



## BYLAWS OF HUSKIES FASTPITCH CLUB

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This instrument constitutes the Bylaws of Huskies Fastpitch Club, adopted with the purpose of managing and regulating its affairs consistent with the Articles of Incorporation, Minnesota law, and Internal Revenue Code § 501(c)(3).

1. **NAME.** The name of this corporation is Huskies Fastpitch Club, (hereinafter referred to as, "HFC").
  
2. **PURPOSE.** The purpose of HFC is to promote, support and foster amateur fastpitch softball programs and activities within the Owatonna 761 School district, both public and private. This corporation is organized exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or such other provisions of Minnesota or federal law as may from time to time be applicable, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said section 501(c)(3). This corporation shall not be operated for profit, but shall be operated exclusively for charitable and educational purposes.
  - 2.1. **Objectives.** The objectives of HFC are:
    - 2.1.1. To foster the development of activities and programs for the benefit of amateur youth participants;
    - 2.1.2. To promote competitive and recreational athletic opportunities for amateur fastpitch softball youth in the Owatonna 761 School District.
    - 2.1.3. Provide talented, experienced fastpitch players to the Owatonna High School program.
  
3. **USE OF FUNDS.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any

other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

4. **MEMBERSHIP.** This corporation shall have no capital stock but shall have one class of members whose voting and other rights and interests shall be equal. The conditions and qualifications for membership in this corporation shall be as provided for in the Bylaws of this corporation. Members of this corporation shall have no personal liability for corporate obligations.

- 4.1. **DEFINITION OF MEMBERSHIP.** The members of the HFC will consist of the HFC Board of Directors, herein referred to as Board of Directors..

5. **HFC MEETINGS.**

- 5.1.1. **Location:** All meetings of the Board of Directors shall be held at such places as are determined by the Board of Directors.

- 5.1.2. **Regular Meetings:** Regular meetings of the Board shall be held at such times as a majority of the Board may from time to time determine.

- 5.1.3. **Special Meetings:** Special meetings of the Board of Directors for any purpose or purposes, unless otherwise prescribed by statute, shall be called by the Board of Directors. Such shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the purposes stated in the call.

- 5.1.4. **Quorum:** A quorum shall be defined as a majority of the Board of Directors in attendance at any regular or special meeting.

- 5.1.5. **Voting:** At each meeting of the Board of Directors, individual directors shall be entitled to one vote. There shall be no voting by proxy. Any Director may request a vote by ballot. All elections and business transactions shall be decided by a Quorum except as otherwise required by statute.

6. **BOARD OF DIRECTORS.** The business and affairs of this corporation shall be managed by or under the direction of the Board of Directors. All Directors are entitled to vote and have equal rights and preferences. The terms of office of the directors shall be fixed as provided in the Bylaws of this corporation.

- 6.1. The board shall:

- 6.1.1. Supervise the affairs of the HFC;

- 6.1.2. Make recommendations for the HFC's growth and prosperity;

- 6.1.3. Make recommendations to the HFC regarding proposed amendments to the bylaws;
- 6.1.4. Transact any business between meetings of the local organization and report thereon at the next business meeting of the local organization.
- 6.2. **Number.** The Board of Directors must consist of no less than seven (7) and no more than fifteen (15) individuals.
- 6.3. **Selection of Directors.** Selection of Directors shall be done in accordance with HFC policy.
- 6.4. **Qualification.** The directors must be natural persons and have attained the age of 18 years.
- 6.5. **Term.** Directors shall serve a term of three years. The term of a director filling a vacancy expires at the end of the unexpired term that the director is filling. Directors shall not serve more than two consecutive terms. The terms of the Directors shall be staggered so that approximately one third shall be elected each year.
- 6.6. **Compensation.** Directors shall not be compensated.
- 6.7. **Resignation.** A Director may resign at any time by giving written notice to the president of HFC. The resignation is effective without acceptance, unless a later effective date is specified in the notice.
- 6.8. **Liabilities of Directors.** No one on the Board of Directors shall be personally liable for the debt obligations or contracts of the HFC.
- 6.9. **Vacancies.** If a vacancy occurs on the Board of Directors, including a vacancy resulting from the increase in the number of Directors, the Directors shall fill the vacancy by vote. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, however the new Director may not take office until the vacancy occurs.
- 6.10. **Removal.** A Director may be removed at any time, with or without cause:
  - 6.10.1. A Director may be expelled or suspended for reasonable cause upon 15 days prior written notice of the expulsion, suspension, or termination, the notice shall specifically set forth the reason(s) for termination and the date, time and location at which the member may be heard, orally or in writing, before the President, the Vice President, and such other Directors of the Board that the President deems appropriate. The hearing shall be not less than five days before the effective date of the expulsion, suspension, or termination.
  - 6.10.2. By the affirmative vote of the majority of the remaining Directors at a Board of Directors meeting.
- 6.11. **Action Without a Meeting.** An action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by a majority of the Directors. The written action is

