

# **FARMINGTON TRAVEL BASEBALL ASSOCIATION 2024-2025 BY-LAWS**

The Farmington Travel Baseball Association, also known as Farmington Baseball Association, establishes these by-laws. Any and all prior agreements, resolutions, practices, policies, rules, and regulations relating to this organization, to the extent they are inconsistent with this document, are hereby superseded.

## **ARTICLE I THE ASSOCIATION**

**Section 1.1 Name** - This organization having the name Farmington Travel Baseball Association (FTBA) is a non-profit, tax Exempt 501(c)(3) Corporation incorporated and operated under the laws of the State of Minnesota. The principal office of the FTBA shall be located at FTBA, Post Office Box 276, Farmington, Minnesota 55024. FTBA has filed the assumed name Farmington Baseball Association (FBA) under which business is conducted and will be referred to as Farmington Baseball Association or FBA here after within this document. FBA may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate, or the business of FBA may require, including, but not limited to an address located at Farmington High School for the Booster Club program.

## **ARTICLE II PURPOSE/MISSION AND LIMITATIONS**

**Section 2.1 Purpose** – FBA is organized and operated exclusively for charitable, educational, and other exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit. The purpose of FBA is to support and provide a fun and safe environment for recreational and competitive baseball programs for the youth of the community, including those children residing in Farmington or attending schools within the Farmington School District (School District 192), and to promote and support the Farmington High School Baseball program, their student athletes and coaches. We have adopted a program philosophy that stresses not only the teaching of the fundamentals and strategies of baseball in an appropriately competitive environment, but also instill the principles of teamwork, integrity, perseverance, sportsmanship, honesty, loyalty, courage, and the respect for others. The specific intent of FBA having a Recreational Program, Travel Program and a Booster Club Program is to advance the Farmington Baseball community from the young age of the youth baseball programs up through the high school program without deferring decisions or financial responsibilities to one program over the detriment of the other program.

**Section 2.2 Resolved** - Children and family members of FBA officials; including board

members, coordinators, and coaches shall not receive any preferential treatment in any aspect of FBA activities. This includes but is not limited to placement evaluation, playing time in games or practices, selection for coaching, officiating, etc. in relation to the Recreational Program or Travel Program whereby FBA officials may have an authority position in relation to such activities.

**Section 2.3 Disclaimer** - FBA does not recognize or support, and is not connected with any other spring, summer or fall baseball leagues, except those described herein. Individual play on such teams can occur only during the off-season or as outlined in Section 3.4 – Roster Status below.

**Section 2.4 Limitations** - All policies and activities of the FBA shall be consistent with all applicable Federal, State, Local and Trade regulation, and with all other legal requirements. No FBA earnings shall inure to the benefit of any director, member of FBA or private individual.

**Section 2.5 Programs** – The FBA consists of the following programs:

- a) **Recreational Program:** includes in-house instructional league and community league for the appropriate school age levels. This can include partnership with surrounding community baseball programs and participation in community baseball leagues. Should FBA participate in a community baseball league that requires specific bylaws and/or membership requirements, that change in status will be amended here, with FBA reserving the right to control its affiliation status with any such league or other partner organization;
- b) **Travel Program:** includes Farmington travel league for appropriately aged youth at the 9U-15U age levels, as well as appropriate aged youth at the American Legion Baseball age levels. The FBA shall retain member status in the Metro Baseball League (MBL) and Senior & Junior American Legion Baseball league and divisions, as a means to deliver its mission through the game of baseball. The FBA shall abide by the approved bylaws of the MBL as it pertains to MBL membership and league operation and play. The FBA shall abide by the approved bylaws of the Minnesota American Legion Baseball charter. The FBA reserves the right to enact additional association rules/policies as necessary to effectively deliver FBA programs. The FBA maintains the right to control its affiliation status with MBL, the Minnesota American Legion Baseball charter, or any other partner organization; and
- c) **Booster Club Program:** includes Members promoting and supporting the Farmington High School Baseball program of the Farmington School District (School District 192), their student athletes and coaches.

