

# Mankato Area Girls Fastpitch Association

## By-Laws

### Article I Name

Section 1 The name of this corporation is MANKATO AREA GIRLS FASTPITCH ASSOCIATION, INC., herein also referred to as the Association, a U.S. registered 501(c)(3) non-profit organization incorporated in the State of Minnesota.

### Article II Location

Section 1 The Association boundary includes School District 77 and such other contiguous or designated areas as determined by the Board of Directors, herein also referred to as the Board.

### Article III Purpose

Section 1 The purpose of the Association is:

- (a) To provide a summer and fall fastpitch softball program for girls and young women of all skill levels playing at the six and under (6U) through eighteen and under (18U) levels.
- (b) To promote player development of all skill levels in fastpitch softball with an emphasis placed on safety, fun, team play, leadership, character, sportsmanship, tolerance, discipline, physical fitness, mental performance, and volunteerism with a goal of maximizing the chance of future success at desired higher levels of play as well as life.
- (c) To encourage and regulate play according to the standards and regulations as set forth in the codes and policies outlined by the governing bodies of league and tournament play.
- (d) To maintain, purchase, or rent buildings or structures and to acquire or dispose of real or personal property necessary or convenient for said purpose.
- (e) To raise funds by subscription, assessment, dues, charges, tournaments or otherwise for said purpose.

### Article IV Membership and Eligibility

Section 1 Membership in the Association which will automatically be members without formal application or admission includes the following pursuant to maintaining a status of good standing:

- (a) Parents/legal guardians of all eligible players who are or have participated on an Association team during the current season.
- (b) Coaches and assistant coaches of all Association teams during the current season until new coaches are appointed for the following season.
- (c) All duly elected Board Officers and Directors.

Section 2 A Membership status in "good standing" will be defined as an active member having paid all dues and fees unless previously waived by the Board due to financial hardship, who adheres to the Association Code of Conduct, and has no outstanding disciplinary actions in proceeding.

Section 3 Membership in the Association is not transferable or assignable.

Section 4 The Board may suspend, expel, or terminate a membership at any meeting with or without cause following a fair and reasonable hearing by a two-thirds (2/3) affirmative vote of the Board. Violations of the Association's established policies for conduct and behavior will be executed by officers of the Association as defined in those Board approved policies.

Section 5 The membership will run from August 1<sup>st</sup> to July 31<sup>st</sup>.

Section 6 Upon written request to the Board, Members will be furnished a copy of the most recent financial statements of the Association in a reasonable amount of time.

Section 7 Eligibility to play softball for the Association will include the following:

- (a) Those players having paid all dues and fees unless previously waived by the Board due to financial hardship, who adhere to the Association Code of Conduct, and have no outstanding disciplinary actions in proceeding are considered eligible to play softball for the Association for the summer season as follows:
- (i) *For Lil' Peppers Teams eligible players include those players who meet the age requirement for the team applied for at six and under (6U) through eight and under (8U) teams and who reside within the Association boundary or attend a public or private school located within the Association boundary.*
  - (ii) *For Southern Star Teams (nontravel) eligible players include those players who meet the age requirement for the team applied for as follows:*
    - 1) *Players on ten and under (10U) teams who reside within the Association boundary or attend a public or private school located within the Association boundary, and*
    - 2) *Players on twelve and under (12U) through eighteen and under (18U) teams without restriction on place of residence or school attended.*
  - (iii) *For Traveling Teams eligible players include those players who meet the age requirement for the team applied for as follows:*
    - 1) *Players on eight and under (8U) through ten and under (10U) teams who reside within the Association boundary or attend a public or private school located within the Association boundary, and*
    - 2) *Players on twelve and under (12U) through eighteen and under (18U) teams without restriction on place of residence or school attended.*
- (b) Those players having paid all dues and fees unless previously waived by the Board due to financial hardship, who adhere to the Association Code of Conduct, and have no outstanding disciplinary actions in proceeding are considered eligible to play softball for the Association for the fall season as follows:
- (i) *Those players who meet the age requirement for the team applied for at eight and under (8U) through eighteen and under (18U) teams without restriction on place of residence or school attended. Those who meet these criteria will be considered eligible to play softball for the Association.*
- (c) Ineligible players are those who do not meet the criteria to be considered as an eligible player.
- (d) An ineligible player must submit a written request for a waiver of eligibility to the Board prior to registering to play. A waiver request must include an explanation of why the ineligible player is requesting placement on an Association team, and a release from the ineligible players' home community association if applicable.
- (e) A new waiver request is required whenever registering for an Association team that a player is ineligible for based on the criteria above.
- (f) The Board may approve a waiver of eligibility at any meeting.
- (g) Teams shall be formed with eligible players first. If additional players or special-position players (pitcher/catcher) are needed to complete a team roster an ineligible player may be considered subject to Board approval of a waiver of eligibility and only after all eligible players have been placed on a team.

