

# **MINNESOTA BLIZZARD FASTPITCH CLUB**

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## **BY-LAWS 2008**

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# **ARTICLE I - ORGANIZATION AND PURPOSE**

## **Section 1. Name**

Minnesota Blizzard Fastpitch Club, hereinafter, called MBFC is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

## **Section 2. Offices**

The registered office of the corporation in Minnesota shall be that set forth in the Articles of Incorporation or statement of the Board filed with the Secretary of State of Minnesota changing the registered office in the manner prescribed by law. The corporation may have such other offices, within or without the state of Minnesota, as the Board shall, from time to time, determine.

## **Section 3. Purposes**

The purposes of MBFC are:

1. To provide a supervised fastpitch softball program that emphasizes safety, education, and competition for girls eighteen (18) years of age and under by organizing and operating teams for competitive play in the area designated by the Board of Directors.
2. To coordinate the opportunity for girls to learn and play the game of fastpitch softball, instill the ideals of good sportsmanship, promote physical and mental development, and promote good character and citizenship.
3. To raise funds by donation, subscription, assessment, dues, fees or otherwise for aforesaid purposes.

## **Section 4. Geographical Boundaries**

The associations' boundaries for participation shall be the City of Bloomington and any schools therein.

## **Section 5. Affiliations**

To encourage and regulate play according to regional, state and national level organizations' rules, including but not limited to;

- MSF – Minnesota Sports Federation
- Minnesota Suburban League,
- ASA - American Softball Association,
- AFA – American Fastpitch Association
- USSSA – United States Specialty Sports Association.

## **ARTICLE 2 - MEMBERSHIP**

### **Section 1. Eligibility**

Membership in MBFC shall consist of the following:

1. The parent/legal guardians of any player who are registered for a MBFC team during the current year;
2. The coaches and assistant coaches of MBFC teams during the current season. They shall continue to be members until new coaches are appointed for the following season;
3. All duly elected MFBC Board Officers, hereinafter called, the MFBC Board;
4. Players that are registered and qualified to play for the corporation's softball teams for each annual league season. (See MBFC Operation Handbook for additional information.
5. Additional qualifications for membership may be established by a unanimous vote of the Board officers.
6. Current membership year runs from registration to registration.

### **Section 2. Annual Dues**

Annual dues, if required of non-player members, shall be determined by the Board but shall not exceed thirty-five dollars (\$35.00). Membership dues in MBFC can be paid anytime throughout the calendar year.

### **Section 3. Good Standing Necessary**

To participate in the activities and to share the benefits of MBFC, a member's dues must be paid in full. Failure on the part of the Treasurer to collect the dues as heretofore provided does not relieve a member from his or her responsibility to pay in order to maintain good standing in MBFC.

## **ARTICLE 3 - GOVERNANCE**

### **Section 1. Control and Management**

The control and management of MBFC and its affairs and property shall be vested in a Board of Officers.

### **Section 2. Election of Officers**

At each Annual Member's Meeting, (see Article 6, Section 1) the number of Officers to be elected shall equal the number retiring. Board Officers shall hold office for two (2) years from the date of their election. President and Secretary shall be elected on odd years. Vice President, Treasurer and Commissioner shall be elected on even years. The Past-President office shall be a one year term and if the retiring President does not wish to serve or to avoid a vacancy for this office; this office can be appointed from within the membership by a majority vote of the current and newly elected MBFC board officers.

### **Section 3. Vacancies**

Vacancies on the Board resulting from death, resignation or removal with or without cause may be filled by affirmative vote of a majority of the remaining officers, even though less than a quorum. Each board member elected under this Section to fill a vacancy holds office until a successor is elected at the next annual or special meeting.

### **Section 4. Quorum**

A majority of the duly elected Officers shall constitute a quorum, and the acts of a majority of the Board present at a meeting at which a quorum was present shall be the act of the Board, except in cases where the laws of Minnesota (or the Articles or Bylaws of MBFC) otherwise provide. In the event that in three consecutive meetings, a quorum is not attained, the President shall institute an emergency quorum beginning at the third meeting and ending when a regular quorum is obtained. An emergency quorum consists of the number of Officers and Directors present.