## **ARTICLE III MEMBERSHIP**

**Section 3.1 Association Membership** - The FBA is open to all parents, guardians, players, and coaches of the players within the boundaries of the Farmington School District 192. Anyone outside this jurisdiction may apply to the Board of Directors (Board) for membership. The FBA does not discriminate on the basis of sex, race, color, nationality, ethnic origin, or sexual orientation in the administration of its by-laws and policies and procedures.

### **Section 3.2 Types of Association Membership**

- Voting members for the Recreational Program and Travel Program are limited to persons who have players registered in the FBA program and have paid the required fees determined by the Board or persons currently serving as a board member.
- Membership in the Booster Club Program is voluntary and considered a “per household” membership, which means if a parent, guardian or general head of the household has paid for a Booster Club Program membership, including alumni membership or a lifetime membership, their partner or spouse within that household is also considered a voting member of the Booster Club Program under that same membership level.
- Voting members for the Recreational Program and Travel Program may serve as a director or hold an officer position only in relation to the Recreational Program and Travel Program provided in Article V.
- Voting members for the Booster Club Program may serve as a director or hold an officer position only in relation to the Booster Club Program provided in Article VIII.
- A non-voting member for the Recreational Program and Travel Program may be appointed by the Travel Director or Community Director to serve on FBA committees or may be voted to hold an officer, director or coordinator position provided their nomination is accepted by the current Youth Board with a two-thirds majority.
- A non-voting member for the Booster Club Program may be appointed by the Booster Club President to serve on FBA committees or may be voted to hold an officer, director or coordinator position provided their nomination is accepted by the current Booster Club Board with a two-thirds majority.
- Voting members and non-voting members can serve as a director or hold an officer position for the Recreational Program and Travel Program provided in Article V and also the Booster Club Program provided in Article VIII. To the extent a member intends to serve as a director or hold an officer position in both the Youth Board and Booster Club Board, the member must disclose this intent to the Executive Committees of both respective boards before serving in such capacity.
- Sponsors: Persons or firms furnishing goods, services, or financial support to the FBA may become non-voting members.
- Affiliates: Coaches, referees, or volunteers interested in serving the FBA may become nonvoting members.

**Section 3.3 Expulsion and Revocation** - Any association member may be expelled for cause by

two-thirds vote of the entire Board. Booster Club membership may be revoked for conduct deemed detrimental to the mission of the FBA and/or the Booster Club Program. Revocation will require a majority vote of the Booster Club Executive Board. Detrimental activities can include, but are not limited to, actions found by the Booster Club Executive Board to be contrary to the purpose, mission, non-profit status or membership requirements as defined by these By-Laws.

**Section 3.4: Roster Status** – The following rules pertain to FBA programs:

- a) **Recreational Program (In-House / Community):** Players must participate at their current grade level.
- b) **Travel Program** – Travel players must participate at their appropriate age level. Players are encouraged to participate with players in their same grade. Players in the 9U through 15U age divisions who have been assigned an FBA travel roster spot are allowed to be “double rostered” during the FBA season. A player may play with a non-FBA team (i.e.: a “club” team) while rostered on an FBA team to the extent that said player is not missing an event or meeting scheduled by their FBA team. The following rules have been put in place to protect the health of the player, the commitment of the player to their teammates and FBA’s commitment to its own membership as outlined by its mission statement.
  - If a player misses a scheduled FBA practice to attend an event for a non-School District 192 event, the player will be suspended for the next FBA game.
  - If a player misses a scheduled FBA game to attend any event for a non-School District 192 event, the player will be removed from the FBA roster and ineligible to participate with any FBA team for the remainder of the season.
  - The non-FBA team cannot be another FBA team or another community-based team associated with Metro Baseball League (MBL).
  - Any unique circumstances must be brought to the attention of the FBA Travel Director before the occurrence of an outside baseball event for consideration of an exemption. The Head Coach and the FBA Travel Director will have final approval of exceptions to this policy.

The foregoing rules are not applicable to players of the American Legion Baseball divisions, although such players are highly encouraged to attend practices and games and to communicate with as much advance notice as possible about their availability or lack thereof with their coaches for practices and games.

