

# NORTHFIELD FASTPITCH SOFTBALL ASSOCIATION

## By-Laws

### Article I

#### Name

##### Section 1.1, Name.

The name of this organization is Northfield Fastpitch Softball Association and abbreviated herein as "NFSA".

### Article II

#### Purpose

##### Section 2.1, Statement of Purpose.

The NFSA is a civic non-profit organization whose purpose is to offer both competitive and developmental softball opportunities to youth athletes in the Northfield community and surrounding area.

### Article III

#### Membership and Eligibility

##### Section 3.1, Membership.

An individual shall be considered a member of the NFSA by making a payment towards any yearly program and rostered on a summer team offered by the NFSA. The membership year will be defined as beginning on September 1<sup>st</sup> and ending on August 31<sup>st</sup>. Members must maintain good standing with the NFSA. Additionally, any individual elected to the NFSA Board of Directors will also be considered a member.

##### Section 3.2, Eligibility to Participate.

An eligible player is defined as any player who meets the membership requirements and is in good standing. Additionally, a player can be eligible to participate if they have obtained a waiver from the USA softball league office and the softball association affiliated with their home school district by the USA softball league office for the 8U, 10U, and 12U age levels. At 14U, 16U, 18U and HSO age levels, a waiver is not required, and any player is considered eligible to participate provided they are in good standing.

##### Section 3.3, Definition of Standing.

A participant is considered in good standing if they do not have any disciplinary actions taken against them or family members due to player, parent or coach code of conduct violations. A

participant may also lose their good standing status for failure to make payments for services provided and agreed upon by the NFSA and the legal guardian of the participant.

#### Section 3.4, Age Eligibility.

Teams will be registered under the following age classifications:

8 & Under: Players who are 8 years of age or younger on August 31<sup>st</sup> of the current USA softball league year.

10 & Under: Players who are 10 years of age or younger on August 31<sup>st</sup> of the current USA softball league year.

12 & Under: Players who are 12 years of age or younger on August 31<sup>st</sup> of the current USA softball league year.

14 & Under: Players who are 14 years of age or younger on August 31<sup>st</sup> of the current USA softball league year.

16 & Under: Players who are 16 years of age or younger on August 31<sup>st</sup> of the current USA softball league year.

18 & Under: Players who are 18 years of age or younger on August 31<sup>st</sup> of the current USA softball league year.

Athletes may be considered for participation in higher age classifications, but athletes may not participate on teams registered at a lower age classification.

#### Article IV

##### Section 4.1, Board of Directors Composition.

The Board of Directors shall consist of at least 5 and no more than 13 voting members. There is no limit to the number of non voting members of the Board of Directors.

##### Section 4.2, Election of Board of Directors.

Board members shall be elected by majority vote at the monthly meeting of the Board of Directors. At least 75% of the voting eligible Board of Directors members must be present to bring forth a motion on membership status of the Board of Directors. Anyone may nominate themselves for a board position; a second is not required.

If no nominations are received for an open board position, the Board President may temporarily appoint someone to the position until a nomination is received and voted on.

Each family may only have one voting member appointed to the board of directors. More than one member of a family can be voted on to the board as non-voting members. Additional family members can be added as non-voting members to any non-executive board position, or as members at large.

Newly elected members of the Board of Directors will assume their duties at the start of the next meeting of the board of directors.

#### Section 4.3, Board Roles, Responsibilities, Terms and Procedures.

##### Voting Members of the Board of Directors

- Association Board Term Dates
  - The association league year will begin on September 1st.
  - Board role terms will end at midnight on August 31st.
  - Board role terms will begin at 12:01AM on September 1st.
- Role: President
  - Term: 2-year term to begin on even-numbered years.
  - Responsibilities:
    - Conducts board meetings.
    - Acts as executive committee chairperson.
    - Represents the board to outside entities.
    - Attends USA softball league meetings as needed.
    - Acts as a direct escalation point for the Vice President, Program Director and Renegades Director.
    - The president is a voting member however they only vote when there is a tie.
- Role: Vice President
  - Term: 2-year term to begin on odd-numbered years.
  - Responsibilities:
    - Act on behalf of the president in all regards if they are unavailable.
    - Act as interim president if needed.
    - Acts as tournament selection committee chair for individual team invitational selections.
    - Attends USA softball league meetings as needed.
    - Acts as executive committee vice chairperson.
    - Acts as a direct escalation point for the Treasurer and Secretary.
- Role: Program Director
  - Term: 2-year term to begin on even-numbered years.
  - Responsibilities:
    - Member of the executive committee.