effective when signed, or consented to by electronic communication, by the required number of Directors, unless a different effective time is provided in the written action.

- 6.12. **Employees.** The Board of Directors shall have the power to appoint and remove all agents and employees of the HFC, prescribe their duties, fix their compensation, and require from them security and fidelity bond for faithful performance of duties prescribed to them. It shall be the duty of the Board of Directors to supervise all agents and employees and to see their duties are properly performed.
- 6.13. **Athletic Programs and Committees.** The Board of Directors may establish individual athletic programs and committees, provide rules and regulations for said programs, and appoint directors and chairpersons as necessary.
- 6.14. **Tournaments.** The Board of Directors must approve in advance participation by any HFC team in any tournament. The Board of Directors shall set the number of tournaments for each team level. This will be in accordance with Tournament Policies.
- 6.15. **Meeting Attendance:** Board members must attend a minimum of 50% of the HFC Board meetings. All absences should be communicated 24 hours prior to board meeting. In the event a board member misses 50% or more of the meetings in a 6 month period the board member will be required to meet with the President and/or Vice President to discuss engagement and participation. If attendance continues to be an issue, President and/or Vice President will be responsible for making a suggestion to the board regarding board member status as needed. Board member status can be revoked based on majority vote.

## 7. **OFFICERS.**

7.1 **Required Officers.** The four officers required for HFC are as follows: President, Vice President, Secretary, and Treasurer. Additional officers, if desired, will be assigned by the Executive Committee.

### 7.1. **Duties of Required Officers.**

7.1.1. *President.* The President shall:

- 7.1.1.1. Have general active management of the business of HFC.
- 7.1.1.2. Preside at the meetings of the Board.
- 7.1.1.3. Supervise the activities of all officers and committees.
- 7.1.1.4. See that orders and resolutions of the Board are carried into effect.
- 7.1.1.5. Sign and deliver in the name of HFC bonds, contracts, or other instruments pertaining to the business of HFC, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the board to another officer or agent of HFC.
- 7.1.1.6. In the absence of the Treasurer, disburse funds and issue checks, as directed by the Board of Directors.

- 7.1.1.7. Maintain records of and, when necessary, certify proceedings of the Board.
  - 7.1.1.8. Oversee all communications, publications, and public relations used to promote HFC, specifically including advertising, newspaper announcements, Internet presence, and radio/television, as the case may be.
  - 7.1.1.9. Perform other duties prescribed by the Board.
  - 7.1.1.10. Engage the Executive Committee for special meetings as necessary.
- 7.1.2. *Vice President* –The Vice President shall:
- 7.1.2.1. Attend all Board meetings whenever possible.
  - 7.1.2.2. Follow the guidelines of office, as set forth by the Board of Directors.
  - 7.1.2.3. Perform other duties prescribed by the Board or by the President.
  - 7.1.2.4. Confirm the existence of a quorum at Board meetings when business is being conducted.
  - 7.1.2.5. Serve as first point of contact for conflicts or complaints and lead resolution efforts.
- 7.1.3. *Secretary*. The Secretary shall:
- 7.1.3.1. Record and disseminate accurate minutes of the proceedings of all regular board of Directors meetings.
  - 7.1.3.2. Be responsible for all general correspondence from HFC.
  - 7.1.3.3. Keep attendance records of the board meetings.
  - 7.1.3.4. Attend all Board meetings whenever possible.
  - 7.1.3.5. Follow the guidelines of office, as set forth by the Board of Directors.
  - 7.1.3.6. Perform other duties prescribed by the Board or by the President.
- 7.1.4. *Treasurer*. The Treasurer shall:
- 7.1.4.1. Keep accurate financial records for HFC.
  - 7.1.4.2. Deposit cash and checks in the bank(s) designated by the Board.
  - 7.1.4.3. Disburse funds and issue checks in an ethical, accurate and timely manner, as guided by the Board.
  - 7.1.4.4. Provide the President and the Board an account of transactions by the treasurer and of the financial condition of HFC.
  - 7.1.4.5. Attend all Board meetings whenever possible.
  - 7.1.4.6. Perform other duties prescribed by the Board or by the President.
- 7.2. *Executive Committee*. The Executive Committee shall:
- 7.2.1. Establish the Vision of the HFC
  - 7.2.2. Regularly review HFC Bylaws and other Policies
  - 7.2.3. Assist with conflict resolution
- 7.3. **Multiple Offices.** No more than 2 offices may be held or exercised by the same person.
- 7.4. **Term.**
- 7.4.1. *Election*. Officers shall be elected at the October Board meeting and shall assume their duties January 1 of the following year.

