

By-Laws

Mahtomedi Fastpitch Association

Amended 2/26/17

Article I

NAME

The name of this corporation is the Mahtomedi Fastpitch Association, herein after known as MFPA or the Association.

Article II

MISSION

To provide players of all ages (U8 – U18) the opportunity to play summer fast pitch softball in an environment where all players will be developing their skills, learning good sportsmanship and team work. This will also allow the players to develop their skills and abilities for fast pitch softball in high school and beyond.

Article III

MEMBERSHIP

Section I – Eligibility

Any parent or guardian who lives within the eligibility area (Mahtomedi District #832), including the cities of Mahtomedi, Willernie, Hugo, Grant, Pine Springs, White Bear Lake, Birchwood, Stillwater, and Lake Elmo and/or has a youth registered to participate on a team or in an instructional program organized under the auspices of the corporation, plus such other voting members as may be permitted by these Bylaws is entitled to one vote per family on matters submitted to the membership, including election of directors, at all annual meetings.

All rights, privileges and interests of a member in or to the corporation and its property, if any, shall cease upon the termination of membership.

Section II – Meetings

The annual meeting of members shall be held at such place and such time as the Board of Directors of the corporation shall determine. Notification of the date and location of the meeting shall be published on the MFPA website, prior to meeting.

Other meetings of the members shall be called by the Board of Directors or the President upon similar published notice.

A Board of Directors meeting may be called on five (5) days' notice, which need not be published.

Article IV

BOARD ORGANIZATION AND OPERATION

Section I – Board

A. Board Composition

There will be no more than twelve (12) and no less than five (5) Board members. The Director roles and titles may be modified by the Board in accordance with the needs of the Association; however, the Board must always maintain Officer Positions of: President, Vice President, Treasurer and Secretary. The current MFPA roles and titles are:

President

Vice President

Treasurer

Secretary

Communication Director

Recruitment Director

Umpire Director

Team/Player Liason Director

Equipment Director

Player Development Director

Board Member at Large (2)

B. Executive Committee

The Board maintains an Executive Committee that consists of the President, Vice President, and Treasurer. The Executive Committee is granted the authority to convene and address time-sensitive issues in the event the Board is not reasonably able to meet, or may also be called upon by Board members to provide guidance or decision on specific topics requested by the Board. Should the Executive Committee be divided over a particular issue, it is a good indication that the issue should most likely be brought before the full Board.

C. Advisors

The varsity fast pitch head coach at Mahtomedi High School may be considered advisors to the Association. The responsibility of the advisors shall be to assure consistency between the goals of the Association and that of the varsity program. Advisors will be looked upon to help with such things as tryouts, off season trainings and coach/player clinics.

D. Board Meetings

There are three (3) types of meetings:

1. Annual Meeting

During the Annual meeting there are three (3) agenda items that must be addressed in specific order:

- a. Re-elect returning Board Members (not for specific Director positions)
- b. Appoint the President for the new term
- c. Elect new Board members for any open positions

2. Monthly Meetings

Time, date, and place to be determined by sitting Board and will be established at the first Board meeting of the year. Meeting dates/times may be altered during the year to accommodate for holidays and other scheduling conflicts. It should be noted, that January and/or February meetings may not be necessary. Board meetings generally last one to two hours. During busy planning segments of the year (late summer/early fall) the meetings may last longer.

3. Special Meetings

As deemed necessary to address time sensitive issues.

E. Operation of the Board

- 1) The general structure of all Board meetings will consist of:
 - (a) Call to Order
 - (b) Review of Minutes from prior Board meeting
 - (c) Committee/Director reports
 - (d) Public Segment (Time TBD and will be posted with the agenda)
 - (e) Old Business Discussion
 - (f) New Business Discussion
 - (g) Adjournment

- 2) Non-Board members are welcome at any monthly meeting during the Public Segment. If a general member has an item they would like to address to the Board, they must file an “Agenda Item Request Form” (which can be found on the Association website), at least five (5) days in advance of meeting so that they may be added to the agenda for planning and scheduling purposes. The Board will advise the interested individual (or group) of the time and location of the meeting.