## **ARTICLE IV FEES**

**Section 4.1 Youth Registration Fees** - Registration fees for the Recreational Program and Travel Program are determined each year by the Youth Board. The Youth Board Finance Director will submit notice of an estimate of fees for the upcoming season based on budget at the annual

association meeting. Registration fees must be paid in full before a player participates in tryouts or practices. The FBA is a pay-to-play organization for the Recreational Program and Travel Program. A scholarship program is available for any player with a demonstrable financial hardship. Furthermore, the Travel Director or Community Director may waive the registration fee if deemed necessary based upon the member's financial situation. No player may participate in tryouts, practices, or games with a balance due from registration, unless approved by the financial aid committee/Travel Director.

**Section 4.2 Booster Club Membership Fees** - A Booster Club Program membership fee for families of players in the Farmington High School baseball program (FHS baseball program) will be designated before each season, based on budget, expenses, field improvements, coach salaries or other specific needs of the FHS baseball program. The Booster Club Program membership fee will be established by the Booster Club Board of Directors and as amended from time to time, shall accompany each application for membership and shall become the property of the Booster Club Program. The single year membership fee shall cover a calendar year. Exceptions to these parameters will be considered and voted upon by the Booster Club Board of Directors. Booster Club membership fees are non-refundable.

## **ARTICLE V THE YOUTH BOARD OF DIRECTORS**

**Section 5.1 Authority** -The governing body of the Association for the Recreational Program and Travel Program is the Youth Board of Directors ("The Youth Board"). The Youth Board has authority to supervise, control and direct all aspects of the Recreational Program and Travel Program of the FBA, including current policies and procedures.

**Section 5.2 Composition** - The number of Youth Directors shall be not less than twelve (12) nor more than twenty-five (25) with equal votes. New board positions will be nominated, and open positions will be filled annually. No person shall be permitted to hold more than one Director position. For the 2024-2025 season, FBA shall have at least the following eighteen (18) Youth Board of Directors positions and contingent At-Large Director positions:

- Travel Director
- Community Director
- Finance Director
- Assistant Travel Director
- Assistant Community Director
- Communications Director
- Concessions Director
- Equipment/Field Director
- Offseason Training Director
- Registration Director

- Schedule Director
- Tournament Director
- Tryout Director
- Umpire Director
- Uniform Director
- Volunteer Director
- Summer HS Team Uniform Director
- Team Pictures Director
- At-Large Director (maximum of three (3) At-Large Directors) Each At-Large Director must be approved by the Youth Executive Committee and have a defined role/purpose and term not to exceed one year prior to the At-Large Director position being filled.

**Section 5.3 Term of Office** - The length of service for the Travel Director, Community Director and Finance Director is two years plus one year as a non-voting ex-officio. The other Youth Board of Director's positions are one year in term length. The Community Director will serve two years, starting on the odd year. The Finance Director and Travel Director will serve two years, starting on the even year.

**Section 5.4 Age Level Directors** – The Youth Board may establish functional or at-large coordinators to work with the Youth Directors as non-voting board members. These positions can only be filled by association members. The term of these positions is one year in length. For the 2024-2025 season, FBA shall have up to three (3) Age Level Directors positions:

- Age Level Directors (maximum of three (3) Age Level Directors)

**Section 5.5 Mid-Term Vacancies** - Mid-term vacancies on the Youth Board of Directors shall be filled by majority vote of the remaining Youth Board members. Persons appointed in this process shall serve the remainder of the unexpired term.

**Section 5.6 Compensation and Conflicts of Interest** -The Youth Board of Directors may, at any time by resolution adopted by a simple majority of the total number of directors, provide for the payment or reimbursement of expenses incurred by any director, officer, agent or employee of the association. Any such services or expenses must be directly in furtherance of the charitable purposes of the association and the compensation or reimbursement shall be reasonable and not excessive. Youth Board members shall abstain from votes on matters deemed a conflict of interest financial or otherwise.

**Section 5.7 Removal From Office** - Any Youth Board member, director or officer may be removed from office for cause by two-thirds vote of all other Youth Board members. Attendance policy will be enforced.

