s), and will be given an opportunity to present to the BOARD any contrary evidence, or explanation he or she may have. Removal must be by two-thirds (2/3) vote of the remaining Directors.

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Section 3.09 – Place of Meeting: Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether Annual, Special, or Adjourned) of the BOARD may be held at any place in or out of the SFASA area that has been designated by the President or Commission, or by written consent of all the members of the BOARD.

Section 3.10 – Annual BOARD Meeting:

- a. The Annual BOARD Meeting will be held during the first fifteen (15) days of the month of December.
- b. The BOARD will be notified by first class mail and/or electronic communication (whether by fax or email) by either the President, Commissioner, or Secretary of SFASA as to the location and date of the Annual BOARD Meeting no later than ten (10) days prior to the date of the annual meeting.
- c. A quorum of the Annual BOARD Meeting will be the Commissioner (or another Class 1 Director) and three (3) other members of the BOARD (whether Class 1 or Class 2) as of the date of notification of the Annual BOARD Meeting.
- d. The Annual BOARD Meeting shall be for the purposes of: (1) determination of the number of Class 2 Directors to be elected; (2) election of Class 2 Directors; (3) election of President and Secretary; (4) reviewing reports of any standing or ad hoc committee(s); (5) the adoption of the budget; and (6) any other business that comes before the BOARD.
- e. A majority vote of the BOARD present at the Annual BOARD Meeting is needed to pass any vote taken.

Section 3.11 – Special BOARD Meeting:

- a. A Special BOARD Meeting may be called at any time by order of the President, Commissioner, or of three (3) or more of the Directors upon written notification to the Secretary of SFASA via certified mail of the three (3) or more Directors.
- b. The BOARD will be notified by first class mail and/or electronic communication (whether by fax or email) no later than five (5) days prior to the meeting as to the location and date of the Special BOARD Meeting within two (2) days of receipt of the written notification for a Special BOARD Meeting.
- c. A quorum of the BOARD at the Special BOARD Meeting will be the Commissioner (or another Class 1 Director) and three (3) other members of the BOARD (whether Class 1 or Class 2) as of the date of notification of the Special BOARD Meeting.
- d. The Special BOARD Meeting shall be only for the purpose for which the Special BOARD Meeting is called.
- e. A majority vote of the BOARD present at the Special BOARD Meeting is needed to pass any vote taken.

Section 3.12 – Action Without Meeting: Any action(s) required or permitted to be taken by the BOARD may be taken without a meeting if a majority of the members of the BOARD individually or collectively (and must include a response from the Commissioner, or another Class 1 Director) consent in writing (whether first class mail and/or electronic communication in the form of a fax or email) to the action. The consent or consents shall be filed with the minutes of proceedings of the BOARD.

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Section 3.13 – Official BOARD Committees: Committees of the BOARD may be appointed by resolution passed by a majority of the BOARD. Committees shall be composed of two (2) or more members of the BOARD, and shall have the powers of the BOARD as may be expressly delegated to it by resolution of the BOARD, except with respect to:

- a. The approval of any action which requires the entire BOARD;
- b. The filling of vacancies on the BOARD or on any committee;
- c. The fixing of compensation of the Directors for serving on the BOARD or on any committee;
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- e. The amendment or repeal of any resolution of the BOARD which by its express terms is not so amendable or repealable;
- f. The appointment of other committees of the BOARD or the members thereof; or
- g. The expenditure of SFASA funds to support a nominee for Director after there are more people nominated for Director than can be elected.

Section 3.14 – Fees and Compensation: Directors (as such) shall not receive compensation for their services as Directors. Class 1 Directors may receive compensation for personal services actually rendered in accordance with the ASA CODE and as established by the Treasurer.

ARTICLE IV
OFFICERS

Section 4.01 – Officers: The officers of SFASA shall be the President, Secretary, and Treasurer.

Section 4.02 – Election: The President and Secretary shall be chosen annually by, and shall serve at the pleasure of the BOARD, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected. The elected President must be a Class 2 Director. The Secretary does not have to be a Class 1 or Class 2 Director.

Section 4.03 – Removal and Resignation: Any BOARD elected and/or appointed officer may be removed, either with or without cause, by a majority vote of the BOARD, at any Annual or Special Meeting of the BOARD.