### **Section 5. Removal**

A board member may be removed from the board and forfeit their position for failing to carry out expected duties or conduct detrimental to MBFC. To remove a board member, a written complaint must be presented to any elected MBFC Board member. The complaint will be reviewed and investigated by the MBFC Board within ten (10) days after receiving a written complaint. If sufficient justification exists, a hearing will be held. A vote of two-thirds of all Board members is required for the dismissal of a member.

## **Section 6. Meetings**

The Board shall meet monthly except for the months of June, July and August. The specific time and place of the meetings shall be determined by the Board but is usually held on the 3<sup>rd</sup> Sunday of the month.

## **Section 7. Powers**

To the extent permitted by law, and the Articles and Bylaws of the MBFC, the Board Officers shall have the following powers, in addition to and not in restriction or limitation of the usual and statutory powers of like bodies and the other powers given by these Bylaws:

- a. To admit applicants to membership and to suspend and expel members;
- b. To make, alter and amend Policies for the conduct of the members of MBFC;
- c. To fix and enforce penalties for violations of the Bylaws and Operational Handbook;
- d. To call special meetings of the MBFC Board to consider specific subjects;
- e. To be the absolute judges of the disability of any officer, or to suspend or remove any officer.

## **Section 8. Voting Rights**

Each member of the Board shall have one vote. All votes for membership of the Board or removal from the Board shall be by ballot. Absentee ballots will be allowed for these votes if presented to the President or Secretary before such meeting.

For any required voting brought to the Board by special meeting or business; absentee balloting will be allowed if absentee ballot is presented to the President or Secretary prior to such meeting.

## **Section 9. Fiscal Year**

The fiscal year of MBFC shall be November 1 of the current year through October 31<sup>st</sup>. of the following year.

## **Section 10. Dissolution**

At no time does any officer or other member of the association have any right, title or interest in any property or income of the association. In the event of liquidation or dissolution of the association, all of its property will be transferred to such non-profit, charitable, educational, or other organizations qualified as tax exempt under Section 501C of the Internal Revenue Code as a majority of the Board sees fit. If the Board is unable to decide, the issue will be subject to determination by a court of the State of Minnesota.

### **Section 11. Amendment of Bylaws**

These Bylaws may be repealed or amended, or new Bylaws adopted by the MBFC Board at any regular or special meeting by a two-thirds (2/3) vote of the MBFC Board members then serving. The proposed additions or changes should be submitted in writing and distributed by the Secretary to the members for review at least five (5) days before any vote.

### **Section 12. Interpretation of Bylaws and Operational Handbook**

On questions concerning interpretation of the Bylaws and Operational Handbook, the decision of the Board shall be final and conclusive.

## **ARTICLE 4 – INFRASTRUCTURE**

### **Section 1. Number**

The officers of the corporation shall consist of a President, a Vice President, Commissioner, a Secretary, a Treasurer, Past-President, and such other officers, as the Board shall deem necessary. Any number of offices or functions of those offices may be held or exercised by the same person if specific persons have not been elected for those offices and may execute instruments or documents in those capacities.

### **Section 2. Duties**

The duties and authority of the officers MBFC shall be as herein provided, and as usually devolve upon such officers, as well as such other duties and authority as the Board shall from time to time prescribe.

### **Section 3. Past President – Board Officer**

The duties and responsibilities are as follows:

- a. The past President shall be an ex-officio member of the Board for one year after expiration of term of office to assist in the continuity of the Corporation;
- b. He/she shall chair the Nominating Committee and make recommendations to the Board, for their approval, to fill board vacancies as they occur;
- c. He/she will act as a link between the Board and parents of players.

