

Article 1: Name

The name of this organization is the Princeton Youth Softball Baseball Association (PYSBA)

Article 2: Purpose/Goal

PYSBA is a nonprofit organization that provides youth the opportunity to play competitive softball and baseball, by providing structured practices, weekly games, and tournament possibilities. PYSBA seeks to provide a community and volunteer program that promotes the growth and development of our youth athletes.

Article 3: Membership Dues

This organization is open to youth residing in the Independent School District 477 area. (District 477), including-District 477 public, private, and home-schooled students. Dues (if any) are determined by the Board of Directors (The Board or Board) at the winter budget meeting. This organization is subject to any of the league rules that it participates in.

Article 4: Membership Eligibility

Parents, guardians, grandparents, or any citizen within District 477, may participate in PYSBA activities, attend meetings of the Board of Directors, or otherwise serve PYSBA's purposes and goals. See Article 5 and Article 10 for discussion of voting rights and elected Board positions.

Article 5: Voting Rights and Non-Voting Membership

The Board shall have the authority to establish and define non-voting categories of membership.

Non-members can vote if they also attend a rolling 75% of board meetings beginning the month following elections and taking on a board-appointed duty on a subcommittee with three plus hours served per month.

All Board members are eligible to vote if they attend 75% of the meetings throughout the year, beginning the month following annual elections.

Article 6: Quorum

The presence, in person or by proxy, of the majority of the Board members in good standing at any meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting may be adjourned. Board members present at a duly called or held meetings may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The President, or in his/her absence, the Vice-President or any other person designated from time to time by the Board, shall preside at all meetings of the members.

Article 7: Monthly Meetings

The first PYSBA meeting of each baseball season will be at the conclusion of the current season; the exact date will be set by the Board. Other meeting dates and times will be set by the Board at the time of the first meeting. Meetings will be publicized on the website (www.pysba.org/) and the Association's Facebook Page.

Monthly meetings are to be held the second week of each month at a location designated by the Board and publicized on the website.

Article 8: Special Meetings

Special meetings of The Board may be called at any time upon request of the President or at a request of the majority of the remaining Board members, or upon written request from members holding not less than one-tenth of the voting power of the members.

Article 9: Annual Meeting

Each year the Annual meeting will be held in the month of July.

Article 10: Officers, Directors, and Elections

The Board, elected annually by the membership at the July Family Fun/Annual meeting, shall manage the affairs of the PYSBA. The officers of The Board shall consist of the President, Vice President, Secretary, and Treasurer. The Head varsity coaches for District 477 Baseball and Softball shall serve as non-voting advisors to the Board (unless otherwise elected to the Board as a voting Board member).

The other Director positions of PYSBA shall be composed of, but not limited to, the positions outlined in Article 18. The Board will consist of no more than 11 members. These officers and directors will be the voting members on all PYSBA business matters.

The Board shall present the letters of intent of one or more candidates for all positions which are up for annual election, to be presented at the Annual Meeting in August with voting taking place in person.

Section 1:

Elections

The members of The Board shall be divided up into two groups, with each group serving non-Concurrent two-year terms.

1. Group 1 up for reelection in even years: Positions 1-6
2. Group 2 up for reelection in odd year: Positions 7-11

Section 2: Nomination and Election Process to fill vacant spots on the Board

Prospective Board members shall submit a letter of intent to the President and Secretary by July 1st each year.

At the Annual Family Fun Event in July, letters of intent and ballots will be available for all members to review. The parents or guardians of participants in good standing (i.e. participation fees are paid) will be granted one vote each. Eligibility of attendees will be verified before ballots are distributed.

Voting will end at 8PM, at which time ballots will be counted. The newly elected members of the board will be notified and welcomed at the September Meeting. Voting for Officers will be done at the October meeting.

Subsection 1: Number of Officers:

The officers of the PYSBA shall consist of a President, Vice President, Secretary, and a Treasurer, and such other officers and assistant officers, counsel, and agents as may be chosen by the Board from time to time. Any two offices may be held by one person except that the president shall not also hold the office of the vice president. An officer shall also be a director.

Subsection 2: Officer Election: Vacancies; Tenure:

Officers shall be chosen at the October meeting of the Board, to hold office until the next annual meeting or until their successors are chosen and qualified. Any officer may be removed with or without cause by the affirmative vote of a majority of the Board of Directors.

Any Vacancy shall be filled by the affirmative vote of a majority of the directors, and an officer so chosen shall hold office until the next annual meeting in August or until his successors are qualified.