**Section 5.8 Attendance** – Youth Board members who will be absent from a monthly meeting will notify the Travel Director or Community Director before the meeting. Two consecutive

absences without notice or four total absences in a year are grounds for dismissal from the Youth Board of Directors.

## **ARTICLE VI**

### **YOUTH COMMITTEES**

**Section 6.1 Selection** - The Travel Director and Community Director shall create such committees as deemed necessary to achieve the purposes of FBA for the Recreational Program and Travel Program. The Travel Director and Community Director shall appoint volunteers, subject to the Youth Board confirmation, to serve on committees functioning in selected areas of FBA activity. All committees report on their activities and make their recommendations to the Youth Board for review and approval. Volunteers, voting members, and non-voting members are eligible to serve on committees.

**Section 6.3 Term** - All committee members will be appointed to serve a term of no more than one year. If the committee achieves its purpose before the end of that year, it will be dismissed.

**Section 6.3 Youth Executive Committee** - The Travel Director, Community Director, Finance Director, Assistant Travel Director, and Assistant Community Director shall serve as a Youth Executive Committee that functions to handle day-to-day activities and decisions for the Recreational and Travel programs of FBA. Members of this committee are appointed to serve in accordance with their Youth Board position and respective term limits.

**Section 6.4 Youth Conduct Committee** - The Travel Director and Community Director, along with at least three other members of the Youth Board shall serve as a Youth Conduct Committee that functions to investigate violations of conduct as outlined in these By-Laws, association Code of Conduct(s), rules, policies, procedures, and other governance materials produced by the association; and to implement a penalty(s) associated with the violation. As outlined in Section 5.6, all members of the Youth Conduct Committee must be free of direct conflicts of interest related to the violation(s). Should there be a conflict related to the Travel Director or Community Director, that position will be replaced by the Assistant Director, or if necessary, another member of the Youth Executive Committee. Members of this committee are appointed to serve in accordance with their Youth Board position and respective term limits.

## **ARTICLE VII**

### **YOUTH PROGRAM RULES AND AMENDMENTS**

**Section 7.1 Rules** -The Youth Board of Directors may establish rules that are consistent with these bylaws for the policies and procedures in relation to the Recreational Program and Travel Program of the association. Changes to the policies and procedures in relation to the Recreational Program and Travel Program need to be approved by a simple majority vote of Youth Board of Directors.

**Section 7.2 Amendments** -Amendments to these by-laws concerning the Recreational Program

and Travel Program may be made by two-thirds vote of the Youth Board of Directors at a regularly scheduled Youth Board meeting. The Youth Board of Directors may terminate the Booster Club Program from FTBA with a two-thirds vote of the Youth Board of Directors and the proper written notice provided in Section 9.2 below.

**Section 7.3 Voting** -The majority vote based on the voting Youth Board members in attendance at FBA's regularly scheduled Youth Board meetings shall be recorded and both the coaches and parent handbooks updated accordingly. Motions made at any Youth Board meeting must be voted on or tabled for discussion.

**Section 7.4 Meetings** – Youth Board meetings will be held monthly, currently the second Sunday of each month. Day of week may change depending on Youth Board member schedules and location availability. The Travel Director or Community Director will notify Youth Board members of time and location. Meetings will have an open protocol format with comments welcome from visitors. Comments from visitors must be informational in nature and may not exceed five (5) minutes per issue. The Youth Board will not engage in the discussion or debate during those five minutes. However, the Youth Board will take the information presented and refer the issue to the individual(s) and/or committee (when appropriate) that would most effectively respond to the issue at hand. As part of the protocol, it is unacceptable for any speaker to slander or engage in character assassination at a FBA board meeting. The Youth Board may schedule a closed board meeting every year after registrations close and before tryouts begin, which typically occurs at the February meeting. The Youth Board may also schedule a closed board meeting every year after tryouts and before teams are announced. The Youth Board at the request of the Conduct Committee of the Youth Board may schedule a closed board meeting to review and discuss information related to violations of association conduct, rules and governance for the protection and mitigation of harm to the parties involved in the violation.

**Section 7.5 Quorum for Youth Board Meeting** - The presence in person or by proxy of a majority of the Youth Board of Directors shall be necessary for a quorum.