### **Section 4. President – Board Officer**

The duties and responsibilities are as follows:

- a. The President shall be the chief executive officer of MBFC;
- b. He/she shall preside at all Board meetings of the membership and Directors; he/she shall have general active management of the business of MBFC;
- c. He/she shall see that all orders and resolutions of the Board are carried into effect;
- d. He/she shall represent MBFC at parent and league meetings;

- e. He/she shall execute all bonds, mortgages and other contracts, in addition, may countersign all orders on the treasury for money;
- f. He/she shall only vote on matters brought before the Board when it is necessary to break a tie vote or in the case of an emergency quorum. (see Article 3, section 4)
- g. He/she shall be an ex-officio member of all standing committees (see Article 5);
- h. He/she shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

### **Section 5. Vice President – Board Officer**

The duties and responsibilities are as follows:

- a. he Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe;
- b. He/she shall have over-all responsibility for the recommendations, the selection process and the evaluation of coaches;
- c. He/she shall have over-all responsibility for management of coaches' in-season and for the execution of player tryouts.
- d. He/she shall have responsibility to recruit / work with parents to ask them to volunteer for board and non-board positions.

### **Section 6. Secretary – Board Officer**

The duties and responsibilities are as follows:

- a. The Secretary shall attend all sessions of the Board and all meetings of the members and record all votes and the minutes of all proceedings in the corporate minute book;
- b. He/she shall give, or cause to be given, notice of all meetings of the members and of the Board or President, under whose supervision he/she shall be.
- c. He/she shall have responsibility for statutory filings.
- d. He/she shall maintain player rosters and player birth certificates.

### **Section 7. Treasurer – Board Officer**

The duties and responsibilities are as follows:

- a. The Treasurer shall have the custody of MBFC funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to MBFC;
- b. He/she shall deposit all moneys, and other valuable effects in the name and to the credit of MBFC, in such depositories as may be designated by the Board;
- c. He/she shall disburse funds of MBFC as directed by the Board, taking proper vouchers for such disbursements;

- d. He/she shall render to the President and Board, at the regular meeting of the Board, or whenever they may require it, an account of all his/her transactions as treasurer and of the financial condition of MBFC;
- e. He/she shall give MBFC a bond, if required by a majority of the Board, in such amount as they may determine, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his/her office, and for the restoration of MBFC, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind of his/her possession or under his/her control, belonging to MBFC. MBFC shall pay the cost of any such bond;
- f. He/she shall submit a budget to the Board when requested;
- g. He/she shall maintain, pay and make recommendations to the Board regarding insurance coverage for MBFC;

### **Section 8. Commissioner – Board Officer**

The duties and responsibilities are as follows:

- a. The Commissioner shall have the responsibility of coordinating field scheduling with the appropriate scheduling authority for all game and practice fields.
- b. He/she shall coordinate and secure the services of umpires for MBFC home games.
- c. He/she shall overlook the maintenance and distribution of equipment and team uniforms to teams;
- d. He/she shall make purchases and recommendation of purchases for MBFC equipment to the Board.
- e. He/she shall be responsible for overseeing the storage of all MBFC equipment for storage.

### **Section 9. Member At Large – Voting Member (2 positions)**

The duties and responsibilities are as follows:

- e. The Tournament Coordinator shall have the responsibility to communicate with the MBFC Board President, MN Blizzard coaches or tournament directors of tournaments that MBFC may participate in for the sole purpose of gathering information on hotels, nearby airports, restaurants and local attractions.
- f. He/she shall coordinate with players and parents in order to determine the number of hotel rooms to reserve and to gather appropriate information to reserve hotel rooms.
- g. He/she shall be responsible that players and parents make hotel reservations in a timely manner and to report delinquencies to MN Blizzard coaches and MBFC Board President.
- h. In the event that MBFC shall host a tournament, he/she shall be responsible for gathering and coordinating; hotel information, securing rooms and negotiating room rates. Also will be the point of contact for visiting teams and providing hotel information.

## **Section 10. Founding Member – Voting Members (4 positions)**

The duties and responsibilities are as follows:

- a. These positions are honorary in nature and if possible, shall only be filled by the original incorporating members of the MBFC as stated on the Letters of Incorporation and that member has; completed their original term of office and; is a MBFC member in good standing.
- b. The Founding Members shall have the responsibility to advise and consult to the Board President, on the overall intent of the mission, goals and objectives of the MBFC organization.
- c. They shall not have any direct duties, but when asked by the Board President, shall assist any MBFC board officer or member in fulfilling their duties or special assignments.