## **Article V Directors**

- Section 1 Control and management of the general business of the Association and its affairs and property necessary for the fulfillment of the specified purpose shall be vested in a Board, consisting of up to 15 members.
- Section 2 Directors will serve without compensation. Reimbursement of expenses incurred by a Director, if any, will be allowed if such reimbursement was duly approved by the Board. Nothing herein is to be interpreted to mean anything other than reimbursement of expenses incurred.
- Section 3 Directors will be elected at the Annual Membership Meeting.
- Section 4 Director terms will be for one (1) year. A term runs from January 1 to December 31.

- Section 5 The Board may remove a Director at any meeting for gross negligence in fulfilling their duties or in representing the Association by two-thirds (2/3) affirmative vote of the Board. The Board may also remove a Director who is absent from two (2) consecutive meetings without cause at any meeting by an act of the Board.
- Section 6 The Board may fill a Board vacancy for the remainder of an unexpired term at any meeting, following submittal of an application by the interested party and by a Director recommending to the President a name or names of someone to fill the vacancy followed by an act of the Board.
- Section 7 The Board may select or remove paid-staff without limitation as to number or tenure at any meeting by an act of the Board. Paid-staff have no voting power on the Board.
- Section 8 A Director will not participate in the discussion or decision of issues which are of such special importance to such Board member or to any related person of the Board member that they must be regarded as having major personal or financial special interest in the matter to constitute a conflict of interest.
- Section 9 To the extent permitted by the law and the By-Laws of the Association the Board will have the following powers in addition to and not in restriction or limitation of the usual and statutory powers of like bodies and other powers given by these By-Laws:
- (a) To admit applicants to membership and to suspend, expel, or terminate membership.
  - (b) To make, alter, and amend Policies for the conduct of the members of the Association.
  - (c) To fix and enforce penalties for violations of the By-Laws and Policies.
  - (d) To interpret questions concerning the By-Laws and Policies, the decision of which shall be final and conclusive.
  - (e) To call special meetings of the Association to consider specific subjects by written petition of twenty-five percent (25%) of voting Directors.
- Section 10 Any Director wishing to resign may do so by giving written notice to the President of the Association.

## **Article VI Election**

- Section 1 Directors will be elected at the Annual Membership Meeting to replace those Directors with terms expiring.
- Section 2 The President of the Board will appoint a Nomination Committee one (1) month prior to the Annual Membership Meeting consisting of not less than three (3) members, which will report a recommendation for Directors to be elected at the Annual Membership Meeting. Such recommendation will be advisory and will in no manner limit further nominations from the floor.
- Section 3 A list of candidates will be typed or printed alphabetically on a ballot prepared by the Secretary, with blank spaces under the list for writing in names of nominees from the floor.
- Section 4 At the order of business for call of the election, the President shall appoint two (2) election judges from the Board.
- Section 5 The election judges shall distribute, collect, and count the ballots and report the names to the President who shall announce the results to the membership.
- Section 6 Adult (18 years of age and older) Association members will be allocated one (1) ballot. Ballots must be cast at the time of the election. Adult Association members must sign in at the Annual Membership Meeting, specifying their nature of membership, to receive their ballot.

