

AMENDED AND RESTATED BYLAWS OF OF ORONO SOFTBALL ASSOCIATION

ARTICLE I — NAME AND PURPOSE

Section 1: *Name*. The name of the organization shall be Orono Softball Association (“Association”). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2: *Purpose*. The Association is organized exclusively for charitable and educational purposes.

The purpose of this Association is:

to teach girls in Pre-K through high school the fundamentals of fastpitch softball, while prioritizing and encouraging sportsmanship, teamwork, and self-confidence, in recreational and competitive softball programs.

Section 3: *Policies*. The policies and procedures of the Association, as referenced herein, shall be set forth in a separate document that is reviewed and updated by the Board as needed.

ARTICLE II — MEMBERSHIP

Section 1: *Membership*. Membership of the Association shall consist of the Board of Directors. The term “member” or “director” as used in the Bylaws means an individual serving on the Association’s Board of Directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1: *Board Role, Size, and Compensation*. The Board is responsible for overall policy and direction of the Association and may delegate responsibility of day-to-day operations to its staff and committees, if any. The Board may have up to 14, but shall not have fewer than 8, members (except if there is a mid-term vacancy and the Board is actively looking for a replacement Board member). The Board receives no compensation, other than pre-approved reimbursement for reasonable expenses incurred for the benefit of the Association and not for the benefit of any individual member.

Section 2: *Board Terms*. A Board term is two (2) years, except for the member-at-large position which is a one (1) year term. All Board members, except for the Board President, are eligible for re-election for up to four (4) terms. The President is limited to serving four (4) years, or two (2) consecutive terms. Each year of Board membership runs from October 1 through September 30.

Section 3: *Meetings and Notice*. The Board shall meet at least once every three months, depending on business necessity, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least seven (7) days in advance. A

Director may participate in a board meeting by means of conference call or, if authorized by the Board, by such other means of remote communication, so long as all Directors participating in the meeting can hear and interact with each other simultaneously and in real time during the meeting.

Section 4: *Meeting Procedures*. Any question concerning parliamentary procedure at meetings shall be resolved by reference to Robert's Rules of Order, revised.

Section 5: *Board Elections*. The Board shall elect Board members to replace those whose terms will expire, or those Board members who are vacating their position. This election shall take place during a regular meeting of the Board, called in accordance with the Bylaws. Each year of a Board member's term runs from October 1 through September 30, unless a Board member is filling a vacancy mid-term.

Section 6: *Election Procedures*. Board members shall be elected by a majority of the Board members present at such a meeting, provided there is a quorum present.

Section 7: *Quorum*. "Quorum" means a simple majority of the full Board must be present at the meeting for business transactions to take place and for motions to pass. Board members shall not appoint a personal proxy or vote by proxy. In the event a quorum is not present for a meeting, those Board members attending the meeting shall have the power to adjourn the meeting.

Section 8: *Officers and Duties*. There shall be three officers of the Board, consisting of a President, Secretary, and Treasurer. The Board may also elect a Vice President. Their general duties are as follows, with more specific duties to be outlined in the Association's policies:

President: The President shall convene and preside over scheduled Board meetings.

Vice President: The Vice President, if any, shall perform the duties of the President during the absence of the President and shall work in partnership with the President.

Secretary: The Secretary shall keep and maintain a true, up-to-date record of all proceedings of the Association and meetings of the Board, distribute copies of meeting minutes to each Board member, and ensure that corporate records are maintained.

Treasurer: The Treasurer shall report to the Board at regular Board meetings, maintain accurate financial records, safeguard the assets of the Association, receive all monies of the Association, pay the Association's bills, keep the checkbook current, keep a record of all activity (deposits and expenditures), provide change for and deposit money for all Association fundraisers, prepare current budget report for Board meetings, file tax returns, and send tax donation letters. The Treasurer shall also assist in preparation of the budget, help develop fundraising plans, alert the Board of any expenditure that is not in the budget or beyond the limit set forth in the Association's policies, and make financial information available to the Board.

Section 9: *Board Member Duties*. The titles and duties of all Board members shall be set forth in the Association's policies.