Any officer may resign at any time, without prejudice to the rights, if any, of SFASA under any contract to which the officer is a party, by giving written notice (whether by first class mail, fax, or email) to the BOARD, or to the President, or to the Secretary, of SFASA. Any resignation shall take effect at the date of the receipt of the notice.

Section 4.04 – Vacancies: A vacancy in any office because of death, resignation, removal, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to that office, provided that the vacancies shall be filled as they occur and not on an annual basis.

Section 4.05 – Inability to Act: In the case of absence or inability to act of any officer of SFASA and of any person authorized by these Bylaws to act in his or her place, the BOARD may from time to time delegate the powers or duties of the officer to any other officer, or any Director or other person whom the BOARD may select.

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Section 4.06 – President: Subject to that supervisory powers, if any, as may be given by the BOARD, the President shall: (i) preside at all sessions of the BOARD; (ii) direct the policies of SFASA as established by the BOARD; (iii) appoint all committees unless otherwise specified herein; (iv) create ad hoc committees necessary to meet the needs of SFASA; (v) serve as ex officio member of all committees; (vi) coordinate with the Commissioner and BOARD the negotiations of all contracts and agreements on behalf of SFASA; (vii) coordinate with the Commissioner the agenda for all meetings of the BOARD; (viii) coordinate with the Commissioner a mail, fax, or telephonic vote of the BOARD when necessary; and (ix) perform such duties as may be necessary for the proper and efficient conduct of SFASA.

Section 4.07 – Secretary: The Secretary shall keep, or cause to be kept, a book of minutes at the office of SFASA, of all meetings of the BOARD and its committees, with the time and place of holding, whether Annual or Special, how authorized, the notice of the meeting given, the names of those present at the BOARD and committee meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the office of SFASA, the original Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the BOARD and any committees of the BOARD required by these Bylaws or by law to be given, shall keep the seal of SFASA (if any) in safe custody, and shall have other powers and perform other duties as prescribed by the BOARD.

Section 4.08 – Treasurer: The Treasurer shall be the Commissioner, and shall be an ex officio member of all committees. The Treasurer shall be the Chief Financial Officer of SFASA and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of SFASA. The books of account shall be at all times open to inspection by any Director.

The Treasurer shall maintain the books of account using the cash method of accounting. The accounting period shall be the calendar year. Any other financial reporting will be in accordance with the ASA, State of Florida, and the Internal Revenue Service.

The Treasurer shall make an annual report to the BOARD at each year's Annual Board Meeting.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of SFASA with a bank designated by the Treasurer. The Treasurer shall disburse the funds of SFASA as may be ordered by the BOARD, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of SFASA, and shall have other powers and perform other duties as may be prescribed by the BOARD.

The Treasurer shall coordinate with the President and BOARD the negotiations and execution of all contracts and agreements on behalf of SFASA

Only the Treasurer and up to two (2) other Class 1 Directors may have signature authority over any and all business accounts.

Section 4.09 – Salaries: The BOARD may fix the salary of the Officers from time to time, and no Officer shall be prevented from receiving this salary because the Officer is also a Director of SFASA.

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ARTICLE V
FINANCES

Section 5.01 – Registration Fees: The Treasurer will determine all registration fees and other fees during its Annual BOARD Meeting. Once determined, all fees will be posted on the SFASA website. All fees are for the calendar year. There will be no prorating of fees.

Section 5.02 – Representation at ASA (Non-National Council) Meetings: In accordance with his or her duties and as noted in the ASA CODE, reimbursement will be made to the Commissioner, Deputy Commissioner, JO Commissioner, UIC, Player Representative, At-Large Player Representative (if applicable), and any other voting member assigned to SFASA (if applicable), whether in person or proxy, for attendance at such meetings, upon submission of an expense report and the availability of funds, and subject to travel reimbursement limitations. Travel reimbursement limitations are as follows:

- a. Reimbursement for hotel (minimum 2 members per room) will be the hotel room rate plus taxes or the rate as established by the Internal Revenue Service per diem schedule for each member, whichever is less.
- b. Hotel nights to be reimbursed will be limited to the first night of the meeting if the meeting starts at 1:00 pm or later in the afternoon, or the previous night if the meeting starts prior to 1:00 pm in the afternoon, and every night thereafter if the meeting adjourns after 5:00 pm in the afternoon, or at the discretion of the Treasurer. Thereafter, no reimbursement will be made
- c. Reimbursement for airfare will be limited to the lesser of a restricted coach ticket purchased at least fourteen (14) days in advance or the mileage for a round trip by automobile at the mileage rate as established by the Internal Revenue Service.
- d. The Treasurer may restrict reimbursement at a level less than those indicated above, and will provide at least twenty (20) days notice in advance to those individuals affected.

