

ROBSON RANCH SOFTBALL ASSOCIATION BYLAWS AND CHARTER

November 2025

ARTICLE I

Name

The name of the organization shall be Robson Ranch Softball Association, hereinafter referred to as "RRSA", a not-for-profit organization.

ARTICLE II

Mission

The mission of the RRSA is to encourage all Robson Ranch residents to participate in a fun environment, with sportsmanship and safety being a high priority.

ARTICLE III

Authority and Limitations

The RRSA will operate as an instrumentality of the Robson Ranch Homeowners' Association, hereinafter referred to as "HOA", in compliance with its bylaws and regulations, but will not conduct business or obligate funds in the name of the HOA.

ARTICLE IV

Members

Section 1: Membership shall be open to any registered residents at Robson Ranch.

Section 2: No eligible person shall be denied membership to the RRSA because of gender, race, color, religion, national origin, marital status, sexual orientation, or veteran status.

Section 3: RRSA enrollment may be conducted at any time as determined by the RRSA Board.

Section 4: Dues for the RRSA membership shall be determined by the RRSA Board and based on the financial needs of the RRSA to operate. Dues will be set annually by the current Board.

Section 5: Additional fees may be charged for RRSA activities in addition to regular membership dues. Monies shall be handled by the RRSA Treasurer.

Section 6: Any member of the RRSA, in good standing, shall be entitled to submit a digital ballet or attend regular or special meetings of the RRSA and to participate in all RRSA events upon compliance with adopted regulations and bylaws.

Section 7: A member in good standing is a member who is enrolled in the RRSA and whose dues are current.

ARTICLE V

Board of Directors

Section 1: The RRSA Board of Directors shall consist of the following voting officers: President, Vice President, Secretary, Treasurer, and Co-Ed League Commissioner and Senior League Commissioner.

Section 2: There shall be two (2) At-Large Members that shall serve as non-voting advisory members who report directly to the President.

Section 3: Members of the same household may not serve on the Board simultaneously; however, if one household member holds a Board position, another may serve on a committee, provided that neither holds an oversight role within the same committee.

Section 4: The membership may vote to remove a member of the Board for cause. Removal shall follow the amendment procedures in Article XIII.

ARTICLE VI

Nomination and Election

Section 1: Confirmation of the General Election for vacant position on the Board shall take place at the annual meeting.

- No less than 45 days prior to the end of the Fall season, the Board shall appoint a Nominating Committee Chairperson. Additional committee members may be selected from the membership by the Chairperson. In addition, the Board will send multiple emails to RRSA members in good standing soliciting candidates interested in holding “open” Board positions. The Nominating Committee shall ensure that vacant Board positions are placed in election in accordance with the designated term lengths, and to answer potential candidates’ questions and concerns. The

Board will determine a closing date yearly that will terminate the nomination process.

Section 2: The Board will email a ballot listing Board candidates to all RRSA members in good standing at least ten (10) days prior to the voting deadline.

Section 3: Following the Board agreed upon voting deadline, the result of any election will be disseminated to RRSA members in good standing.

Section 4: No Board member or person running for a Board position may serve on the Nominating Committee. If a person serves on the Nominating Committee, they are automatically ineligible to serve on the board for the year in which they serve on the Nominating Committee.

Section 5: The elected Board shall take office immediately following the annual election.

Section 6: Board elections shall be as follows.

- Treasurer: A minimum of two consecutive years of service and a maximum of three consecutive years of service as Treasurer.
- President, Co-Ed League Commissioner, Senior Co-Ed Commissioner, Vice President, Secretary, and two At-Large Members: A minimum/maximum of two consecutive years of service in the same Board position.
- All Board members that have served three years of service, including treasurer, in any position/positions will be term limited and cannot hold any board position for a period of one year. After a one-year absence from the Board, the member may apply for any “open” Board position.
- No officer may be voted out of office until the end of their term without cause.

Section 7: Any director may be removed for cause by a two-third (2/3) vote of the Board of Directors at a regular or special meeting, provided that written notice of the proposed removal is given to all directors at least ten (10) days prior to the meeting. The notice shall state the reason(s) for removal and allow the director an opportunity to respond before the vote is taken.

ARTICLE VII

Governing Body

Section 1: The governing body of the RRSA is the Board.

Section 2: It shall be the duty of the Board to conduct, manage, and control the affairs and business of the RRSA between meetings of the regular membership.

Section 3: A majority of the Board shall constitute a quorum for a Board meeting.

Section 4: Vacancies that occur between elections shall be filled by Board appointment. The term served by the appointee is the remainder of the term for the Board member being replaced.

ARTICLE VIII

Duties of Officers

Section 1: The President:

- Chief Administrator of the RRSA.
- Preside over all the RRSA's Membership and Board meetings.
- Be ex-officio a member of all committees, except the Nominating Committee.
- Appoint, with Board approval, the Chairpersons of Committees.
- Negotiate for the RRSA's Board approved contracts, such as equipment and instruction.
- Sign for Board approved contracts in addition to the HOA representative.

Section 2: The Vice President:

- Assist the President in all matters.
- Shall serve as the presiding officer for all matters requiring a vote by the RRSA membership. If needed, the Vice President may request assistance from other Board Member(s).
- In the President's absence, perform the duties of the President's office.