Section II - Board Eligibility

An eligible Board member is someone who lives in the defined area (Bylaws Section I-Eligibility) and demonstrates an interest in promoting Mahtomedi Fastpitch. In order to be considered for an executive position, a member must be on the Board for a minimum of one (1) year. It is the intent of the MFPA Board to deny any person who has been convicted of a crime of violence, a crime against a person, or crimes involving the possession or sale of illegal substances from serving on the Board. Furthermore, any person that has been in violation of the Code of Conduct put forth by TriCounty/MMFL/MFPA or similar Associations resulting in removal from games or Associations will not be considered.

Section III – Nominations

Candidates for office shall be nominated by the Board of Directors. If a member wishes to be nominated, they must first have filed a “Board of Directors Nomination Form” found on the Association website, three (3) weeks prior to annual membership meeting. No nominations from the floor will be accepted.

Section IV – Voting Process

- 1) Each Board member is afforded one equal vote, with exception of the President. His/Her vote will act as the deciding vote when needed.
- 2) All items will require a majority vote of those present in order to pass, unless a specific exception has been outlined in other sections of these Bylaws. Specific changes to the

rules in the Bylaws and/or Policies of the MFPA will require a 70% approval of those present.

- 3) On any issue under discussion, ample (but not excessive) time will be afforded to review all opinions and perspectives to assure that Board members have sufficient information to make an informed decision. Time limits may be applied due to agenda, facility use, etc. at the discretion of the Board.
- 4) Following discussion, the Board will agree to move to a Board vote. Any Board member (other than the President) may formulate a motion to be voted upon by the Board. It is essential that the motion is properly constructed and communicated to the Board members to assure that the motion is clearly defined.
- 5) Another Board member (other than the President and the Board member making the initial motion) must second the original motion in order to warrant a full Board vote.
- 6) The President will request a verbal or hand raise vote in favor of the motion. Likewise, the President will request a voice or hand raise vote for those not in favor of the motion. A tally of both votes will be recorded by the Secretary.
- 7) The President will then offer one final opportunity for Board comment before the motion is officially considered passed or defeated.
- 8) In the event that a Board member cannot be present for a Board meeting, but would like to register a vote on a particular motion, it may be done in absentee fashion with the approval of the Executive Committee. The Executive committee must be convinced that the absentee Board member clearly understands the precise motion being made and is aware of all of the perspectives and discussion that has transpired amongst the Board.
- 9) In certain circumstances, issues may require a vote outside normal Board meetings. These circumstances may include time sensitive issues or issues that have been raised at Board meetings but require additional information that is obtained at a later date. In such cases, the President may call for vote via e-mail. In such case, the President will present an outline of the situation and the specific motion to be voted upon. Each Board member may then respond with questions and comments or register their vote in favor of or disfavor of the motion. Once quorums of members have registered an official vote, the Secretary will record the responses and majority approval/disapproval will render the fate of the motion. If more than one Board member feels inadequately informed due to the e-mail nature of the vote, then the issue will be tabled until the next Board meeting or require the arrangement of a special Board meeting.
- 10) If a Board member has personal involvement or would be directly affected by an issue or motion, then such Board member should voluntarily excuse themselves from any Board discussion and voting process. If the Executive Committee believes that a Board member would be personally involved or directly affected by an issue or motion, and such Board member has not voluntarily excused themselves from discussion and voting, they may require that such member excuse him/herself from discussion and/or abstain from voting. It is essential that potential conflicts of interest are recognized and avoided.

- 11) All Board members are expected to conduct themselves in a reasonable and professional manner. Discussion and debate is meant to be meaningful and informative – not simply for delay of decision.
- 12) It is assumed that all Board members will always endeavor to assure that decisions are in the best interests of participants in MFPA programs. Any changes contemplated will not unduly compromise the program participants in favor of a small group of participants. All votes should focus on furthering the goals and mission of the MFPA.

Section V – Quorum

For all meetings of the Board of Directors, annual meetings or other meetings as required, one-half (1/2) of all Board members shall constitute a quorum to transact business, and a majority vote of those present shall be required to adopt such matters as may come before the meeting.