**Section 7.6 Proxies** - Each Director of the Youth Board shall be entitled to one vote in person or by proxy. All proxies must be in written form and may be withdrawn at any time.

**Section 7.7 Youth Board Elections** – A special annual board meeting will be held in September for the purpose of electing board positions and providing general results from the year. Candidates not currently serving on the Youth Board and wishing to be considered for election during the special meeting will submit a completed board application to the Travel Director and Community Director no later than one week prior to the annual meeting. Each FBA member in good standing will receive one vote. At the annual meeting for the FBA, all voting members present will constitute a quorum.



**ARTICLE VIII**  
**THE BOOSTER CLUB BOARD OF DIRECTORS**

**Section 8.1 Authority** – The governing body of the Association for the Booster Club Program is the Booster Club Board of Directors (“The Booster Club Board”). The Booster Club Board has authority to supervise, control and direct all aspects of the Booster Club Program of the FBA, including current policies and procedures.

**Section 8.2 Composition** – The Booster Club Board shall consist of both voting and non-voting members. The Booster Club Board shall be not less than five (5) voting members nor more than twelve (12) voting members with equal votes. Each Director shall be elected annually by the General Booster Club Membership, and each Director shall serve for a term of one (1) year except the President and Treasurer, which positions are both a two (2) year term. A term may be renewed indefinitely under the advisement and recommendation of at least two current members of the Booster Club Board. All Board members shall serve without compensation. The current Board of Directors shall consist of the voting members defined below.

**Section 8.2.1: President**

- The President is a voting member and shall uphold the by-laws of the Booster Club.
- Will preside at all meetings of the High School Tiger Fan Club, Baseball Booster Club, and of the Board of Directors.
- Will supervise and manage the business, using the powers and duties usually vested in the office of the President of a corporation.
- Will appoint such committees as he or she or the Board of Directors consider expedient of necessary.
- Will serve as ex-officio member of all standing committees.
- Will work with the Treasurer to present a yearly budget to the Board of Directors for approval as required.
- Will be the liaison (or be responsible for delegating the Liaison duties) between the booster club and the HS coaches, Athletic Director, Community Education, City, MYAS and other Baseball affiliates.
- Maintain detailed position description, written information and materials essential for use in transition of this position to the succeeding board member.
- Have signature authority of all checks and disbursements, in all accounts.
- Has the power to make purchases on behalf of the booster up to \$250 without Board approval.

**Section 8.2.2: Vice President**

- The Vice President is a voting member and shall uphold the by-laws of the booster club.
- Will uphold the by-laws of the Booster Club.

- Will perform all duties of the President in the absence of the President.
- Be a member of all committees.
- Will perform all other duties as may be required by the Booster Club and its officers.

### **Section 8.2.3: Secretary**

- The Secretary is a voting member and shall uphold the by-laws of the Booster Club.
- Will keep the minutes of all meetings of the booster club and Board of Directors and will present such minutes at the next meeting for approval by the Board of Directors.
- Will notify the membership of the Booster Club about the Board of Directors meetings.
- Will maintain booster club Bylaws.
- Maintain detailed position description, written information and materials essential for use in transition of this position to the succeeding board member.

### **Section 8.2.4: Treasurer**

- The Treasurer is a voting member and shall uphold the by-laws of the Booster Club.
- Will have charge of all receipts and moneys of the Booster Club.
- Shall deposit them in the name of the boys' baseball boosters, in a bank as required under the umbrella of the FBA.
- Will disburse funds as ordered or authorized by the Board of Directors.
- Will report the financial status of the booster club to the Board of Directors at each meeting.
- Will ensure the corporation's financial records are current at all times.
- Will prepare an annual budget as required under the President's direction for approval by the Board of Directors.
- Will ensure the accuracy of the Booster Club's financial statements.
- Will be the liaison with the designated bank regarding the Booster Club account.
- Will manage the Booster Clubs fundraisers' cash proceeds and prepare a financial summary for the Board of Directors for each event.
- Maintain detailed position description, written information and materials essential for use in transition of this position to the succeeding board member.