- Manage all aspects related to coaching - including conducting the preseason coaches meeting(s), conducting postseason reviews, creating and maintaining coaching guidelines, maintaining the coaches code of conduct, and conducting outreach and interviews of coaching candidates.
- Oversees the Tournament and Development Coordinator and Scheduling Coordinator and assists as necessary.
- Coordinates offseason youth clinics in collaboration with the NHS Head Softball Coach.
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- Role: Treasurer
  - Term: 2-year term to begin on odd-numbered years.
  - Responsibilities:
    - Member of the executive committee.
    - Manage all NFSA financial accounts.
    - Process vendor and employee payments.
    - Provide financial accounting.
    - Provides operational guidance and support for various aspects of the business of the association.
    - Acts as an escalation point for the Fundraising Coordinator and DIBS/Concession Coordinator and assists as necessary.
- Role: Secretary
  - Term: 2-year term to begin on even-numbered years.
  - Responsibilities:
    - Member of the executive committee.
    - Schedule board and executive committee meetings.
    - Publish internal and external board meeting minutes.
    - Acts and an escalation point for and collaborates as needed on social media, registration, website updates and communications with the Communicators and Website Coordinator.
- Role: Club Program Director
  - Term: 2-year term to begin on even-numbered years.
  - Responsibilities:
    - Oversee Cannon Valley Renegades Club program.

- Work with other directors and coordinators to facilitate Renegades' operations.
  - Makes Renegades budgetary requests to the NFSA Board and manages Renegades expenses in conjunction with the Treasurer.
- Role: Northfield Tournament Coordinator
  - Term: 2-year term to begin on odd-numbered years.
  - Responsibilities:
    - Functions as tournament director for NFSA hosted tournaments.
- Role: Scheduling Coordinator
  - Term: 2-year term to begin on odd-numbered years.
  - Responsibilities:
    - Coordinate umpire scheduling.
    - Maintains and coordinates updates the NFSA field calendar.
    - Facilitates league game scheduling with the Program Director.
- Role: Fundraising Coordinator
  - Term: 2-year term to begin on even-numbered years.
  - Responsibilities:
    - Acts as fundraising committee chair.
    - Recommend and plan fundraising events.
    - Has secondary access to the NFSA Social Media.
    - Coordinate fundraising efforts such as acting as a liaison to local business.
    - Manage the creation and distribution of banners, t-shirts or other fundraising specific items.
- Role: Volunteer Coordinator
  - Term: 2-year term to begin on even-numbered years.
  - Responsibilities:
    - Manage NFSA DIBS, including creating opportunities and tracking completion of DIBS requirements for members.
    - Act as a point of contact and escalation for DIBS/volunteer questions and concerns.
    - Manage any contractor employees associated with concessions.
- Role: Communications and Website Coordinator
  - Term: 2-year term to begin on odd-numbered years.

- Responsibilities:
  - Manage NFSA website updates, and process requests for updates from other board members.
  - Create and manage registrations, and act as an escalation point for registration questions.
  - Send organizational communications.
  - Update social media.

#### Section 4.4, Board of Directors Eligibility.

To be eligible for election to the NFSA Board of Directors, an individual must meet the following eligibility requirements:

- Be a member of the NFSA in good standing OR:
  - Live within the geographical boundaries of Independent School District 659
  - Be employed within the geographical boundaries of Independent School District 659
- Be aged 18 or above

#### Section 4.5, Removal of a Board of Directors Member

Any board member can be removed from office by majority vote of the Board of Directors. The executive board may suspend the rights of a board of directors member until the next Board of Directors meeting with a majority vote of the executive board.

Board of Directors membership will be suspended immediately pending the outcome of a Board of Directors vote at the next Board of Directors meeting under the following conditions:

- Failure to attend 3 consecutive Board of Directors meetings
- Serious conduct violation as defined in the parent, coach or board member code of conduct documents.

