
Bylaws of the Missoula Softball Association

ARTICLE 1

IDENTIFICATION

Section 1.1 Name. The name of the corporation is Missoula Softball Association, Inc. (the "Corporation").

Section 1.2 Nonprofit Public Benefit Corporation. The Corporation is a nonprofit, public benefit corporation, incorporated on November 21, 1996, under the Montana Nonprofit Corporation Act, as amended from time to time (the "Act").

Section 1.3 Principal Office. The principal office of the Corporation will be located in Missoula, Montana. The corporation may have such other offices as the Board of Directors and officers establish from time to time.

Section 1.4 Registered Office. The Corporation's registered office shall be located within Montana at the address of the Corporation's registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Montana. The Board of Directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

Section 1.5 Fiscal Year. The fiscal year of the Corporation will be the calendar year.

Section 1.6 Corporate Purposes. The objectives and purposes of the Corporation shall be: to foster, develop, promote, and conduct amateur softball within the City of Missoula; to establish rules and regulations governing all member teams; to engage in any activity or enterprise that will be beneficial to its members; to co-operate with the City of Missoula Parks and Recreation Department in promoting the game of softball as a recreational activity; to provide competent and efficient softball umpires by thorough screening, training, and examinations, thus encouraging continued improvement of the level of performance of umpires, promoting good sportsmanship and fair play; and for any other lawful purpose.

Section 1.7 Corporate Powers. The Corporation shall have all of the corporate powers set forth in the Act.

ARTICLE 2

MEMBERS

Section 2.1 Eligibility. Any person who is interested in furthering the purposes for which this Corporation has been formed and fulfills the requirements for membership is eligible to become a member. Membership shall consist of team and individual membership of all men's, women's and co-recreational leagues in the City of Missoula. All members shall be registered with USA Softball, Inc.. All membership shall extend for the duration of the fiscal year unless cancelled by the Board of Directors. Individual members shall register on official application forms (team rosters) designating the team for which they intend to play. Such application shall not be valid unless signed by the player. The individual and team shall not become members unless the membership fee is paid as determined by the Board of Directors.

Section 2.2 Classification of Members. Each team and each individual belonging to a team in the Missoula Softball Association is a member of the Corporation. The Board of Directors may also establish as many classes of membership as it considers desirable, and may establish annual dues or contribution requirements for each class of membership.

Section 2.3 Rights and Responsibilities. Members are entitled to elect the members of the Board of Directors. Members are not entitled to vote on any other issues or any other election unless required by law or unless the Board of Directors adopts a resolution submitting a particular issue to the members for a vote, or authorizing the members to vote in a particular election. Members will not be liable for any of the debts or other obligations of the corporation.

Section 2.4 Meetings. An annual meeting of the members will be held at the first and second Captains' meetings held every spring. Special meetings of the members may be called at any time by the Board of Directors.

Section 2.5 Place of Meetings. Meetings of the members will be held at any location, whether inside or outside the state of Montana, which is designated by the Board of Directors.

Section 2.6 Notice of Meetings. A notice stating the place, hour and purpose of the each meeting of the members will be posted on the Corporation's website not less than ten (10) days before the date of the meeting. Team captains that were registered with the Corporation the previous year will be emailed or texted a notice of the meeting at the contact information on file with the Corporation. It is not necessary that the notice be directly given to individual members by the Corporation. Once notice is posted on the website, it is the responsibility of the captains of the member teams to inform the individual members.

Section 2.7 Quorum. At least ten (10) members must be present at the annual meeting of members in order to elect persons to the Board of Directors. If the Board of Directors submits an issue to the members for a vote, no specific number of members will be required to constitute a quorum, unless the resolution authorizing the vote requires a minimum number of members to be present at the meeting at which the vote is held.

Section 2.8 Voting. At an election for directors, each member will be entitled to cast as many votes as there are directors being elected. The candidates who receive the most votes will become members of the Board of Directors. If the Board of Directors submits an issue to the members for a vote, each individual member will be entitled to cast one vote, and any action or resolution must be approved by a majority of the individual members present at the meeting, unless the resolution authorizing the votes requires a greater percentage of the individual members to approve the action or resolution.