### **Section 8.2.5: Fundraising Director**

- The Fundraising Director is a voting member and shall uphold the by-laws of the Booster Club.
- Coordinate all fundraising activities for each year including overseeing all fundraising coordinators.
- Coordination of all fund raising activities of the Booster Club must be approved by the Executive Board in order to avoid conflict or duplication of efforts.
- Perform all other duties as may be required by the Booster Club and its officers

### **Section 8.2.6: Volunteer Director**

- The Volunteer Director is a voting member and shall uphold the by-laws of the Booster Club.
- Coordinate all volunteer opportunities by creating and maintaining a volunteer signup for each event.
- Work with the Fundraising Director to provide volunteers for all fundraising events as needed.
- Perform all other duties as may be required by the Booster Club and its officers.

**Section 8.2.7: Website/Communications Director**

- The Website/Communications Director is a voting member and shall uphold the by-laws of the Booster Club.
- Maintain the booster website.
- Will manage the Booster Clubs’s primary communication tools, including the Booster Club’s website and email.
- Maintain detailed position description, written information and materials essential for use in transition of this position to the succeeding board member.

**Section 8.3: Booster Club Executive Committee** – The Booster Club President, Vice President and Treasurer shall serve as a Booster Club Executive Committee that functions to handle day-to-day activities and decisions for the Booster Club Program of FBA. Members of the Booster Club Executive Committee are appointed to serve in accordance with their Booster Club Board position and respective term limits.

**Section 8.4:** It is the duty of all voting members to attend all Booster Club meetings. Failure to attend 3 consecutive meetings without prior notification to the President may result in their removal from office, pending an Executive Board decision.

**Section 8.5 Vacancies** - Vacancies on the Booster Club Board of Directors, including mid-term vacancies, shall be filled by majority vote of the remaining Booster Club Board members. Persons appointed in this process shall serve the remainder of the unexpired term. No one person can hold more than one Board member position on the Booster Club Board.

**ARTICLE IX**

**BOOSTER CLUB PROGRAM RULES AND AMENDMENTS**

**Section 9.1 Rules** – The Booster Club Board of Directors may establish rules that are consistent with these bylaws for the policies and procedures in relation to the Booster Club Program of the association. Changes to the policies and procedures in relation to Booster Club Program need to be approved by a simple majority vote of Booster Club Board of Directors.

**Section 9.2 Amendments** – Amendments to these by-laws concerning the Booster Club Program may be made by two-thirds vote of the Booster Club Board of Directors at a regularly scheduled

Booster Club Board meeting. Subject to the two-thirds voting requirement of Section 7.2, the Youth Board of Directors can terminate the Booster Club Program from FTBA with a 6-months written notice from the Youth Board of Directors. To the extent that the Farmington Varsity Baseball Coach (“Varsity Coach”) provides written notice to the Booster Club Board of FTBA that the Booster Club Program is no longer serving the intended purpose and mission and is deemed detrimental to the Farmington High School Baseball program, the Booster Club Board of Directors can terminate the Booster Club Program from FTBA with a majority vote. To the extent that the Farmington baseball varsity coach decides that the Booster Club Program is not adequately meeting the Purpose and Mission in relation to the high school baseball program, the Varsity Coach shall be able to request that the Booster Club Program be terminated from FBA with any money in the Booster Club Program’s financial accounts being transferred to the Farmington athletic department for proper allocation to the Farmington high school baseball program.

**Section 9.3 Voting** – The majority vote based on the voting Booster Club Board members in attendance at FBA’s regularly scheduled Booster Club Board meetings shall be recorded. Motions made at any Booster Club meeting must be voted on or tabled for discussion. School Board Members, Activities and Athletics Directors, and any ISD 192 baseball coaches are excluded from holding a voting seat on the Booster Club Board.