Section 3: The Secretary:

- Records minutes of Board and membership meetings.
- Maintains RRSA records, excluding financial records.
- Prepares required reports.
- Post official notices.

Section 4: The Treasurer:

- Is the Chief Financial Officer and shall be responsible for collecting the dues, if

any, of the members and other monies as required.

- Pay Board-approved bills owed by the RRSA.
- Present a financial report as required by the Board.
- Present the RRSA financial report to the RRSA Membership, for the end of the fiscal year (December 31), at the first general meeting of the year.
- Retain the Treasurer's records.
- File any necessary tax forms.
- Maintain a set of books that tracks RRSA and Banner Fund income and expense.

Section 5: The Co-ed League Commissioner:

- Responsible for the coordination and conduct of all games of the Co-ed league.
- Responsible for the resolution of on-field issues such as protests, manager's inquiries, and rules clarification.
- Responsible for overseeing player assignment (team balance). Currently, Coach Draft is being used.

Section 6: The Senior League Commissioner:

- Responsible for the coordination and conduct of all games of the Senior league, including the Wednesday morning games.
- Responsible for the resolution of on-field issues such as protests, manager's inquiries, and rules clarification.
- Responsible for overseeing player assignment (team balance). Currently, Coach Draft is being used.

Section 7: At-Large Members:

- Serve as liaisons and assistants to the President on operational and administrative matters.
- Oversee specific subcommittees or special projects as assigned by the President.
- Attend Board meetings and provide input and reports, but do not vote on Board decisions.

ARTICLE IX

Fiscal and Finance

Section 1: The fiscal year shall be January 1 through December 31.

Section 2: No Board Member shall receive compensation for their service. Also, no monies from the treasury shall be used by the Board for any personal gain.

Section 3: The Treasurer's books shall be reviewed at least annually by an individual independent of the RRSA. A review shall be completed no later than 30 days following the end of the fiscal year. A review is also required when there is an incoming new Treasurer. The review shall be reported to the membership at the next regular meeting. The books shall be open at all times for members' inspection. The HOA has audit responsibility for the Banner Fund as they deem necessary.

Section 4: The Treasurer, and at least one other member of the Board, shall be authorized to expend the RRSA's monies for Board approved expenses.

Section 5: Budget:

- The Board prepared budget shall be presented for approval of the membership at the annual meeting. Updates will be provided to the membership as the Board deems necessary.
- The budget may be revised, as needed during the year, with approval of the Board.
- No single unbudgeted expenditure in excess of \$2,000 shall be made without approval of the RRSA membership.

Section 6: The RRSA is a not-for-profit, 501.C organization. In the event of the dissolution of the RRSA, any remaining funds will be distributed in accordance with the "Softball Field Use Agreement" between the HOA and RRSA signed and dated 11/5/2015.

ARTICLE X

Volunteer Committees

The Board shall appoint, at their discretion, Volunteer Committee Chairpersons to help with the execution of specific duties outlined by the Board members. These individuals may attend Board meetings as appropriate to their task(s).

ARTICLE XI

Meetings

Section 1: Membership and Board meetings shall be held as required and will be scheduled by the President.

Section 2: The date and location of the Membership meetings shall be announced by the President and shall be posted on the Robson Ranch HOA Website and the RRSA Website at least two weeks prior to the Membership meeting.

Section 3: The annual meeting will be held in the 4th quarter of each year.

ARTICLE XII

Rules of Order

Section 1: These Rules of Order shall be the authority of all questions of parliamentary procedure unless in conflict with these bylaws or with the laws of the State of Texas.

Meeting Chair:

1. Calling the meeting to order on time
2. Announcing the business before the group in the order noted on the agenda
3. Determining the presence of a quorum
4. Recognizing members who want to speak
5. Processing all motions
6. Expediting business
7. Ruling on points of order
8. Conducting the meeting in a fair and equitable manner

Procedure for a motion:

1. Member makes a motion.
2. Another member seconds the motion.
3. The chair states the motion, formally putting it before the group.
4. The members discuss the motion.
5. The chair puts the question to a vote.
6. The chair announces the results of the vote.

Discussion:

- After a motion is made, the Floor is open for discussion.
- The person making the motion has the right to speak first.
- A person who hasn't spoken out yet gets precedence over people who have already spoken to the motion.
- Maker of the motion (or the chair) calls for closure of the discussion after everyone who wishes to speak has been heard. If someone calls the question before that, the group must vote on whether to end discussion. If that occurs, a two-thirds vote is required to end a discussion.

ARTICLE XIII **Amendments**

Amendments to the bylaws must be amended by a two-third (2/3) of votes cast by RRSA members in good standing via an emailed digital ballot. All RRSA members in good standing must be provided with an emailed written notice of each proposed amendment or proposed new bylaw. RRSA members in good standing will have fourteen (14) days to review and complete a digital ballot. The results of any digital ballot will be emailed to all RRSA members in good standing.

Excluded from the member voting requirement and solely by a majority vote of the Board of Directors the bylaws can be amended specifically to the names of the RRSA Board of Directors, Rules of Order, Volunteer Committees and Duties of Officers.