## **Article VII Officers**

- Section 1 At the first meeting of the Board after the Annual Membership Meeting, the Board will elect from among its members for the Executive offices to include a President, Vice-President, Secretary, and Treasurer whose duties include the following, but are not limited to such other duties from time to time as may be assigned to them:
- (a) The President will:
    - (i) *Have supervision of the general business of the Association and the Board and provide direction as needed.*

- (ii) *Prepare an agenda for, and call and preside at all meetings of the Association, and the Board in a parliamentary manner.*
  - (iii) *Sign all instruments executed on behalf of the Association.*
  - (iv) *Appoint the membership of all standing and special committees and be an ex-officio member in each.*
  - (v) *Ensure accountability of the Board and adherence to the By-Laws.*
  - (vi) *Represent the Association in all official correspondence and public relations.*
- (b) The Vice-President will:
- (i) *Preside in the absence or disability of the President and while serving and acting as President will have the same power as the President.*
  - (ii) *Coordinate and lead the committee on By-Law and Policy changes as determined necessary.*
  - (iii) *Maintain record of Association coaches to ensure compliance with coach requirements.*
  - (iv) *Maintain team rosters, membership and registration data, and coordinate registration of teams for league and tournament play.*
  - (v) *Maintain the Board roster and calendar.*
  - (vi) *Coordinate the review of scholarship requests due to financial hardship with the Treasurer.*
  - (vii) *Assist the Treasurer with budget planning annually.*
  - (viii) *Assist the Secretary in maintaining appropriate insurance coverage.*
- (c) The Secretary will:
- (i) *Keep and file all books and papers belonging to the Association.*
  - (ii) *Keep minutes of meetings and coordinate the posting of minutes on the Association webpage monthly.*
  - (iii) *Separate Board policy and League rules.*
  - (iv) *Ensure the Association maintains adequate insurance, remains in good standing, and make recommendations to the Board on necessary changes to coverage.*
- (d) The Treasurer will:
- (i) *Assist the Finance Coordinator.*
  - (ii) *Render an annual financial statement of all receipts and disbursements at the Annual Membership Meeting with the assistance of the Finance Coordinator and the Finance Committee.*
  - (iii) *Assist the Secretary in maintaining appropriate insurance coverage.*
  - (iv) *Arrange for an annual audit of funds with the assistance of the Finance Coordinator and the Finance Committee.*
  - (v) *Present monthly summaries of the financial status of the organization at regularly scheduled Board meetings.*

Section 2 Directors may serve a maximum of 4 consecutive terms in an Executive Officer role.

## **Article VIII Meetings**

- Section 1 The Board will have eleven (11) Regular Meetings per calendar year (one per month) and one (1) Annual Membership Meeting to be set by the Board after the conclusion of the fall softball season, but before January 1<sup>st</sup>.
- Section 2 The President will call all meetings necessary when business requires or when required to do so by written petition of twenty-five percent (25%) of voting Directors.
- Section 3 Electronic notice of each Regular Meeting will be sent to each Director prior to the meeting along with the meeting agenda.

- Section 4 The President, or the Vice-President (in the absence of the President), may call a Special Meeting at any time and place by notice to address any special needs or situations.
- Section 5 Directors will furnish the Association with their current email address to which all notices and documents proscribed by the By-Laws and other documents will be sent. Such notices and documents shall be held to have been duly sent to or served upon a Director when emailed to them at the address so furnished.
- Section 6 All proxy votes will be in writing and filed with the Secretary twenty-four (24) hours prior to the time the meeting is convened, and the Secretary will enter such proxy vote of record in the minutes of the meeting.
- Section 7 The Annual Membership Meeting will be publicly announced stating the time, place, and date of the meeting via email to Association members and posted on the home page of the Association website neither less than fifteen (15) days nor more than thirty (30) days prior to the meeting date.
- Section 8 At the Annual Membership Meeting the Board will present to the members of the Association an annual financial statement as to the condition of the organization and its property and an account of the financial transactions of the past fiscal year copies of which will be available to all members at the Annual Membership Meeting. The President will then initiate the process of electing Directors outlined in Article VI.
- Section 9 Association members may request to be added to the Board meeting agenda by contacting the Board President not less than seven (7) days prior to a scheduled Board meeting.
- Section 10 At every such meeting Directors will be entitled to cast one (1) vote per action of the Board which may be cast by them either in person or by proxy.
- Section 11 In the case of a tie, the highest-ranking Executive member present as listed in order in these By-Laws will cast the tie breaking vote.
- Section 12 Robert's Rules of Order, current revised edition, will govern the actions of the Association in all cases in which they are applicable and in which they are not inconsistent with the By-Laws of the Association.

