

BY-LAWS OF EDINA GIRLS FASTPITCH ASSOCIATION

ARTICLE I NAME AND REGISTERED OFFICE

- 1.1 Name.** The name of the Corporation shall be Edina Girls Fastpitch Association (“EGFA”). It is a non-profit Corporation registered with the State of Minnesota and has tax-exempt status under Internal Revenue Code Section 501[C][3].
- 1.2 Registered Office.** The registered office of the Corporation shall be that location set forth in the Articles of Incorporation or statement of the EGFA Board of Directors filed with the Secretary of State of Minnesota. The location of the registered office may be changed in the manner prescribed by law. The Corporation may have such other offices, within or without Minnesota as the Corporation shall deem necessary.

ARTICLE II PURPOSE

- 2.1 General Purposes.** The purpose of the Corporation shall be for charitable and educational purposes. It is the policy of EGFA to provide a positive learning experience for girls who live in or go to school in Edina and the surrounding communities, 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.
- 2.2 Governing Bodies.** EGFA is governed by and has adopted the rules and procedures of the Suburban Girls Softball League, the Minnesota Sports Federation (MSF), the Amateur Softball Association of Minnesota (ASA*USA), and the Edina Park and Recreation Department, which are incorporated herein by reference and kept with the records of the Corporation maintained by the Secretary.

ARTICLE III MEMBERSHIP

- 3.1 Members.** All parents and legal guardians of girls registered in an EGFA program shall be Members of the Corporation. In addition, all EGFA team coaches and assistant coaches shall be Members.
- 3.2 Voting.** All Members shall be entitled to vote once a year at the Annual Meeting of the Members. A majority of the votes cast shall decide all matters properly brought before the Members by the Board of Directors. Members must be present to vote.

- 3.3 **Annual Meeting of the Members.** The annual meeting of the Members shall be on the first Monday of October at 7:00 p.m. at the Edina City Hall or other such place as decided by the EGFA Board. Notice of this meeting shall be given to the public and Members of the Corporation by one or more of the following methods: notice posted in the Edina Sun Current, e-mail, notice posted on the EGFA website and/or any other method decided by the Board.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 **Board of Directors.** The business and affairs of the Corporation shall be managed by or shall be under the direction of the Board of Directors.
- 4.2 **Number of Board Members.** The EGFA Board shall consist of up to 15 Board Members. A majority of Board Members shall have a daughter currently registered in an EGFA program or a daughter who has been registered in an EGFA program within the last three years. Other persons with a demonstrated interest in the EGFA program who live or work in Edina may also be eligible to be Board Members.

Executive Committee Members may serve a fourth year without re-election at their discretion. Executive Committee Members serving a fourth year will not count against the 15 Board Member maximum number.

- 4.3 **Election of Board Members.** The Board shall appoint a nominating or recruiting committee to identify and solicit candidates to fill vacancies on the Board. The President shall accept nominations from any Member of the Corporation up to 48 hours following the close of the September Meeting. Write-ins are not permitted. Board Members shall be elected by the Members of the Corporation. Board Members shall serve a three-year term, and may be re-elected for successive 1 year terms.
- 4.4 **Executive Committee.** The Executive Committee shall consist of the four officers of the Corporation, President, Vice-President, Treasurer and Secretary. The Executive Committee is empowered to act on behalf of the Board of Directors in situations where it is not practical to call a full board meeting. Action and/or decisions require a vote of at least three Members of the Executive Committee.
- 4.5 **Board Associates.** The Board may appoint Members of the Corporation who are not Board Members to sit on any Board committee (except the Executive or Grievance Committees) or assist in Board activities. Board associates shall not be able to vote on Board decisions.
- 4.6 **Standing Committees.** The Board shall establish one or more committees to conduct its business. The chair of any committee shall be a Board Member. Additional committee Members may be Board Members, other EGFA Members, or other individuals whose expertise is deemed necessary for a particular committee.

- 4.7 **Grievance Committee.** Upon receiving a written grievance from an EGFA Member, the President shall appoint a grievance committee, which shall consist of three Board Members. In the event the President is the subject of the grievance, the Vice President shall appoint the grievance committee. The committee shall strive to resolve all grievances as soon as possible.
- 4.8 **Guidelines.** The Board shall adopt EGFA Guidelines which shall include information about the Board, player eligibility, registration, tryouts, equipment, uniforms, player and coaches' responsibilities and any other pertinent EGFA information as deemed appropriate by the Board. The Board may revise the Guidelines at any time. The Guidelines will be made available to EGFA Members by posting on the EGFA website or any other method decided by the Board.

