

# **BYLAWS OF THE MINNETONKA GIRLS SOFTBALL ASSOCIATION**

## **MGSA Mission Statement**

The mission of the Minnetonka Girls Softball Association is to create an atmosphere where young women can learn the team sport of softball in a fun, healthy, and competitive environment, while developing good sportsmanship skills.

### **Article I      Organization and Purpose**

#### **Section 1.      Name**

The Minnetonka Girls Softball Association (the association herein, also known as MGSA) is incorporated under the Minnesota nonprofit corporation act, and does not afford pecuniary gain, incidentally or otherwise, to its members.

#### **Section 2.      Purposes**

The purposes of MGSA are:

- a. To provide summer recreation for girls from kindergarten through high school age by organizing and operating softball teams and leagues for competitive play in the area designated by the Board of Directors (herein known as the Board).
- b. To maintain, purchase or rent, buildings or structures for said purposes; to acquire or dispose of real or personal property necessary or convenient to such purposes.
- c. To encourage and regulate play according to ASA and USSSA rules, and the rules of good sportsmanship.
- d. To raise funds by subscription, assessment, dues, charges or otherwise for aforesaid purposes.

#### **Section 3.      Principal Place of Business**

The principal place of business for MGSA shall be at Bennett Family Park, Minnetonka, Minnesota.

### **Article II      Membership**

#### **Section 1.      Eligibility**

Membership in MGSA shall consist of the following persons, all of whom shall automatically be members without formal application or admission:

- a. The parents of all girls who have participated in the Association's activities by registering during the current year. For example, the parents of all girls who registered in the spring of a given year, at which time the parents of those girls registered for the new year shall become members and the membership of the other parents shall terminate.

- b. The coaches and assistant coaches of all participating teams during the current season. They shall continue to be members until new coaches are appointed for the following season.
- c. All duly elected Directors and Officers of the Association.

## **Section 2. Annual Dues**

The annual dues (if any) of the individual members shall be determined by the Board, but shall not exceed Five Dollars (\$5.00). Membership dues in MGSA can be paid anytime throughout the calendar year.

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

To participate in the activities and to share the benefits of MGSA, a member's dues, if any, 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/her responsibility to pay in order to maintain good standings in MGSA.

# **Article III Government**

## **Section 1. Board of Directors**

The control and management of MGSA and its affairs and property shall be vested in a Board of Directors consisting of a least 15 members, or the number necessary to fulfill all duties elected by the individual members of the MGSA Board. Each Board member shall have one vote.

## **Section 2. Election of Directors**

At each annual meeting, the number of directors to hold office for the upcoming year shall be determined by a majority vote of the current Board of Directors. Directors shall hold office for three (3) years from the date of their initial election. At the end of their three-year term, directors may reapply for membership at one (1) year intervals.

## **Section 3. Vacancies**

The Board, whether due to death, resignation, retirement, disqualification, or removal from office, among the directors or Executive Officers, may fill premature or unexpected vacancies, by a majority vote. The directors so elected shall serve until the next annual meeting, at which time the members shall elect a successor to fill the unexpired term of the director creating the vacancy.

## **Section 4. Quorum**

A majority of the duly elected directors shall constitute a quorum and the acts of a majority of the directors present at a meeting at which a quorum was present shall be the acts of the Board, except in cases where the laws of Minnesota of the Articles or Bylaws of MGSA otherwise provide.

## **Section 5. Removal**

All officers and agents of MGSA shall be subject to removal at any time by the affirmative vote of 2/3 of the whole Board. All officers, agents, and employees, other than officers appointed by the Board, shall hold office at the discretion of the MGSA Board.

## **Section 6. Meetings**

The Board shall hold its annual meeting in August of each year following the annual meeting of members. The Board shall then meet at least once in the months of December, January, February, March, April, and May. The Board shall determine the specific time and place of these meetings.

## **Section 7. Responsibilities**

To the extent permitted by law, and the Articles and Bylaws of MGSA, the Board 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 promote the purpose of MGSA as stated in Article 1, section 2.
- b. To approve applicants for membership and to suspend and expel members.
- c. To make, alter and amend Rules for the conduct of the members of the Association and for the government and proceedings of the Board.
- d. To fix and enforce penalties for the violation of the Bylaws and Rules.
- e. To call special meetings of MGSA to consider specific subjects.
- f. To be the absolute judges of the disability of any officer or agent, or to suspend any officer or agent.

## **Article IV Officers**

### **Section 1. Officers and Election**

The officers of MGSA shall be a President, a Vice-President, a Secretary, Treasurer, and such other officers, as the Board shall deem necessary. The Board at its annual meeting shall elect the officers. The Board at any meeting may fill vacancies.