The officer election process will involve one vote per Current Board member in good standing and counted by at least two current Board members in good standing who are not up for re-election in the current year. Voting results shall be publicly disclosed at the conclusion of each voting process.

Subsection 3: Director Vacancies

Vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors or by election at a meeting of members. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, at an interim level, to be voted on at the August annual meeting.

Section 3: Resignation, termination, or leave of absence

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board. A leave of absence may be taken if needed again with board approval.

A Board member shall be terminated from the Board due to excess absences, defined as more than two unexcused absences from board meetings in a twelve month period. Board members to alert the President, Vice President, Treasurer, or Secretary in advance of absences, if you are not able to alert the Board prior to absence please do so as soon as possible after the meeting. A Board member may be removed for other reasons by a majority vote of the remaining directors.

Members may take a leave of absence with board approval.

At the discretion of the remaining Board members in good standing, the Board may, by majority vote, nominate a new individual to serve out the remaining term of a terminated Board member. Such individuals would be subject to the same election or re-election process as preceding Board members as outlined above.

Article 11: Action in Writing:

Any action which might be taken at a meeting of The Board may be taken without a meeting if done in writing signed by all the Directors. Board Members may also vote by text message, email, or any other means available, as long as it is done through the President, Vice President, Treasurer, or Secretary. Voting by any means will end 48 hours after a motion has been made.

Article 12: Reimbursement of Directors

Directors shall receive such reimbursement for their services and such allowance for expenses for attendance at meetings (i.e. league meetings, training, and other PYSBA functions) as may be authorized by The Board.

Article 13: Disbursement and Collection of Funds:

Approved Officers of The Board are authorized to deposit, transfer, and disperse funds. The Treasurer will keep and organize all financial matters of PYSBA. Disbursement of all Board funds are subject to pre-approval by a majority vote of Board members in good standing.

All funds of this Association shall be deposited from time to time to credit of this Association in such banks, trust companies, or other depositories as The Board, may approve or designate. All such funds shall be withdrawn only in the manner or manners authorized by the Board from time to time.

Article 14: Amendments:

These By-laws may be amended by written motion. Proposed changes must be read at two consecutive meetings and voted on at the second board meeting to be formally adopted.

Article 15: Continuity of Existence, Dissolution

It is hoped the PYSBA will be ongoing. However, in the possible event of liquidation, and upon satisfaction of any PYSBA Debts, all remaining net assets shall be remitted to the varsity Baseball/Softball booster clubs associated with District 477 school programs.

Article 16: Director Conflicts of Interest:

This Association shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a director of a related organization (within meaning of Minnesota Statutes, section 317A.011, Subd.18) or (c) an organization in which a Director is a director, officer, or legal representative or has a material financial interest: unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the PYSBA Board of Directors, and the Board authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Directors (without counting the interested director), as a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section shall not invalidate any contractor transaction to which this association is a party. This section does not invalidate any contract or transaction to which this association is a party. This section does not authorize any act of "self-dealing" as defined in Section 4941 (a) of the Internal Revenue Code of 1986.

Article 17: Officer/Director Position descriptions:

President (Officer):

- Principal executive of PYSBA responsible for supervision and control of PYSBA affairs
- Presides at all PYSBA meetings
- Represents at all functions when called upon
- Establish and appoint Directors of PYSBA members to committees as deemed necessary
- Sign all Association documents and other instruments authorized by the Board.

Vice President Officer):

- Assume duties of President if the President is unable to complete their term
- Presides at meetings in the absence of the President
- Has ability to sign association documents when needed

Treasurer (Officer):

- Coordinates finances
- Makes sure all money is safely deposited into the local bank
- Obtain and balance regular monthly bank statements
- Report at each Board meeting the status of PYSBA finances
- Submits a complete annual report of the Board at the end of each year
- Responsible for completion and filing of tax returns and 1099-MISC forms

Secretary (Officer):

- Prepares and presents Board meeting minutes and agendas for each Board meeting; minutes from most recent completed meeting shall be emailed to all Board members prior to subsequent meeting for review
- Help with media I.E Facebook, back up assistance for website if needed
- Maintains official PYSBA corporate documents, including these By-Laws, updating as needed
- Responsible for producing and distributing ballots of elections
- Reserves meeting space for meetings
- Keep track of attendance at meetings

Website Coordinator:

- Responsible for pysba.tigers@gmail.com
- Update/maintains website
- Creates and maintains email distribution list for players/families

Fundraising Coordinator:

- Researches possible fundraising opportunities and brings ideas to the Board
- Coordinates fundraising activities
- In conjunction with Volunteer Coordinator, recruits volunteers to assist with fundraisers
- Prepares financial summaries after each fundraiser