Section 5.03 – Representation at National Council Meeting: In accordance with his or her duties and as noted in the ASA CODE, reimbursement will be made to the Commissioner, Deputy Commissioner, JO Commissioner, UIC, Player Representative, At-Large Player Representative (if applicable), any other voting member assigned to SFASA (if applicable), whether in person or proxy, and the President of SFASA, for attendance at such meetings, upon submission of an expense report and the availability of funds, and subject to travel reimbursement limitations. Travel reimbursement limitations are as follows:

- a. Reimbursement for hotel (minimum 2 members per room) will be the hotel room rate plus taxes or the rate as established by the Internal Revenue Service per diem schedule, whichever is less.
- b. Hotel nights to be reimbursed will be limited to the first night of the meeting if the meeting starts at 5:00 pm or later in the afternoon, or the previous night if the meeting starts prior to 5:00 pm in the afternoon, and every night thereafter including the night prior to the day in which the ASA Council votes for legislative and rule changes. Thereafter, no reimbursement will be made
- c. Reimbursement for airfare will be limited to the lesser of a restricted coach ticket purchased at least fourteen (14) days in advance or the mileage for a round trip by automobile at the mileage rate as established by the Internal Revenue Service.
- d. The Treasurer may restrict reimbursement at a level less than those indicated above, and will provide at least twenty (20) days notice in advance to those individuals affected.

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Section 5.04 – Other Expenses: In accordance with his or her duties and as noted in the ASA CODE, reimbursement will be made to the Commissioner, Deputy Commissioner, JO Commissioner, UIC, Player Representative, and At-Large Player Representative (if applicable) for expenses incurred related to the position of the individual upon submission of an expense report, availability of funds, and approval by the Treasurer. In addition, the Treasurer, at his/her discretion, may invite other individuals, per a cost-sharing arrangement between the Treasurer and other individuals, to other such ASA functions, including, but not limited to the ASA Council Meeting, Southern Region Meeting, Commissioners' Workshop, Junior Olympic Workshop, and UIC Workshop.

ARTICLE VI
TOURNAMENTS

Section 6.01 – Sanctioned Tournaments: SFASA will conduct sanctioned ASA tournaments, when feasible. Organizations, individuals, or governmental entities if sanctioned by the Commissioner and after paying the appropriate SFASA sanctioning fee, may sponsor the tournaments. Tournaments that fall into this category, but not limited to, are as follows:

- a. Those identified within the ASA CODE for Championship Play.
- b. ASA Special Events.
- c. ISF Events.
- d. Non-Championship Play.

Section 6.02 – SFASA Local Championship Play Tournament:

- a. Any team that is registered with SFASA by the registration deadline, as determined from year to year by the Commissioner is eligible to participate in Championship Play Tournaments.
- b. All SFASA Local Championship Tournaments must be completed on or by the last Sunday in the month of July.
- c. If a SFASA registered team has already secured a berth into the current year's National Championship Finals Tournament by way of where the team placed in the previous year's National Championship Tournaments or in another Championship Play event during the current year, that team will be allowed to participate in the SFASA Local Championship Play Tournament *without forfeiting* its berth.
- d. If the team that wins the SFASA Local Championship Play Tournament had already secured a berth into the current year's National Championship Finals Tournament, then the next placed team(s) (depending upon how many berths are available) will be provided with the berth into the current year's National Championship Finals Tournament.

Section 6.03 – Time Limit Rule: If a time limit is established for any SFASA Local Championship Play tournament, the time limit will be no lesser than:

- a. Fast/Modified Pitch – no new inning shall start after 1 hour 30 minutes;
- b. Slow Pitch – no new inning shall start after 1 hour 15 minutes.

The home plate umpire shall maintain the time. The time shall start at the conclusion of the pre-game meeting at home plate with the umpires and team managers. The home plate umpire is not required to announce the amount of time remaining during the game. If the game is tied after the time limit has expired, the tiebreaker shall be in effect at the start of the next inning.