Section 2.9 Individual Members on Team Rosters. Individual members on rosters may play in the following league combinations. Individual members on rosters may play in the following league combinations: (1) one team in Senior league; or (2) one team in Senior League and another Men's division and a Co-Rec team; or (3) one Men's or Women's division team and one Co-Rec team. A player can be released from a team roster only by the team manager in writing. A player may only change teams once during the season and an administrative fee may be charged, as determined by the Board of Directors. The released player must sign the new team's roster. No additional membership fee will be imposed. Violations of any of the above shall result in forfeiture of all games in which individual was involved. This provision does not apply to hardships and allowed pickups, as may be authorized by the Board of Directors or officers from time to time.

ARTICLE 3

BOARD OF DIRECTORS

Section 3.1 Powers and Duties. All of the business affairs and property of the corporation will be generally managed and supervised by a Board of Directors, subject to the limitations of the laws of the State of Montana, the Articles of Incorporation, these Bylaws and any applicable federal laws or regulations. The Board of Directors shall have full authority to control and to take all actions necessary to manage the business and the day-to-day affairs of the Corporation, including but not limited to promulgating rules and regulations for the conduct of the members and umpires of the Corporation, establishing policies and procedures for the Corporation and its members, amending such rules and regulations and policies and procedures from time to time, and to carry out all of the other functions of a Board of Directors as authorized by the Act. Except for the actions which require a vote of the members for approval under the Act, the act of a majority of the Directors entitled to vote based on the manner of acting described below, shall be considered the act of the Board of Directors.

Section 3.2 Number of Directors. The Board of Directors will be composed of no more than (13) thirteen directors and no less than (7) seven directors. The Board of Directors may increase or decrease the number of directors within this range from time to time by resolutions adopted by three-quarters of the directors.

Section 3.3 Qualification of Directors. Directors must be members of the Corporation. Directors do not need to be residents of the state of Montana or citizens of the United States of America. A director may be employed by or provide services to the Corporation.

Section 3.4 Election of Directors. At the first Captain's meeting of members, nominations will be accepted for new directors to replace directors whose terms are expiring. After nominations have been received, each member present at the second Captain's meeting will vote for as many nominees as there are positions to be filled and the nominees who receive the most votes will be elected to the Board of Directors.

Section 3.5 Term of Office. All directors elected will be elected to a two-year term of office. Each elected director's term of office will begin upon adjournment of the meeting at which he or she is elected, and will end upon the adjournment of the annual meeting of the directors at which his or her successor is elected. No decrease in number of directors will have the effect of shortening the term of an incumbent director.

Section 3.6 Maximum Terms in Office. There is no limit to the number of terms that an individual may serve as an elected director.

Section 3.7 Resignation. A director may resign at any time by giving written notice of his or her resignation to the Board of Directors.

Section 3.8 Leave of Absence. Any director may be granted a leave of absence from the Board of Directors so long as the leave is approved by a majority of the other directors. A leave of absence will not extend the term of office of a director.

Section 3.9 Removal. A director may be removed from office by the affirmative vote of three-fourths of the directors for malfeasance, lack of sympathy with purposes of the corporation, or refusal to render reasonable assistance in carrying out the purposes of the corporation (including attending meetings as required). So such vote may be held at a meeting unless the directors who request the vote mailed a written notice to every member of the Board of Directors at least ten (10) days before the meeting, advising all directors they intend to request such a vote, and stating the name of the director that they propose to remove and the grounds for the proposed removal.

Section 3.10 Vacancies. A vacancy on the Board of Directors created by the resignation, removal, or death of a director will be filled by the majority vote of the remaining directors. Each person elected to fill a vacancy will hold office for the unexpired term of the director which he or she is replacing, at the end of which terms he or she may be nominated for reelection.

Section 3.11 Attendance. A minimum of 75% attendance to all board meetings is expected by each board member annually. Failure to meet the required attendance may be grounds for removal. The Board of Directors may permit any or all directors to participate in a regular or

special meeting by or to conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

Section 3.12 Fees and Compensation. Officers, directors, and employees of the corporation may receive such compensation, if any, for their attendance at meetings, their work for the corporation, and their expenses as may be deemed reasonable by the Board of Directors and established by resolution.