ARTICLE V BOARD MEETINGS

- 5.1 **Annual Meeting.** The Annual Meeting of the EGFA Board will be on the first Monday of October at the Edina City Hall or at other such place as decided by the EGFA Board with advance notice given to all Board Members. The meeting shall start following the conclusion of the Annual Meeting of the Members. At this meeting, the Board will elect officers for the upcoming year and the term of new Board Members will commence.
- 5.2 **Monthly Meetings.** The Board will hold monthly meetings, normally on the first Monday of the month at 7:00 p.m. at the Edina City Hall or at such other place and time as decided by the EGFA Board with advance notice given to all Board Members. The Board shall conduct its regular business at such meetings.
- 5.3 **Special Meetings.** The President may call a special meeting of the Board at any time at his/her own discretion or at the request of 25% of the Board Members. The meeting shall be held between 5 and 10 days after the request, and proper notice of the meeting shall be given to all Board Members.
- 5.4 **Quorum and Voting.** A majority of the Board Members is a quorum for the transaction of business at any Board meeting. Any action or decision of the Board shall be approved by a majority of the Board Members present at any meeting.
- 5.5 **Notice of Meetings.** Notice of all Board meetings shall be given to all Board Members at least 5 days prior to the meeting. Notice may be given orally in person or by telephone, or in writing by mail or e-mail. Notice of a special meeting shall state the purpose for which it has been called. The President shall prepare an agenda for each meeting, which shall be distributed to Board Members prior to the meeting.

- 5.6 **Open to Public.** All Board meetings are open to the public, except for meetings in which personal issues or litigations are discussed. Members of the public or the Corporation may discuss concerns or recommend changes to the organization at any Board meeting.

ARTICLE VI OFFICERS

- 6.1 **President.** The President shall preside at all meetings of the Corporation. The President shall have responsibility for the active management of the business of the Corporation and shall see that all resolutions of the Board are carried into effect. The President shall execute and deliver in the name of the Corporation any contracts or other documents pertaining to the business of the Corporation. The President shall, in conjunction with the Secretary, maintain records and certify all proceedings of the Board, Members and committees.
- 6.2 **Vice President.** The Vice President shall preside at all meetings of the Corporation when the President is unable to preside. The Vice President shall assist the President and shall perform all duties as may be assigned by the President from time to time.
- 6.3 **Treasurer.** The Treasurer shall keep accurate financial records of the Corporation, deposit all receipts in corporate accounts at the banks designated by the Board, disburse corporate funds and issue checks as authorized by the Board, complete all forms required by the federal government and the State of Minnesota by the required deadlines, maintain and record all EGFA registrations and refunds, and shall perform all duties as may be assigned by the President from time to time. The Treasurer shall present monthly and annual financial statements to the Board for approval and prepare annual budgets for approval by the Board.
- 6.4 **Secretary.** The Secretary shall attend all meetings of the Board and take minutes, and shall, with the President, maintain records and certify all proceedings of the Board. The Secretary shall be responsible for all correspondence, shall notify Board Members of upcoming meetings, and shall perform such other duties as may be assigned by the President from time to time.
- 6.5 **Term of Office.** Officers shall be elected by the Board at its annual meeting and shall serve for one year.
- 6.6 **Removal of Officers or Board Members.** Any officer or Board Member may be removed with cause, by the Board of Directors at the annual meeting, a monthly Board Meeting or a special meeting scheduled in accordance with the provisions of Section 5.3. Cause is defined as violating the By-laws or Guidelines adopted by the Corporation or lack of participation in Board meetings and activities. Lack of participation is defined as missing 4 or more regularly scheduled Board meetings on a rolling year, failing to adequately carry out the duties of a committee assignment, and/or being otherwise inactive in Board activities.

- 6.7 **Vacancies.** The Board of Directors may appoint Board Members to fill vacancies resulting from resignation or removal. Such appointees shall serve until the next annual meeting, at which time they will be voted on by Members of the Corporation. If the previously appointed candidate is elected, a new three-year term for service shall commence.

ARTICLE VII RULES AND FISCAL YEAR

- 7.1 **Meeting Rules.** The rules contained in Robert's Rules of Order shall govern the proceedings of all meetings of the Members and the Board in all cases to which they are applicable.
- 7.2 **Fiscal Year.** The fiscal year of the Corporation will be October 1 to September 30.

ARTICLE VIII AMENDMENT OF BY-LAWS

- 8.1 **Amendment.** The Board may amend, repeal or replace the By-laws of the Corporation, at any time, upon an affirmative vote of 2/3 of all Board Members. The proposed changes shall be presented at one meeting and voted on at the next meeting.

ARTICLE IX COMPLIANCE WITH CITY OF EDINA RULES

- 9.1 **Edina Residents.** EGFA programs and activities must have at least 80% Edina residents, which is defined as individuals 18 years old and under who live in Edina or who go to school in Edina.
- 9.2 **Financial Statement.** EGFA shall file a financial statement with the City of Edina each year that will be made public upon request. This statement must indicate revenue, expenditures and fund balances.
- 9.3 **No Discrimination.** EGFA programs and activities may not discriminate based on race, ethnic background or religion. However, they may discriminate based on ability to play softball.

EDINA GIRLS FASTPITCH ASSOCIATION

BY-LAWS

As Amended November 17, 2011

BOARD MEMBERS

Kris Henderson—President

Dale Ross—Vice President

Chris Carter—Treasurer

Kelly Helgren—Secretary

Tom Bray

Megan Brinkman

Bill Buenz

Chris Lawler

Doug Lewis

Adam Mans

Bob McGarry

Brian McHugh

Tom Newhouse

Rick Pins

Timothy Velner