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The time limit will not apply for the championship and IF games of an elimination bracket tournament, or the fifth (5th) game of a best of five series.

Section 6.04 – SFASA Championship Play Tournament Bids: Bids for SFASA Championship Play tournaments will be submitted to the Commissioner in accordance with the bid form directions if a tournament is to be outsourced to a tournament host organization.

Section 6.05 – Tournament Insurance: All SFASA sanctioned tournaments must be properly insured by the ASA's recognized insurance company, must include at minimum liability insurance, is the responsibility of the tournament host organization, and must list SFASA as additional insured. In situations where organizations are self-insured, tournament insurance will still be required.

Section 6.06 – ASA Representative: An ASA tournament representative shall be assigned by the Commissioner to be on-site during the entire Championship Play tournament. The tournament representative will be included in all meetings/ceremonies during the course of the tournament.

Section 6.07 – Tournament UIC: A tournament UIC will be assigned by the UIC to be on-site during the entire Championship Play tournament. The tournament UIC will be included in all meetings/ceremonies during the course of the tournament.

Section 6.08 – Sanctioning Fees: All sanctioning fees for Championship Play and Non-Championship Play tournaments will be established by the Treasurer.

Section 6.09 – Tournament Report: Upon completion of a Championship Play or Non-Championship Play tournament, the tournament host organization must submit to the Commissioner no later than ten (10) days following the completion of the tournament, on a form to be provided by SFASA, a final tournament report to include the following:

- a. A complete copy of the tournament brackets showing final standings of all participating teams.
- b. All monies due SFASA.

In cases where the ASA requires a completed report, a copy of that report will be acceptable.

Section 6.10 – Umpires: Only registered ASA umpires, in good standing with SFASA, may be assigned to a SFASA sanctioned tournaments. Such tournaments shall include, but not limited to, all SFASA Championship/Non-Championship Play and other Championship Play events conducted in the SFASA area.

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ARTICLE VII
ELIGIBILITY

For Championship Play, the eligibility requirements will be of that of the ASA CODE, except as modified below. It will be the responsibility of the team manager/coach and/or players to understand the eligibility requirements of the ASA CODE.

Section 7.01 – Roster: A completed roster, including roster changes, must be presented to the Commissioner (or individual(s) delegated by the Commissioner) for approval no later than 5:00 PM of the Wednesday prior to the start of any Championship Play for that weekend. This applies towards any team that has not qualified for the National Championship Finals.

Section 7.02 – Roster Change Date: SFASA roster change date is twenty-four (24) hours prior to the team's start of their highest level of Championship Play.

ARTICLE VIII
DISQUALIFICATIONS

SFASA will follow the disqualification provisions of the ASA CODE for both Championship and Non-Championship Play. Non-Championship Play shall also include local league play. Any team, team member, manager, team official, or umpire disqualified by the ASA and/or SFASA shall have said disqualification posted on the SFASA website.

ARTICLE IX
VOTING RIGHTS, PROXIES, VOTING PROCEDURES

Section 9.01 – Voting Rights: Each Director has only one (1) voting right.

Section 9.02 – Proxies: No proxies will be allowed for any right to vote during any type of meeting of SFASA.

Section 9.03 – Annual BOARD Meeting: During the Annual BOARD Meeting, a ballot will be used only if there are multiple candidates for an officer when voting for the President and Secretary of SFASA. The candidate for each office receiving the most votes will be named to that office. In the event of a tie, the next round of voting will only be for those that tied. Voting will continue until there is a winner. The order of elections will be President, then Secretary.

Section 9.04 – All Other Voting Matters: All other voting matters required for any type of meeting of SFASA will first be by voice vote of “Yea”, then “Nay”, and if not clearly determinable, then only by a show of “Yea” hands. Only one round of voting will take place. If there is a tie, then the voting matter will not pass.

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ARTICLE X
AMENDMENTS

Section 10.01 – Amendments: Amendments to these bylaws must be approved by a sixty percent (60%) affirmative vote of those in attendance and entitled to vote provided that notice is given using first class mail or electronic communications (whether by fax or email) of any proposed amendment is submitted to each BOARD Member that meets the notice requirements of said meeting. An amendment approved by the BOARD shall be effective as of the beginning of the next calendar year. Amendments to these bylaws may only be made during the Annual Meeting of the Board of Directors.