ARTICLE 4

MEETINGS OF DIRECTORS

Section 4.1 Place of Meetings. Meetings of the Board of Directors, whether annual, regular, or special, may be held at any place designated by the Board of Directors, or in the case of a special meeting at any place designated in the notice of the meeting, either inside or outside the state of Montana.

Section 4.2 Annual Meetings. An annual meeting of the Board of Directors will be held on a designated date each year, for the purpose of selecting officers of the corporation and acting upon such other business as may come before the meeting.

Section 4.3 Regular Meetings. The Board of Directors may by resolution establish a time and place for holding regular scheduled meetings of the Board of Directors. No notice of any kind need be given to the directors of any such regularly scheduled meetings.

Section 4.4 Special Meetings. Special meetings of the Board of Directors may be called by the President of the corporation or by any four members of the Board of Directors then in office, by sending notices to all of the directors in the manner required by this article of the Bylaws.

Section 4.5 Notices of Meetings. Each of the directors must be notified of the place, date, and time of each annual meetings of the Board of Directors by sending written notice of the meeting to him or her at least twenty (20) days before the meeting. Each of the directors must be notified of the place, date, and time of each special meeting of the Board of Directors by sending written notice of the meeting to him or her by mail, email, or text at least seven (7) days before the meeting, or by actually delivering written or oral notice of the meeting to him or her in person, by telephone, email, or by other means of instantaneous electronic transmission at least five (5) days before the meeting. Notice any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice, whether before or after the time of the meeting. Attendance at a meeting by a director will be waived by that director of notice of the time and place of the meeting, unless at the beginning of the meeting the director states any objection to the notice of the meeting or the transaction of business during the meeting. Neither

the business to be transacted at nor the purpose of any special meeting of the Board of Directors need be specified in the notice of waiver of notice of the meeting, unless specifically required by another provision of these Bylaws.

Section 4.6 Address for Notices. Each director will advise the corporation from time to time of the mailing address, email address, or telephone number to which notices of meeting will be sent, and notices will be effective if sent to that director at that mailing address, email address, or telephone number.

Section 4.7 Quorum. A majority of the directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors. No business may be conducted at a meeting until a quorum is present. Directors in attendance through use of any means of authorized electronic communication shall be considered present as if in person at the meeting. The directors present at a duly called meeting may continue to conduct business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 4.8 Voting. At every meeting of the Board of Directors, each director will be entitled to one vote. A director may vote either in person or by a proxy appointed by a written instrument executed by that director, dated not more than ten (10) days prior to the meeting. Upon the demand of any director, the vote upon any question before the Board of Directors will be by ballot. An action or resolution approved by a majority of the directors present at a meeting at which a quorum is present will be an action of the Board of Directors, unless these Bylaws require approval by a greater percentage of the directors.

Section 4.9 Acting without Assembling. Any action which may be taken at a meeting of the Board of Directors may be taken by the Board of Directors by communicating simultaneously with each other by means or conference telephones or similar communications equipment.

~~**Section 4.10 Action without a Meeting.** Any action required to be taken at a meeting of the Board of Directors may be taken with a meeting if a consent in writing setting forth the action so taken is signed by all the Board of Directors then in office. Any such written consent may be executed in any number of counterparts, will have the same effect as a unanimous vote of the directors, and will be inserted in the minute book as if it were the minutes of a director's meeting.~~

ARTICLE 5

OFFICERS

Section 5.1 Officers of the Corporation. The officers of the Corporation will be a President, a Vice President, a Secretary, and a Treasurer, each of whom will be elected by the Board of Directors. An Umpire in Charge ("UIC") will be appointed by the District Commissioner and approved by the Board of Directors. In addition to the above officers, the Board of Directors may

elect or appoint such other officers, assistant officers and agents as it deems necessary at such times, in such manner and upon such terms as it will prescribe.

