

## **BY-LAWS**

Name, Location, Purpose, Membership, Directors, Election, Officers, Meeting, Quorum, Amendment, Committee, Authority, Structure and Motion.

### **Article I. Name**

Section 1. The name of this corporation shall be the MANKATO AREA GIRLS FASTPITCH ASSOCIATION, INC.

### **Article II. Location**

Section 1. The boundaries of School District 77 and such other contiguous or designated areas as determined by the Board of Directors.

### **Article III. Purpose**

Section 1. Styling softball to the mental and physical capacities of girls 8-18 years of age and providing competitive opportunities for girls at all skill levels.

### **Article IV. Membership**

Section 1. Membership in the MANKATO AREA GIRLS FASTPITCH ASSOCIATION, INC. shall include directors, managers, parents or legal guardians of players, coaches and umpires.

### **Article V. Directors**

Section 1. A Board of Directors shall manage the Association.

Section 2. The Directors shall be elected at the Annual meeting.

Section 3. The Board of Directors shall consist of not less than 12 or more than 15, who shall serve without compensation.

Section 4. The Directors' term shall be one (1) year. A term runs from January 1 to December 31.

Section 5. A Director who is absent from two (2) consecutive meetings without cause, may on motion by on of the Board Members and if agreed on by a majority of the members of the Board, be dropped from membership on the Board.

Section 6. The Board of Directors shall have the power to select and/or elect Advisory Directors, without limitation as to number of tenure.

Section 7. An Advisory Director has not voting power.

### **Article VI. Election**

Section 1. The Directors shall be elected at the Annual meeting.

Section 2. The President of the Board shall appoint a nominating committee, one (1) month prior to the Annual meeting.

Section 3. The nominating committee shall consist of not less than three (3) members, which shall report its recommendations for Directors to be elected at the annual meeting. Such recommendations shall be advisory and shall in no manner limit further nominations from the floor.

Section 4. A Director recommending to the President, a name or names of someone to fill a vacancy may fill vacancies on the Board of Directors for an un-expired term. They shall be elected at any regular or special board meeting.

#### **Article VII. Officers**

Section 1. At the first meeting of the Board after the annual meeting of the membership, the Board shall elect from among its members the following officers, whose duties are as follows.

Section 2. The President shall preside at all meetings of the Association, and the Board of Directors; shall sign all instruments executed on behalf of the Association; have supervision of the general business of the Association; and shall appoint the membership of all standing and special committees.

Section 3. The Vice-President shall preside in the absence of the President and while serving and acting as President shall have the same power as the President.

Section 4. The Secretary shall keep and file all books and papers belonging to the Association; shall keep the minutes of the meetings in the absence of the Clerical Secretary; shall separate Board policy and League rules.

Section 5. The Treasurer shall assist the Finance and Budget Director; shall render an Annual report of all receipts and disbursements at the Annual meeting.

#### **Article VIII. Meetings**

Section 1. The Board of Directors will have eleven (11) meetings per calendar year, and one (1) Annual Membership Meeting to be set by the Board after the softball season is over, but before January 1<sup>st</sup>.

Section 2. Written notice of each meeting shall be sent to each Director prior to the meeting along with the minutes.

Section 3. The President may call special meetings of the Board of Directors. And in his/her absence the Vice-President may also call a special meeting of the Board of Directors.

Section 4. Special meetings of the Board of Directors may be held by verbal notice, at any time and place.

Section 5. At every such meeting each Director shall be entitled to cast one (1) vote, which may be cast by him/her either in person or by proxy.

Section 6. All proxies shall be in writing and shall be filed with the Secretary twenty-four (24) hours prior to the time that the meeting is convened, and the Secretary shall enter such proxy of record in the minutes of the meeting.

Section 7. Annual Membership meetings shall be publicly announced with a two (2) week notice prior to the meeting date.

## **Article IX. Quorum**

Section 1. A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of two-thirds (2/3) of the elected members of the Board of Directors.

## **Article X. Amendments**

Section 1. The by-laws may be amended or changed:

- A. A copy of the proposed amendment must be sent to all Directors at least two (2) weeks prior to the meeting and which the action is to be taken.
- B. Motion from the floor may be accepted and approved at two (2) consecutive meetings.

Section 3. Robert's Rules of Order, current revised edition, shall govern the actions of the MANKATO AREA GIRLS FASTPITCH ASSOCIATION, INC. in all cases in which they are applicable and in which they are not inconsistent with the by-laws of the Association.

## **Article XI. Committees**

Section 1. The President of the Board of Directors shall appoint all Committees and shall supervise the activity thereof.

Section 2. Committees appointed by the President shall serve for the period designated in such appointment, except that all Special Committees shall dissolve at the first meeting of the Board in a new year unless specifically continued by the President.

Section 3. Committees consist of three (3) or more members appointed by the President of the Board.

- A. Finance Committee - shall prepare an annual budget with shall be subject to the approval of the Board of Directors. Shall arrange for an audit of the Treasurer's books on an annual basis.
- B. Nomination Committee - see Article VI. Election.
- C. Sponsors Committee - duties consist of obtaining endorsement of local business firms.
- D. Publication Committee - should collect news and prepare it for presentation by the News Media (newspaper, radio, and television). Encourage the community interest needed in carrying out operation, benefits and goals.

## **Article XII. Authority**

Section 1. The Board of Directors will structure and enforce rules and regulations to govern itself on a local basis.

Section 2. The Board of Directors 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 of Directors, no officer or agent, or employee shall have authority to bind the Association by a contract or engagement to render it liable for any purpose.

Section 3. The Board of Directors will make all final decisions in the operation of the MANKATO AREA GIRLS FASTPITCH ASSOCIATION, INC.

Section 4. With the exception of intentional acts, the corporation shall indemnify any Director or Corporate Officer who shall become liable to any third party as a result of legal action taken against such Director or Corporate officer. Nothing stated within this section shall be construed to otherwise waive or limit statutory immunity granted to directors of non-profit corporations under Minn.Statute.

**Article XIII. Structure**

Section 1. The Board of Directors shall set all necessary guidelines and rules for each of the following groups:

- A. All house leagues regardless of the age grouping;
- B. 10 and Under Junior Olympic traveling teams;
- C. 12 and Under Junior Olympic traveling teams;
- D. 14 and Under Junior Olympic traveling teams;
- E. 16 and Under Junior Olympic traveling teams;
- F. 18 and Under Junior Olympic traveling teams;

**Article XIV. Motion**

Section 1. Each member of the Board of Directors will receive the by-laws and approve them.

Section 2. The foregoing by-laws approved on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

PRESIDENT \_\_\_\_\_

VICE -PRESIDENT \_\_\_\_\_

SECRETARY \_\_\_\_\_

TREASURER \_\_\_\_\_