## **ARTICLE 5 - ORGANIZATIONAL COMMITTEES**

### **Section 1. Committee Guideline**

If or when needed by MBFC, the following guidelines will be in effect regarding the formation and functioning of committees:

- a. The Board will provide all committees with a committee job description.
- b. The committee job description will outline the specific responsibilities of the committee and the procedures to be used to carry out these responsibilities.
- c. Committees are encouraged to function independently to accomplish their assigned tasks, however, committees are required to present their findings and recommendations to the Board for final approval of action to be taken.
- d. Committee chairpersons are selected by the President and approved by majority of the Board
- e. Committee chairpersons report directly to the President.

## **ARTICLE 6 - MEETINGS OF MEMBERS**

### **Section 1. Annual Meeting**

The Annual Meeting for the election Officers and Directors of the Board and for the transaction of such other business as may be brought before the meeting shall be held during the month of November in each year, commencing in 2005. Notice shall be given to each member not less than five (5) nor more than (30) days before the meeting, excluding the day of the meeting, by mail, or by publication in a newspaper of general circulation in Hennepin County, stating the time, place and date of the meeting.

### **Section 2. Special Meeting**

Any MBFC Officer may call special meetings of the whole Board or upon the written request of ten percent (10%) of the members having the right to vote. Notice of any special meeting shall state the purpose of the meeting and be given in the manner provided in Section 1, above, for such meeting to be held not less than five (5) nor more than thirty (30) days after receipt of the written request.

### **Section 3. Nominating Committee**

Not less than four weeks prior to the Annual Meeting, the Past-President shall appoint from the individual members of MBFC a nominating committee of three (3) members, who shall prepare and submit to the Secretary, no later than ten (10) days prior to the annual meeting, a report containing a list of its Officer and Director nominations to be elected at the next Annual Meeting. Further nominations for directors may be made from the floor at the Annual Meeting.

### **Section 4. Elections**

A list of all candidates shall be typed or printed alphabetically on ballots prepared by the Secretary, with blank spaces under the list for writing in names of nominees from the floor. At the order of business for call of the election, the President shall appoint three (3) judges of election from the voting membership. The judges shall count the ballots and report the names of the winners to the President who shall announce the results to the membership.

### **Section 5. Annual Report**

The Board shall present to the members of MBFC, at its Annual Meeting, a report as to the conditions of the organization and its property, and an account of the financial transactions in the past year, copies of which shall be available to all members at the Annual Meeting.

### **Section 6. Notices**

Every member shall furnish MBFC with his/her current postal address or email address to which all notices and documents prescribed by the Bylaws, and other materials, may be sent. Such notices and documents shall be held to have been duly sent or served upon a member when mailed or emailed to him/her at the address so furnished.

## **ARTICLE 7 - FINANCES**

### **Section 1. Inspection of Books**

Members shall be permitted to inspect the books of MBFC at all reasonable times.

## **Section 2. Checks**

All checks and notes of MBFC shall be signed by the Treasurer or the President or, if he/she is unable to act, the Vice President or by other officers as may from time to time be designated by resolution of the Board.

## **Section 3. Annual Financial Statement**

An Annual Financial Statement shall be completed as of October 31<sup>st</sup> of the current year.

## **Section 4. Funds**

The amount earned by a social or athletic activity or any other fund-raiser that MBFC may sponsor or endorse is to be deposited into the general funds of the organization.

## **Section 5. Concession Profits**

Profits derived from the sale of merchandise by MBFC are to be deposited into the general funds of the organization.

## **Section 6. Benefits**

No corporate funds shall be used to the benefit of individual members but shall be used exclusively for the purposes set forth in the Articles of Incorporation.

## **Section 7. Procedure for Payment of MBFC Funds**

MBFC expenses or payments may require the approval of a majority of the elected MBFC Board. If possible and not in the case of an emergency, this should be a pre-approval. Invoices for expenses need to be submitted to the Treasurer for payment. An approved MBFC agent may pay for MBFC supplies from stores where the organization does not have an account for MBFC and a receipt submitted to the Treasurer for reimbursement.