Section 5.2 Qualifications for Office. The President, Vice President, Secretary, Treasurer, and UIC will be members of the Board of Directors, but other officers or employees elected or appointed by the Board of Directors need not be members of the Board of Directors. The individual holding the office of Secretary will not also hold the office of either President or Vice President.

Section 5.3 Election of Officers. The President, Vice President, Secretary, and Treasurer will be elected by the incumbent directors at the annual meeting of the directors, immediately after the incumbent directors elect the Board of Directors for the following year. The UIC will be appointed by the District Commissioner and approved by the Board of Directors.

Section 5.4 Term of Office. Each officer's term of office will begin upon the adjournment of the annual meeting at which he or she is elected, and will end upon the adjournment of the next annual meeting of the Board of Directors for the following year.

Section 5.5 Maximum Terms of Office. There is no limit to the number of terms that an officer may serve in a particular office.

Section 5.6 Resignation. Any officer may resign at any time by giving written notice of his or her resignation of the Board of Directors.

Section 5.7 Removal. Any officer may be removed from office by the affirmative vote of three-fourths of the directors for malfeasance, lack of sympathy with the purposes of the corporation, or refusal to render reasonable assistance in carrying out the purposes of the corporation. No such vote may be held at a meeting unless the directors who request the vote mailed a written notice to every member of the Board of Directors at least ten (10) days before the meeting, advising all directors that they intend to request such a vote, and stating the name of the officer that they propose to remove and the grounds for the proposed removal. The removal of an officer from office will also remove that officer from the Board of Directors, unless the resolution removing the officer from office expressly states that the officer will remain a member of the Board of Directors.

Section 5.8 Duties and Powers.

- (a) **Powers and Duties of the President.** The President will preside at meetings of the members and the Board of Directors, will manage and supervise the business, affairs, and property of the Corporation, subject, however, to the control of the Board of Directors; will sign or countersign all contracts and other instruments of the Corporation, will make reports to the Board of Directors; and will perform such other duties as are incident to this office or are properly requested of him or her by the Board of Directors.
- (b) **Powers and Duties of the Vice President.** The principal duties of the Vice President will be to discharge the duties of the President in the event of the absence or disability of

the President, for any cause whatsoever, and to perform such other duties as the Board of Directors or the President may from time to time request.

- (c) **Powers and Duties of the Secretary.** The principal duties of the Secretary will be to countersign all contracts and other instruments of the Corporation; to affix the seal of the Corporation thereto and to such other papers as will be required or directed to be sealed; to keep a record of the proceedings of meetings of the members and meetings of the Board of Directors; to be custodian of the records of the Corporation; to keep a register of the contact information of each member; to see that all notices are duly given as required by law and the provisions of these Bylaws; to safely and systematically keep all books, papers, records, and documents belonging to the Corporation or pertaining to the business thereof; and to perform such other duties as the Board of Directors or the President may from time to time request.
- (d) **Powers and Duties of the Treasurer.** The principal duties of the Treasurer will be to have charge and custody of and be responsible for all funds and investments of the Corporation; to keep an account of all monies received and disbursed, and of monies and property at hand; and to perform such other duties as the Board of Directors or the President may from time to time request.
- (e) **Powers and Duties of the UIC.** The principal duties of the UIC will be to ensure all umpires conduct themselves in accordance with the Corporation's Code of Conduct for Umpires and USA Softball, Inc. codes whenever in the presence of teams, spectators and fellow umpires, administer examinations in accordance with the USA Softball, Inc. official softball manuals, ensure rules and umpire mechanics training is conducted for local umpires, to coordinate the scheduling of umpires for games, and to perform such other duties as the Board of Directors or the President may from time to time request.

Section 5.9 Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board of Directors may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

Section 5.10 Committees. The Board of Directors may establish committees as it sees a need for issues to be addressed. The following committees shall exist every year.