### **Section 2. Duties**

The duties and authority of the several officers of MGSA 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. President's Duties**

- a. The President shall be the chief executive officer of MGSA; s/he shall preside at all meetings of the membership and directors; s/he shall have general active management responsibilities for the business of MGSA and shall see that all orders and resolutions of the Board are carried into effect.

- b. S/he shall represent MGSA at meetings of Bennett Family Park, Inc. (also known as BFP).
- c. S/he shall be an Ex-Officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation, including the power to vote in such case as a tie.
- d. The Past President shall be an Ex-Officio member of the Board for 1 year after expiration of his/her term of office.
- e. S/he shall act as overseer of the Protest/Disciplinary Action Committee, FastPitch Committee, and Auditing Committee.
- f. Assist in all overload situations of members with other duties.
- g. S/he shall execute all bonds, mortgages, and other contracts.

#### **Section 4. Vice President**

- a. The 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 shall prescribe.
- b. S/he shall chair the Nominating Committee, fill vacancies as they occur with Board approval.
- c. S/he shall serve as a representative to BFP.
- d. Serve as President elect for the following fiscal year
- e. Oversee the coach selection process.

#### **Section 5. Secretary**

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 or other device. S/he shall give, or cause to be given, notice of all meetings of the members and the Board or President, under whose supervision s/he shall be. S/he shall keep the league history, if so designated by the Board.

#### **Section 6. Treasurer**

- a. The Treasurer shall have the custody of the MGSA funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all monies, and other valuable effects in the name and in the credit of MGSA, in such depositories as may be designated by the Board.
- b. S/he shall disburse funds of MGSA as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meeting of the Board, or whenever they may require it, an account of all the transactions of the treasurer and of the financial condition of MGSA.
- c. S/he shall file MGSA a bond if required by a majority of the Board, in such amount as they may determine, and with one (1) or more sureties satisfactory to the Board, for the faithful performance of the duties of the office, and for the restoration to MGSA, in the case of his/her death, resignation, retirement, or

- removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control, belonging to MGSA.
- d. The cost of any such bond shall be paid by MGSA.
  - e. S/he shall pay umpires, submit recommendations on the budget to the Board, pay all bills, make recommendations about insurance coverage, and make such treasurer's reports as are requested by the Board.
  - f. Complete and file the appropriate income tax forms.
  - g. Prepare for the fiscal year audit, if necessary.

### **Section 7. Auditing Committee**

The President may, upon the affirmation action of the Board, designate two (2) or more persons from the membership of MGSA to constitute an Auditing Committee which, to the extent determined by the President or Executive Officers, shall have and exercise the authority of the Board in the auditing of the accounts of MGSA and shall have full access to all books of MGSA in the possession of any of the officers of MGSA. The treasurer shall submit the accounts to the Auditing Committee at any time at their request.

### **Section 8. Executive Committee**

The Executive Committee shall be composed of the President, Vice President, Past President, Secretary, Treasurer, FastPitch Director, and High School SlowPitch Director. In the absence of a quorum of the Board during Board meetings held in the months of June, July, September, October, and November, the Executive Committee shall be empowered to act on behalf of the Board to approve and implement decisions affecting the standard operations of MGSA.

## **Article V Meetings of Board Members and Elections.**

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

The annual meeting for the election of the Board of Directors, and for the transaction of such other business as may be brought before the meeting, shall be held during the month of August each year. Notice shall be given to each Board member not less than five (5) nor more than thirty (30) days before the meeting, including the day of the meeting, by regular mail, email, or by publication of notice in a newspaper of general circulation in Hennepin County, for three (3) successive weeks prior to the date of the meeting. Such notice shall state the time, place, and date of the meeting.

### **Section 2. Special Meetings**

Special meetings of MGSA may be called by the President, the 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 meetings to be held not less than ten (10) nor more than sixty (60) days after receipt of the written request.

### **Section 3. Voting Qualification of Board Members**

Only voting members in good standing shall have the right to vote.

### **Section 4. Nominating Committee**

Not less than four (4) weeks prior to the annual meeting, the President shall appoint from the individual members of MGSA, a nominating committee of three (3) members with the Vice President serving as chair, 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 nominations submitted by current Board members for no more than twice the numbers of directors to be elected at the next annual meeting. Further nominations for directors may be made from the floor at the annual meeting.

### **Section 5. 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 names of nominees from the floor. Vote shall be by voice, show of hands, or written, upon request by any Board member. The President shall count the ballots and report the names of the winners to the Board members. In the event that the number of nominees does not exceed the number of retiring directors, an election shall be held only to show approval of the new directors.

### **Section 6. Annual Meeting**

The Board shall present MGSA, at its annual meeting, a written report as to the status of MGSA and its property, and an account of the financial transactions made during the past year, copies of which shall be available to all members at the annual meeting.