Section VI – Vacancies

Should a vacancy exist, the Board of Directors may appoint a replacement for the remainder of the term.

Section VII – Duties of Board Members

- a. The President shall preside at all annual membership meetings and meetings of the Board of Directors. The President shall assume responsibility for supervising the business of the Association, enforcing the rules and Bylaws of the corporation and delegating such duties as may be necessary to execute this responsibility. The President shall hold the official papers of the Association including the Bylaws. The President shall also be the Mahtomedi Athletic Association representative and attend monthly meetings. In addition, he/she will assume responsibility for all actions of the Association.
- b. The Vice President shall preside in the absence of the President and at such times perform the duties of the office. He/she shall also assume additional responsibilities delegated to him/her by the Board of Directors.
- c. The Secretary shall keep accurate records of the proceedings of all meeting including Board meetings. The Secretary shall, as soon as possible after meetings of the membership and the Board of Directors, prepare minutes to be distributed for review and approval at the following meeting, and shall also assume additional responsibilities delegated by the Board of Directors.
- d. The Treasurer shall maintain bank accounts for the corporations funds; shall maintain appropriate records of the receipt and disbursement of corporate funds; shall file documents

and returns which may be required of the corporation; shall pay all bills as approved by the Board of Directors; shall make oral or written reports of the receipts and expenditures at each Directors meeting and shall submit a written report at the annual membership meetings. The books of the corporation shall be available for inspection by any Director at any reasonable time. The Treasurer shall also be responsible for overseeing any additional responsibilities delegated by the Board of Directors.

- e. Other positions and duties will be added/deleted as needed, based on the need of the Association.

Article V

TERM

Following the terms of the initial officers, the officers shall be elected for the following terms:

At the first annual meeting the President and Secretary shall be elected for two years and the Vice President and Treasurer shall be elected for one year. Thereafter, the term of each office shall be two years.

After the first annual election, the Vice President and Treasurer shall be elected for two years and on alternating years from the President and Secretary.

All Officers and Directors can be re-elected to succeeding terms, if desired. Elected Officers and Directors shall assume their term of office immediately following the annual meeting.

Any Officer or Director shall have such additional powers and duties as prescribed from time to time by the Board of Directors. In addition, the Board may create such Officer positions as they deem appropriate.

Any Officer and Director may be removed at any time by a majority vote of the full membership of the Board of Directors. In the event of the resignation, expulsion or death of a Director, the Board may elect a new Director. The Board may, by committee or otherwise, prepare a slate of directors for nomination at the annual meeting of the membership.

Article VI

APPOINTMENT OF COACHES

The Executive Board in charge of all age levels will be responsible for providing direction and coordination for the leagues and securing enough qualified coaches for the various teams within the Association. The Directors will supervise the Coaches, divide players into teams according to the policies of the Board, develop rosters for each team utilizing registration information, recommend to the Board tournaments for each league, function as a liaison with other league Directors, serve as a liaison between coaches and the Board and/or committees of the Board (i.e. equipment needs, and attend meetings of the Board of Directors).

All coaches shall be ratified by the Board of Directors.

The general members are required to direct any grievances or recommendations to the Board of Directors.

Article VII

PROCEDURES

Section I – Meeting protocol

Robert's Rules of Parliamentary Procedure shall be the authority in the deliberations of the Association.

Section II – Elections

Election may be by voice or a show of hands. A ballot must be provided if requested by any three (3) Directors voting at a Director's meeting or any five (5) members voting at a meeting of the general membership.

Section III – Disbursements

Disbursements by the Association must be by check only, signed by the President or Treasurer.

Anyone ordering merchandise, equipment, services, etc., must have prior approval from the Board of Directors. The person receiving merchandise or services must sign and date the invoice indicating that he/she did, in fact, receive goods. Then the invoice is forwarded for payment. After

verifying payment not previously made, the Treasurer will make payment. Amount, date and check number will be noted on invoice, along with type of expense (equipment, uniforms, signs, copying, etc.) if possible.

Dated: _____

President

Secretary