Section 10: *Vacancies*. When a vacancy on the Board exists mid-term, the duties of the open position shall be distributed among the current Board, until election of a new Board member. A vacancy may be filled at any time during the year, and the new Board member shall be elected by the majority of the Board present at such a meeting, provided there is a quorum present. The individual elected to fill a vacancy will only serve until the end of the vacant Board member's Term, though that individual may apply for reelection for a term beginning on the first day of the next Board Term.

Section 11: *Resignation, Termination, and Absences*. A Board member may resign at any time, though resignation from the Board must be in writing and received by the President at least one (1) week prior to the effective date of the resignation. If a Board member requests that another Board member be involuntarily removed from the Board, such removal request must be made by a Board member at least one (1) week prior to a scheduled Board meeting. Involuntary removal of a Board member must be made by a three-fourths vote of the full Board. A Board member shall be considered automatically removed from the Board if he or she no longer meets the eligibility requirements for Board service as set forth in the Association's policies.

Section 12: *Special Meeting*. The Board President may call a special meeting. Notices of special meetings shall be sent out to each Board member at least 48 hours prior to the special meeting. A Board member may participate in a special meeting by means of conference call or, if authorized by the Board, by such other means of remote communication, so long as all members participating in the meeting can hear and interact with each other simultaneously and in real time during the meeting.

Section 13: *Action Without a Meeting*. Any action required to be taken at meeting of the Board may be taken by written action (including email) approved by all Board members, in accordance with applicable law.

Section 14: *Books and Records*. The Association shall keep complete books and records of account and minutes of the proceedings of the Board.

Section 15: *Contracts*. All contracts, regardless of size or duration, shall be approved by a quorum prior to offering the contract to another party or acceptance of a contract.

Section 16: *Conflict of Interest*. The Board shall adopt a Conflict of Interest policy.

Section 17: *Indemnification*. The Association shall indemnify, defend, and hold harmless any Board member who is a party, or is threatened to be made a party, to any action or proceeding, including but not limited to: any threatened, pending, or completed action or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that such Board member was or is an authorized representative of the Association, against costs, expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such Board member in connection with such action or proceeding, so long as such Board member acted in good faith and in a manner the Board member reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal proceeding, had no reasonable cause to believe that such Board member's conduct was unlawful. The indemnification and

advancement of expenses provided under this Section shall continue as to any person who has ceased to be a Board member and shall inure to the benefit of heirs, executors, and administrators of any such former Board member, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Section 17. If a Board member is sued by the Association, such Board member may only be indemnified for reasonable expenses (including attorneys' fees) if a court determines that the Board member sued is fairly and reasonably entitled to indemnity for expenses under the standard of care set forth in this Section and under Minnesota law. The Association shall not pay expenses if the Board member is deemed liable to the Association and the Association shall not pay such Board member's judgments, fines, or any amounts due by such Board member in settlement with the Association.

Section 18: *Finance.*

- a. Budget. The Board shall approve an annual budget. Any major change to the annual budget must be approved by the Board.
- b. Fiscal Year. The fiscal year of the Association shall be the calendar year.
- c. Financial Records. The financial records of the Association are public information and shall be made available to the Board members, and the public upon request.

ARTICLE IV — COMMITTEES

Section 1: *Committee Formation.* The Board may create standing or ad hoc committees to serve the Association. Committees are delegated groups tasked with accomplishing certain work between Board meetings and bringing information or recommendations to the full Board at designated times.

Section 2: *Committee Chair.* Each committee shall have at least one Board member whose role is to facilitate committee meetings and activities, act as a liaison between the committee and the Board, and report on committee activities at Board meetings. The Board President may propose a Board member to serve as a Committee Chair, and the Board shall vote on the proposal. A Committee Chair shall be a member of the Board. Committee members may be volunteers from the community.

ARTICLE V – AMENDMENTS

Section 1: *Amendments.* These bylaws may be amended when necessary by two-thirds majority of the Board of Directors.

Section 2: *Dissolution.* In the event of dissolution of the Association, the Board shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the Association to an organization dedicated to charitable and/or educational purposes that has been recognized as a 501(c)(3) organization by the Internal Revenue Service.

Certification

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on **January 8, 2019**.

By: Andrea Tysdal
President, Orono Softball Association

Date 1/8/19

By: Elizabeth Kallay
Secretary, Orono Softball Association

Date 1/8/19