## **Article VI Finances**

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

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

### **Section 2. Checks**

The Treasurer shall sign all checks and notes of MGSA. The President and Vice President shall be listed on the account as alternate signers.

## **Article VII Funds**

### **Section 1. Registration Funds**

The amount collected from registration of players will be deposited into the general fund of MGSA.

### **Section 2. Fund Raising Profits**

Profits derived from the sale of merchandise by MGSA are to be deposited into the general fund of MGSA.

**Section 3. Social Funds**

The amount earned by any social or athletic activity or any other fundraiser that MGSA may sponsor or endorse is to be deposited into the general fund of MGSA.

**Section 4. Benefits**

Non-corporate funds shall be used to the benefit of individual members but shall be used exclusively for purposes set forth in the Articles of Incorporation.

**Article VIII Other Provisions**

**Section 1. Notices**

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

**Section 2. Construction of Bylaws and Rules**

On question concerning construction of the Bylaws and Rules, the decision of the Board shall be final and conclusive.

**Section 3. Amendment of Bylaws**

These Bylaws may be repeated or amended, or new bylaws adopted by the Board at any regular or special meeting by a 2/3 vote of the whole directors then serving.

**Section 4. Fiscal Year**

The Board shall determine the fiscal year of MGSA. For tax purposes, the taxable year ends on September 30 each year.

**Article IX Organizational Committees**

Organizational committees report to the Board President as the representative of the Board. All committee recommendations are subject to Board approval.

**Protest/Disciplinary Action Committee**

Primary Responsibilities: Process grievances as received. (The President will handle conflicts of interest individually).

- Chairperson: President
- Members: Vice President
- Secretary
- Treasurer
- Umpire Director

### **Audit Committee**

Primary Responsibilities: Exercise the authority of the Board in the auditing of the accounts of MGSA, as defined in Article IV, Section 7, above.

Chairperson: President

Members: Two (2) appointed Board members

### **Coach Selection Committee**

Primary Responsibilities: Evaluate coaching candidates and select head coaches for all home and traveling teams.

Chairperson: Vice President

Members: Protest/Disciplinary Action Committee

### **FastPitch Committee**

Primary Responsibilities: Evaluate coaching candidates and select head coaches for all home and traveling teams.

Chairperson: FastPitch Director

Members: Up to eight (8) members with staggered three (3) year terms, with no more than three (3) of the six (6) terms ending in any given year, and the MGSA President (who will preside over the meeting in the case of the absence of the FastPitch Director, and vote in the case of a tie.)

- The FastPitch Director must be a member of the MGSA Board. The Director will translate all passed motions into official Policies and Procedures, which will be presented to the MGSA Board for approval. The remaining seven members may or may not be on the MGSA Board.
- The committee will select a member as the league “Player Representative” who will receive all player/parent complaints and issues. The Player Representative will discuss the problem with the coach or coach of the team involved and the FastPitch Director. If a resolution cannot be achieved, it will be forwarded to the President of MGSA and the Protest/Disciplinary Action Committee.

### **Marketing/Communications Committee**

Primary Responsibilities: Support the efforts of the Communications Director to inform the community concerning the activities of MGSA and market the program to girls living in the Minnetonka School District. The committee has primary responsibility for maintaining the MGSA player database, creating registration forms and registration information packets, and sending out all registration information.

Chairperson: Communications Director

Members: Up to six (6) members with one (1) year terms (all members must be on the MGSA Board), the Registration Director, and

the MGSA Vice President (who will preside over the meeting in the case of the absence of the Communications Director, and vote in case of a tie). Both the FastPitch and High School SlowPitch Committees must be represented.

The Communications Director is the primary contact to the Board and will report to the Board on the actions and recommendations of the Committee.

### **High School SlowPitch Committee**

**Primary Responsibilities:** Evaluate coaching candidates and select head coaches for travel tournament SlowPitch teams, direction of MGSA travel tournament SlowPitch program, management of equipment for the travel program, and the direction of the U16 and U18 recreation program.

**Chairperson:** High School SlowPitch Director

**Members:** Up to eight (8) members with staggered three (3) year terms, with no more than three (3) of the eight (8) terms ending in any given year, and the MGSA Vice President (who will preside over the meeting in the case of the absence of the High School SlowPitch Director, and vote in case of a tie).

- The High School SlowPitch Director must be a member of the MGSA Board. The Director will translate all passed motions into official Policies and Procedures, which will be presented to the MGSA Board for approval. The remaining seven members may or may not be on the MGSA Board.
- The committee will select a member as the league “Player Representative” who will receive all player/parent complaints and issues. The Player Representative will discuss the problem with the coach or coach of the team involved and the High School SlowPitch Director. If a resolution cannot be achieved, it will be forwarded to the President of MGSA and the Protest/Disciplinary Action Committee.