7.4.2. *Term.* An Officer shall serve a term of one year, or until the earlier death, resignation, removal, or disqualification of the officer, or until a successor is duly elected. The term of an officer filling a vacancy expires at the end of the unexpired term that the officer is filling.

7.4.3. *Limited Number of Terms.* No office may be held by the same individual for more than three consecutive full terms.

## **7.5. Resignation; Removal; Vacancies.**

7.5.1. *Resignation.* An officer may resign by giving written notice to the Board of directors. The resignation is effective without acceptance when the notice is given, unless a later effective date is named in the notice.

7.5.2. *Removal.* An officer may be removed at any time, with or without cause:

7.5.2.1. By the affirmative vote of the majority of the directors at a Board of Directors meeting.

7.5.3. *Vacancy.* A vacancy in an office of president because of death, resignation, removal, disqualification, or other cause, shall be filled by the Vice President, as elected by the Board, for the unexpired portion of the term. A vacancy in any other office shall be filled by the Board.

7.6. **Delegation.** Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the board, delegate the duties of an office to another Board Member. The officer remains responsible for supervision of said delegated duties.

7.7. **Standard of Conduct.** An officer shall discharge the duties of an office in good faith, in a manner the officer reasonably believes to be in the best interests of HFC and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person exercising the principal functions of an office or to whom some or all of the duties or powers of an office are delegated, must adhere to the standard of conduct required of an officer.

## **8. FISCAL YEAR.**

8.1. The fiscal year shall be January 1 to December 31

## **9. PARTICIPANTS.**

9.1. Must be a student attending an Owatonna School District, #761 area school, Public or Private.

9.1.1. When necessary to fill open roster positions, players from outside Owatonna School District #761 will be considered.

9.2. All Minnesota State Rules pertaining to eligibility will be used as a guideline. Specific guidelines are defined in HFC policy.

9.3. To maintain eligibility, participants and parents shall abide by the philosophy and rules of the HFC.

10. **AMENDMENTS.** Amendments to these bylaws may be proposed by the Board of Directors, the executive committee or the bylaws committee.

9.1 All proposed amendments shall be sent in writing to every Board at least ten (10) days before they are to be voted upon.

9.2 These bylaws may be amended by a two-thirds (2/3) vote of the Board members present and voting at any regular or special meeting.

11. **INSURANCE.** The HFC shall maintain liability insurance for the Directors, coaches, and volunteers of the Club. The amount shall be determined by the Board of Directors.

12. **BACKGROUND CHECKS.** The Board of Directors, coaches, and any volunteer acting in a supervisory role with the players shall have a background check performed before engaging with the players. Copies of the cleared background check shall be kept on file with the Secretary.

13. **DURATION.** The duration of this corporation shall be perpetual.

14. **DISSOLUTION.** In the event of liquidation, dissolution or winding up of this corporation, whether voluntarily or involuntarily, or by operation of law, the remaining property and assets of this corporation shall be distributed for one or more of the exempt purposes within the meaning of §501(c)(3) and for which this corporation is formed, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine which are organized and operated exclusively for such purposes.

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization that has qualified for exemption under section 501(c)(3) of the Internal Revenue Code and state tax regulations. None of the assets will be distributed to any member, officer or trustee of this organization.

These initial bylaws are hereby adopted by the first board of directors.

_____ , President	_____ , Vice President
_____ , Treasurer	_____ , Secretary

**Revised 08/15/2021 - added 9.1.1**