**Section 9.4 Meetings** – Booster Club Board meetings will be held monthly, currently the second Tuesday of each month, during the school year and as needed outside of the school year as called by the President. Day of week may change depending on Booster Club Board member schedules and location availability, as decided by the Booster Club Executive Committee. The President will notify Booster Club Board members of time and location. Meeting dates should be provided to the Farmington high school, such as the athletic director and/or Tiger Fan Club, including any meeting date changes. Meetings will have an open protocol format with comments welcome from visitors. Comments from visitors must be informational in nature and may not exceed five (5) minutes per issue. The Booster Club Board will not engage in the discussion or debate during those five minutes. However, the Booster Club Board will take the information presented and refer the issue to the individual(s) and/or committee (when appropriate) that would most effectively respond to the issue at hand. As part of the protocol, it is unacceptable for any speaker to slander or engage in character assassination at a FBA board meeting.

**Section 9.5 Quorum for Booster Club Board Meeting** - The presence in person, videoconference, teleconference, proxy or as otherwise deemed sufficient by the President of 60% of all Booster Club Board of Directors shall be necessary for a quorum. The Booster Club President shall have the right to table all votes because of the lack of a quorum.

**Section 9.6 Proxies** - Each Director of the Booster Club Board shall be entitled to one vote in person or by proxy. All proxies must be in written form and may be withdrawn at any time. Proxies may be given to another Booster Club Board member via videoconference or teleconference with the written form being noted in the Booster Club Board meeting notes.

**Section 9.7 Booster Club Board Elections** – A special annual board meeting will be held in March for the purpose of electing board positions and providing general results from the year. Candidates not currently serving on the Booster Club Board and wishing to be considered for election during the special meeting will submit a completed board application to the President no later than one week prior to the annual meeting. Each FBA member in good standing will receive one vote. At the annual meeting for the FBA, all voting members present will constitute a quorum.

**Section 9.8 Tenures of Booster Club Board** – The President and Treasurer shall serve a term of two years from July 1 to June 30. Vice-President, Secretary, Fundraising Director, Website/Communication Director and Volunteer Director shall serve a term of one year from July 1 to June 30. All Coordinators shall serve a term of one year from July 1 to June 30. The July 1 start date shall follow the March special annual board meeting, such that new board members can be trained and learn from existing board members.

**Section 9.9 Removal From Office** - Any Booster Club Board member, director or officer may be removed from office for cause by two-thirds vote of all other Booster Club Board members for failure to perform their duties as stated and/or for failing to meet their responsibilities as provided in Section 9.10. Any Booster Club Board member, director or officer may be removed from the Booster Club Board for unlawful acts affecting the Booster Club Program, FBA or any act to consciously misrepresent the purpose or mission and operation of the Booster Club Program. Removal may be by majority vote of all members of the Booster Club Board or by unanimous decision from a combination of two of the Booster Club Executive Committee members.

**Section 9.10 Responsibilities of Booster Club Board** – The Booster Club Board and its officers, directors and coordinators shall have the following responsibilities:

- To NOT openly discuss or perform a performance review of any high school coach, advisor or staff, including the varsity head coach.
- To NOT review the performance of any coach funded by the Booster Club Program, and recognize that coach, advisor and/or staff evaluations of the Farmington high school baseball program are solely the responsibility of the Farmington school district.
- To NOT openly discuss playing time issues of any student athlete of the Farmington high school baseball program.
- To NOT withhold funding of the Farmington high school baseball program in order to control the hiring or firing of any coach, advisor or staff, including the head coach.
- To NOT offer up any petition to hire or fire a coach, advisor or staff member of the Farmington high school baseball program.
- To NOT plan, organize, or attempt to implement any off-season training program without the direction or consent of the varsity head coach of the of the Farmington high school baseball program.

Any Booster Club Board member, officer or director that fails to comply with the foregoing responsibilities shall be deemed an act to consciously misrepresent the purpose or mission and operation of the Booster Club Program and subject to removal as provided in Section 9.9.

## **ARTICLE X**

### **INCOME, EXPENDITURES AND MISCELLANEOUS PROVISIONS**

**Section 10.1 Separate Accounts** – The Youth Board shall maintain a bank account for the Recreational Program and the Travel Program (“Youth Account”). The Booster Club Board shall maintain a bank account for the Booster Club Program (“Booster Club Account”). The Youth Account and Booster Club Account shall be different accounts for accounting purposes, although the Youth Account and Booster Club Account shall be both considered for the purposes of FBA filing any required state or federal tax returns. Tax filings shall be jointly coordinated by the Finance Director and Treasurer, and can be signed by any member of the Youth Executive Committee or the Booster Club Executive Committee.