## **Article IX Quorum**

- Section 1 A majority of the duly elected Board and at least two (2) Executive members will constitute a quorum, and the acts of a majority of the Board at a meeting at which a quorum was present shall be the act of the Board, except in cases where the laws of Minnesota or the By-Laws of the Association otherwise provide.
- Section 2 Electronic voting for Board approval of business may be taken in any forum in which all Board members are concurrently presented with information on the subject matter. This provision is in place to effectively provide timely action on time sensitive Board actions.

## **Article X Amendments**

- Section 1 These By-Laws may be amended or changed after a copy of the proposed amendments have been sent to all Directors at least two (2) weeks prior to the meeting at which the act is to be taken and following a two-thirds (2/3) affirmative vote of the Board.

## **Article XI Committees**

- Section 1 The President of the Board will appoint all Committees and will supervise the activity thereof.
- Section 2 Committees appointed by the President will serve for the period designated in such appointment, except that all Special Committees will dissolve at the first meeting of the Board in a new year unless specifically continued by the President.
- Section 3 Committees will consist of three (3) or more members including a committee chair all appointed by the President.
- (a) Finance Committee
  - (b) Nomination Committee
  - (c) Sponsorship/Fundraising Committee
  - (d) Publication Committee

- (e) Facilities/Equipment Committee
- (f) Tournament Committee
- (g) Travel Program Committee
- (h) SSL/Lil' Peppers Program Committee
- (i) HOF Banquet/All City Committee
- (j) By-Laws and Policy Committee

## **Article XII Authority**

- Section 1 The Board will structure and enforce rules and regulations to govern itself on a local basis.
- Section 2 The Board may authorize any officer or agent to enter into any contract on behalf of the Association, and such authority may be either general or specific. Unless so authorized by the Board, no officer or agent, or employee will have authority to bind the Association by a contract or engagement to render it liable for any purpose.
- Section 3 All Association expenses or payments will require approval by the Board. If possible and not in the case of an emergency, this should be a pre-approval. Invoices for expenses need to be submitted to the Treasurer for payment. An agent may pay for Association supplies from stores where the Association does not have an account and a receipt submitted to the Treasurer for reimbursement.
- Section 4 The Board will make all final decisions in the operation of the Association.
- Section 5 All checks and notes of the Association will be signed by the President, or if they are unable to act, by the Vice President or by other officers or agents as may from time to time be designated by resolution of the Board.
- Section 6 The Association fiscal year will be August 1<sup>st</sup> through July 31<sup>st</sup>.
- Section 7 An annual financial statement shall be completed as of the end of the fiscal calendar of the current year for presentation to the members of the Association at the Annual Membership Meeting.
- Section 8 With the exception of intentional acts, the corporation will indemnify any Director or Corporate Officer who will become liable to any third party as a result of legal action taken against such Director or Corporate Officer. Nothing stated within this section will be construed to otherwise waive or limit statutory immunity granted to directors of non-profit corporations under Minnesota Statute.

## **Article XIII Structure**

- Section 1 The Board will set all necessary guidelines and rules for each of the following groups:
- (a) All in-house league teams regardless of age
  - (b) All fall league teams regardless of age
  - (c) 8 and Under (8U) Traveling Teams
  - (d) 10 and Under (10U) Traveling Teams
  - (e) 12 and Under (12U) Traveling Teams
  - (f) 14 and Under (14U) Traveling Teams
  - (g) 16 and Under (16U) Traveling Teams
  - (h) 18 and Under (18U) Traveling Teams

## **Article XIV Motion**

- Section 1 Each member of the Board will receive the By-Laws and approve them.
- Section 2 The foregoing By-Laws approved on this 31<sup>st</sup> day of Dec., 2023

*Marty Ray*  
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President

*John Cohen III*  
\_\_\_\_\_  
Vice-President

*May D*  
\_\_\_\_\_  
Secretary

*Greg Starnes*  
\_\_\_\_\_  
Treasurer