#### Section 4.6, Resignation of a Board of Directors Member

Any Board of Directors member may resign by giving notice to the Board President. The President may resign by giving notice to any other member of the executive committee. The resignation will be considered immediate, unless a specific resignation date is given.

#### Section 4.7, Board of Directors Position Vacancy

When a vacancy occurs on the Board of Directors due to resignation, removal or other conditions, the remainder of the term will be filled by the standard board election process.

#### Section 4.8, Board of Directors Meetings

Board meetings will be scheduled approximately once per month, unless a motion to cancel a board meeting carries with a majority vote of the Board of Directors.

Supplemental Board of Directors meetings may be added by the President or majority vote of the Board of Directors.

The Board of Directors will conduct one meeting per year open to all members of the NFSA. This is typically at the spring parent meeting.

Board of Directors members will be given a 5 day written notice of the time and location of a Board of Directors meeting.

#### Section 4.8.1, Board of Director Meeting Procedure

- Attendance of 2/3 of voting members is required for a quorum at any Board of Directors meeting.
- All Board of Director meetings will be open to all members of the Board of Directors.
- Board of Director meetings may be attended by members of the association by request, provided the Board of Directors are given at least 1 week prior notice and the agenda to discuss is provided in writing to the secretary. The secretary will determine with the executive committee when and if the matter is suitable for the upcoming meeting. Other individuals may attend the Board of Directors meetings upon request from the Board President or by majority vote of the Board of Directors.

#### Section 4.9, Board Voting Motions without Meeting

Any motion permitted at a meeting of the Board of Directors may be taken by electronic, written or verbal communication, provided that the voting total meets or exceeds the required quorum of 2/3 of voting members.

### Section 5, Financial Matters

#### Section 5.1, Books and Records.

The Board of Directors shall cause to be kept: (1) Records of those proceedings of the Board of Directors and such standing or special committees as may, from time to time, be constituted by the Board of Directors; and (2) Such other records and books of account as shall be necessary and appropriate to the conduct of the business of the Corporation.

Section 5.2, Documents Maintained by the organization shall be maintained in the NFSA electronic storage (Google Drive).

Section 5.3, Accounting Systems; Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the Corporation. The Board of Directors may cause the records and books of account of the Corporation to be audited at such time as it shall deem necessary or appropriate, and may retain such person or firm for such purposes as it deems appropriate.

Section 5.4, Fiscal Year. The fiscal year of the Corporation shall be the twelve month period ending on the last day of December of each year.

Section 5.5, Checks, Drafts and Other Matters. All checks, drafts or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of this Corporation shall be signed by such Officer or Officers, agent or agents, employee or employees of the Corporation and in such manner as specified by these Bylaws or as may, from time to time, be determined by resolution of the Board of Directors.

Section 5.6, Members of the board may spend up to \$300 with the approval of the treasurer. Purchases over \$300 require board approval.

Section 6, Indemnification.

The Corporation shall indemnify each person who is a Member, Director, or Officer of the Corporation or Members, or a committee member appointed by the Board of Directors, together with each person who is or was serving the Corporation as an appointed representative to some other entity, for actions taken and decisions made by such persons on behalf of the Corporation. All such persons shall be indemnified for any action taken in their official capacity to the full extent permitted under Minn. Stat. §317A.521. The Officers, Members, Directors and committee members shall not be personally liable to any extent whatsoever for any debts, liabilities, or obligations of this Corporation.

Section 7, Pecuniary Gain – Inurement.

The Corporation shall not, incidentally or otherwise, afford pecuniary gain to Members of the Board of Directors or Members of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of any Director, Member, member of any committee appointed by the Board of Directors, or any Officer of this Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in the performance of its charitable and educational purposes.

Section 8, Political Activity.

Not more than an insubstantial part of the activities of the Corporation shall include carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf or in opposition to any candidate for public office.

Section 9, Conflict of Interest.