**Section 10.2 Youth Funds** – Any monies raised by the Youth Board, or in the name of FBA for the intended purpose of the Recreational Program or the Travel Program, shall be held in the Youth Account and shall be used to fund the Recreational Program and/or the Travel Program, as determined by the Youth Board of Directors. The Finance Director shall submit a detailed summary of expenditures to the Youth Board on a monthly basis.

**Section 10.3 Booster Club Funds** – Any monies raised by the Booster Club Board, or in the name of FBA for the intended purpose of the Booster Club Program, shall be held in the Booster Club Account and shall be used to fund the Booster Club Program to promote and support the Farmington High School Baseball program, their student athletes and coaches, as determined by the Booster Club Board of Directors. The Treasurer shall submit a detailed summary of expenditures to the Booster Club Board on a monthly basis. The Booster Club Executive Committee may accept on behalf of the Booster Club Board any contribution, gift, or bequest for the general purpose or for any special purpose of the Booster Club Program. Expenses greater than \$250 must be pre-approved by the Booster Club Executive Committee. Two signatures are required on any check issued.

**Section 10.4 Quarterly Summaries & Special Executive Committees Meeting** – The Youth Board and Booster Club Board are responsible for separate programs of FBA, such that each board shall provide the other board quarterly summaries to keep each board apprised of ongoing FBA business. In the event there is FBA business that requires the attention of both the Youth Board and the Booster Club Board, such as the initial Approval of these By-Laws, the Travel Director, Community Director, Finance Director of the Youth Executive Committee and the three members of the Booster Club Executive Committee shall have the authorization to hold a special meeting to address the FBA business that requires a two-thirds vote for approval.

**Section 10.5 Conflict of Interest** - The Youth Board, Booster Club Board, and General Membership of FBA will scrupulously avoid any real or apparent conflict of interest. In the event

that a conflict of interest arises, the matter will be discussed by the appropriate Youth Board and/or Booster Club Board meeting, in which any related decisions will be decided by a majority vote of the appropriate board(s). To the extent the conflict of interest arises with respect to both the Recreational Program and/or the Travel Program, and also the Booster Club Program, the special meeting of Section 10.4 shall be held to make a decision by two-thirds vote.

**Section 10.6 Indemnification** - To the full extent permitted by Minnesota Statutes, Section 317A.257, as amended from time to time, or by other provisions of law, each person who has or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of this corporation), whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a director or officer of this corporation, shall be indemnified by this corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. The indemnification provided by this section shall insure to the benefit of the heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. This section shall not apply to such persons who have committed intentional harmful acts against this association.

**Section 10.7 Provision Contrary to Law** - Any portion of this document which violates any provision of the laws of the State of Minnesota, of the United States, or any rules or regulations of the Minnesota State High School League, either now or hereafter, will be null and void and without force or effect. If any provision of the document or the application of any such provision under any circumstances is held invalid, it will not affect any other provision under other circumstances. FBA reserves the right to amend any provision of these by-laws as necessary to comply with State or Federal laws, or rules and regulations of the Minnesota State High School League.

**APPROVALS** – These bylaws shall be adopted by both the Youth Board of Directors and Booster Club Board of Directors, which may occur at a Youth Board meeting and a separate Booster Club Board meeting, reflected in the minute meeting notes for each board, and subsequently ratified by two-thirds vote at a special meeting as outlined in Section 10.4 of both the Youth Executive Committee and the Booster Club Executive Committee.

We the members of the Youth Executive Committee and Booster Club Executive Committee acknowledge that the Youth Board of Directors and Booster Club Board of Directors have adopted the foregoing By-Laws for FBA.

Dated:

March 9, 2025

Youth Travel Director:

Youth Community Director:

*Ben Rasmussen*

Youth Finance Director:

Booster Club President:

Booster Club Vice-President:

Booster Club Treasurer:

*[Signature]*

*[Signature]*

*Steve A Rasmussen*

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