Concession Coordinator:

- Responsible for buying and stocking concession stand
- Coordinates transfer of funds with treasurer
- Opening and closing concession stand or securing another Board member to do this
- In conjunction with the Volunteer Coordinator, ensures that concession stands are adequately staffed

Volunteer Coordinator:

- Coordinates scheduling of the PYSBA members volunteers
- Maintains Volunteer Website
- Bring to the attention of the Board addition volunteer opportunities as they arise

Majors/Minors Coordinator:

- Coordinates schedules, umpires, tournaments, or Jamboree
- Coordinates coaches for teams
- Liaison between Zimmerman and Princeton

Uniform Coordinator:

- In conjunction with Treasurer, coordinates the procurement of uniform needs as determined by the Board
- Coordinates sufficient samples of uniforms to be available at PYSBA registration
- Coaches apparel and hats
- Keeping uniform inventory
- Liaison between vendors and Board

CMCBL Director:

- Attends CMCBL meetings
- Point of contact for CMCBL teams and families
- Liaison between CMCBL and Board

Field Scheduling Coordinator:

- Scheduling games and practices on designated PYSBA Fields
- First point of contact for PYSBA volunteer coaches regarding field scheduling
- Attend Suburban League, Gopher State and CMCBL Scheduling meetings

Baseball and Softball Director(s):

- Point of contact for PYSBA, families or other communities when issues arise

Equipment Coordinator:

- Maintain inventory of all equipment, including annual physical inventory report to be delivered to the Board
- In conjunction with Treasurer, procuring needed equipment as approved by the Board
- Hand out and collection of equipment
- Sets up summer team photographer, organizes team photo night(s)

Tournament Director:

- Schedule travel tournaments
 - Secures trophies, medals, volunteers (with Volunteer Coordinator) for hosted tournaments
- Assist with team check-ins at hosted tournaments

Baseball and Softball Coach Coordinator(s):

- Oversight and compliance with PYSBA Trusted Coaches or other applicable programs
- Collects applications for coaching positions and presents to the Board for vote
- General first point of contact for all coaches and coaching concerns (not field related)

Field Maintenance Coordinator:

- Responsible for preparing fields for home games including play-off games and tournaments
- Includes proper dragging of infields, chalking of foul lines and batters boxes
- Duties may be achieved by self-work or securing another individual or team to get this done

Article 18: Indemnification

To the full extent permitted by an applicable law, this association shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this association, by reason of the former or present capacity of the person as-

- a. A director, officer, employee, or member of a committee of this corporation or
- b. A director, officer, partner, trustee, employee, or agent of another organization or employee benefit plan, who while a director, officer, or employee of this corporation, is or was serving the other corporation at the request of this association, or whose duties as a director, officer, or employee of this association involve or involved such service to the other association.

Against judgements, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) settlements and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee, or committee member, shall inure to the benefit of the heirs, executors and administrators such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This association may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance of behalf of any person who is or was a director, officer, employee, or a member of a committee of this association against any liability asserted against such person and incurred by such person in any such capacity.

Article 19: Miscellaneous

Section 1: Fiscal Year:

Unless otherwise fixed by the PYSBA Board of Directors, the fiscal year of this association shall begin on January 1st and end on the succeeding December 31st.

Section 2: Electronic Communications:

A director or committee member may participate in a meeting by any means of electronic communication through which such person, other persons participating, and all members physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Electronic communication may include email, text, or other typed messages. Such communications must be sent to and verified by at least two members physically present at the meeting and read aloud to all other members physically present at the meeting to ensure words are stated exactly as typed. Participation in a meeting by that means constitutes presence in person at the meeting.


A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of committee, as the case by if the same notice is given of the conference as would be required for a meeting if the number of person participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

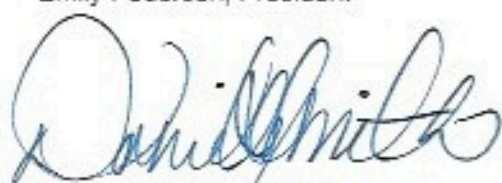
Section 3: Authority to Borrow, Encumber Assets

No Director of this Association shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the PYSBA Board of Directors. Authority may be given to the PYSBA Board of Directors for any of the above purposes any may be general or limited to specific instances.

These bylaws are approved this day: January 2, 2025


Emily Pederson, President


Keeshia Belsheim, Vice President


Danielle Smith, Treasurer


Christie Hostrowser, Secretary