- (a) **Players' Suspension Committee.** The Players' Suspension Committee shall consist of at least the Secretary, a player representative determined by the Board of Directors, and the designated umpire representative determined by the Board of Directors. The Player Suspension Committee shall hear all player ejection of abusive incident reports. The Player Suspension Committee shall recommend to the Board of Directors appropriate sanctions to be levied on the player subject to an ejection or a report of abuse. The Board of Directors must approve the sanction by a majority vote.
- (b) **Protest Committee.** The Protest Committee shall consist of at least the Treasurer, a player representative appointed by the board, and umpire designated by the board. The Protest Committee shall rule on all league protests filed within ten (10) days. The protest

may be appealed to the Board of Directors if the individual filing the protest given written notice to appeal within seven days to the President. All protests must be accompanied by a \$25 fee and the player would receive a refund of the fee if the protest is deemed valid.

- (c) **Umpires' Committee.** The Umpires' Committee shall consist of at least the UIC, a representative appointed by the board, and an umpire designated by the board. The Umpires' Committee shall rule on all violations of any charges of conduct unbecoming of an official or the conduct contrary to the Code of Conduct for Umpires. Such charges must be submitted in writing. Each case will be considered individually and on its own merits. The accused official must have an opportunity for a hearing before the umpires' committee, and the umpires' committee may set the penalty for any proven misconduct, as further set forth in the Code of Conduct for Umpires. Any decision of the Umpires' Committee may be appealed to the Board of Directors upon written request.

ARTICLE 6

INDEMNIFICATION AND INSURANCE

Section 6.1 Indemnification. The corporation may indemnify and advance expenses for the directors and officers when permitted by Montana Code Annotated Section 35-2-446 through 35-2-454 and 35-2-912, as those statutes may be amended in the future.

Section 6.2 Insurance. The Corporation may purchase and maintain directors and officers insurance covering all directors and officers of the Corporation, in amounts and with the coverage which the Board of Directors considers prudent and commercially reasonable.

ARTICLE 7

AUTHORIZATION OF CORPORATE ACTS

Section 7.1 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise granted to further the purposes of the Corporation.

Section 7.2 Contracts. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or to execute any deliver and instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.3 Loans. No loans will be contracted on behalf of the Corporation and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.4 Checks and Drafts. All checks, drafts, notes, or other orders for the payment of money or evidences of indebtedness issued in the name of the Corporation will be signed by such officer, officers, agent, or agents of the Corporation, and in such manner as will from time to time be established by the Board of Directors.

Section 7.5 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.6 Contracts in Which Directors Have an Interest. No contract or other transaction of the Corporation will be invalidated or affect by (i) the fact that any director, individually or jointly with others, may be a party to or have a personal interest in the contract or transaction, or (ii) the fact any director of the corporation has an interest in or in is a director or officer of one of the other parties to the transaction; and each person who may become a director of this corporation is hereby relieved from an liability that might otherwise arise by reason of this contracting with the corporation for the benefit of himself or any entity in which he may have an interest; provided, that the director fully reveals his interest in the contract or transaction to the Board of Directors, and that the contract or transaction is authorized, approved or ratified by a majority of the directors present at the meeting who do not have any interest in the transaction.

Section 7.7 Non-liability of Directors and Officers. The directors and officers of the Corporation will not be liable for the debts and obligations of the Corporation unless they expressly agree to assume any of such debts or obligations.

~~**Section 7.8 Prohibition of Loans to Directors and Officers.** No loans will be made by the Corporation to its directors and officers. Any director or officer who assents to or participates in the making of any such loan will be liable to the Corporation for the amount of such loan until the loan is repaid.~~

Section 7.9 Prohibited Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the Corporation will take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended, or by an organization to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations, as they now exist or may hereafter be amended.

ARTICLE 8

AMENDMENTS

Section 8.1. Except as otherwise limited by law, the Articles of Incorporation of the Corporation and these Bylaws may be amended, repealed, or restated by the affirmation vote of two-thirds of the members of the Board of Directors. No such action may be approved by the Board of Directors unless it was proposed in the form of a resolution at a prior meeting of the Board of Directors.

Section 8.2. The undersigned officers of the Corporation do hereby certify that the above and foregoing Bylaws of said Corporation were adopted by the members and directors as the Bylaws of the Corporation, and that the same do now constitute the Bylaws of this Corporation and shall amend, restate, and replace in its entire the originals Bylaws of the Corporation and any amendments thereto.

DATED this 8 day of July, 2017



President of the Board of Directors