Any Director, Officer, committee member, or Member of this Corporation, having an interest in the contract or other transaction presented to the Board of Directors or the Members for authorization, recommendation, approval or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board of Directors or Members of the Corporation prior to its acting on such contract or transaction. The making of such disclosure shall constitute conclusive evidence that a conflict of interest exists or can reasonably be construed to exist. A conflict is deemed to exist if a Director or Member of the Corporation or a member of their family is an Officer, Director, or legal representative or has a material financial interest, as defined in Minn. Stat. §317A.255, as amended, in an organization with which this Corporation may enter

into a contract or transaction. For this purpose, a member of the family of a Director or Member is a spouse, parent, child, spouse of a child, brother or sister or spouse of a brother or sister. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transaction, and at the discretion of the Board of Directors or Members of the Corporation may be excused from all or any portion of such discussions or deliberations. Such a person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is being voted upon. Any such contract or transaction must be approved by a vote of a majority of the Directors with voting rights present at a meeting other than the person who has the conflict or by all of the Corporation Members present at a meeting other than the Member who has a conflict. The minutes of the meeting shall reflect the disclosure made, the vote thereon and the abstention from participation (except as permitted hereby) and voting by the person making disclosure.

Section 10, Amendment of Articles of Incorporation or Bylaws.

Section 10.1, Review of Bylaws.

These Bylaws shall, at minimum, be reviewed biennially by the Board of Directors for the purpose of determining whether amendments are necessary or desirable to adapt to changed conditions or to improve the organizational structure and operations of the Corporation.

Section 10.2, Amendments. The Bylaws may be amended in the following manner:

1. Any proposed addition or change to Bylaws must be presented at a Board meeting at least seven days before vote, with a preliminary draft provided for all to review.
2. A minimum of two-thirds of the active Board Members must be present to vote on changes to or additions of Bylaws.
3. A simple majority vote of Members present will be required to bring proposed changes to the next meeting.
4. A two-thirds majority vote of Members present will be required to change existing or add new Bylaws.
5. No Member will be allowed to vote by proxy. Members must be present to vote.
6. At no time should a vote be rushed or the agenda altered to accommodate Board Members who have personal schedule constraints. This is intended to prevent Members from showing up just to vote. Adequate time to discuss proposals must be guaranteed.

Section 11, Dissolution, Merger, Consolidation or Transfer Section

11.1, Approval by Directors. The following action by the Board of Directors shall require the vote of two thirds (2/3) of the Directors who are appointed and holding office at a meeting of the Board of Directors and the majority of Members present at a meeting of the Members called for that purposes, provided that notice of the meetings be given in accordance with these Bylaws: (1) assets; (2) (3) The sale, lease, transfer or disposition of all or substantially all of its property

and The merger or consolidation with any other corporation; and The voluntary dissolution of the Corporation.

Section 11.2, Dissolution. This Corporation may be dissolved in accordance with the laws of the State of Minnesota pursuant to a plan of dissolution approved by a resolution adopted by two-thirds (2/3) of the total number of Directors and ratified prior to dissolution by a vote of the majority of the Members present at a meeting of the Members, provided that notice of the meeting, along with notice of the proposed action is given in accordance with these Bylaws. Upon dissolution of this Corporation, and after payment of all liabilities and obligations of the Corporation and all costs and expenses incurred by this Corporation in connection with such dissolution, the remaining assets shall be distributed in such manner as the Board of Directors of this Corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this Corporation's affairs, in their discretion shall, by the affirmative vote of a majority of the directors, determine to be best calculated to carry out the objects and purposes for which this Corporation is formed; provided, however, that none of the property or assets of this Corporation shall be distributed for purposes other than exclusively for charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable.

Adopted by the NFSA Board of Directors on July 22, 2025.

AuthentiSIGN  
*Nick Capatina* 07/27/25

AuthentiSIGN  
*Mark Buhrandt* 07/22/25

AuthentiSIGN  
*Thicia Johnson* 07/22/25

AuthentiSIGN  
*Sarah Buhrandt* 07/22/25

AuthentiSIGN  
*[Signature]* 07/23/25

AuthentiSIGN  
*Shannon Schulz* 07/23/25

AuthentiSIGN  
*Jessie Skobrak* 07/23/25

AuthentiSIGN  
*Apple Donkers* 07/22/25

AuthentiSIGN  
*Andrea Redden* 07/22/25