

North Branch Fastpitch Association

By-Laws

Updated 8/28/2026

North Branch Area Fastpitch 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rules and regulations relating to this organization, to the extent they are inconsistent with this document, are hereby superseded.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. NAME AND LOCATION

- A. This organization will be known as the North Branch Fastpitch Association, hereinafter called the “NBFA.”
- B. Its principal office shall be located within the North Branch School District.
- C. Other offices for the transaction of business shall be such other places as determined by the Board of Directors.
- D. Mailing of correspondence shall be sent to NBFA at P.O. Box 912 North Branch, MN 55056.

ARTICLE II. PURPOSE

- A. The North Branch Fastpitch Association is dedicated to promoting fastpitch softball for young women, ages 19 and under, attending or residing within School District 138.
- B. Our organization adheres to the standards set by AFA, ASA, MSF, MMFL, NAFA, USSSA, and other participating leagues, ensuring alignment with their guiding philosophies and regulations.

ARTICLE III. MEMBERSHIP

- A. Membership shall be described as all interested persons over the age of 19, to include all parents, guardians, coaches, and board members as active members herein.
- B. “Member in Good Standing” shall be defined as an active community member having paid all dues and fees, who adheres to both the NBFA Code of Conduct and has no NBFA outstanding disciplinary actions in proceeding.

ARTICLE IV. MEETINGS

- A. There shall be an annual board meeting each October.
 - a. This will be communicated to the community via electronic communication and posted on the NBFA website.
 - b. The purpose of this meeting shall be to elect the Officers whose terms have expired or vacated.
 - c. Voting shall be done by the membership in good standing and proxies shall not be recognized.
- B. Board meetings are open to all interested parties in good standing.
- B. Board meetings shall be held at least once per quarter or more often as business requires.
- C. A simple majority of all voting members of the Board of Directors will constitute a Quorum.
- D. At all board meetings the order of business will follow a structured agenda set by the Director or other presiding officer.
 - a. The agenda is to be sent to all board members at least three business days prior to the meeting.
 - b. The agenda shall allow time for each member of the board to share pertinent updates.

ARTICLE V. VOTING

- A. Voting on all motions shall be done by the Board of Directors only.
- B. The membership, of those in good standing, has the right to make a motion and to second a motion.
 - a. A motion can be tabled for a maximum period of 31 days.
- C. A quorum of the Board of Directors shall consist of a minimum of 50% members with at least two of these being Officers of the board.
 - a. The director of the board shall abstain from voting unless needed as a tie breaker.
 - b. Action by the Board of Directors must be by simple majority of the quorum.
 - c. If the director is not in attendance the tie breaking vote is to come from the highest-ranking board member present.

- D. The Board of Directors has the power to remove any person whose continued participation is deemed detrimental to the welfare of the program upon majority vote of the NBFA Board of Directors. This can include board members, coaches, volunteers, members, and players.

ARTICLE VI. BOARD OF DIRECTORS

- A. Board of Directors: The management of the affairs of the NBFA will be vested in the Board of Directors, who will be elected Officers and Board Members at Large as provided in these by-laws.
 - a. The number of directors will be no more than 12 but no less than 5.
- B. Officers
 - a. The officers of the NBFA will consist of:
 - i. Executive Director
 - ii. Assistant Executive Director
 - iii. Development Director
 - iv. Secretary
 - v. Treasurer
 - b. These positions will be voted in by the Membership, in good standing, at the annual board meeting.
- C. Board Members at Large
 - a. This shall consist of all other members of the board.
 - b. Duties shall be distributed amongst Members at Large as voted on by members of the board, based on the needs of the NBFA.
- D. The head varsity coach, or another high school coach as needed, can act as an advisor to the board as a non-voting member.
- E. Committees
 - a. The board may appoint standing and ad hoc committees as needed.
 - b. The committee size can vary and will disband upon completion of its purpose.
- F. The Board of Directors may remove one of their own members for cause at a regular meeting upon a 3/4 vote of the whole Board of Directors.
 - a. Absence from two successive Board meetings without approval of the Director, or without a valid reason, shall be deemed sufficient for removal.

ARTICLE VII. ELECTION OF DIRECTORS AND OFFICERS

- A. The Officers of the Board of Directors for the NBFA will be elected at the annual meeting. The candidate receiving a majority of the votes cast by the members of the community will be declared elected.
- B. Elected Board Members will have been a member of the NBFA program for at least one season immediately prior to the time of their nomination. The Board may vote to waive this requirement.
 - a. Members not in good standing are not permitted to serve as Board Members.
 - b. Spouses or significant others may serve as Board Members at the same time, but there is only one vote permitted on motions, per household.
 - i. When deciding between board applicants, priority will be given to those who will not have a significant other on the board at the same time.
- C. Officers will dedicate a minimum of two years to their elected position.
 - a. The position of Executive Director and Assistant Executive Director will be offset, with voting for Executive Director being on even numbered years and voting for Assistant Executive Director being on odd numbered years.
 - b. There will be the option of continuing at the end of the term, with majority approval.
- D. Board Members at Large will dedicate a minimum of one year to their position.
 - a. There will be the option of continuing at the end of the term, with majority approval.
- E. If a vacancy occurs among the Officers or Board Members at Large, the vacancy will be filled by majority vote of the Board of Directors, for the remaining term.
- F. The Board of Directors would remember they serve the entire group of girls under the age of 19, who are participants of NBFA and abide accordingly.
 - a. Confidentiality must be upheld.
 - b. Conversations related to board matters will be kept professional when speaking with any member of the community.
- G. Background checks will be required for elected Board Members, Head Coaches, Assistant Coaches, and Managers.
 - a. The background checks will be completed within 30 days of election for board members, per MN Softball regulations for all coaches, within the same timeframe for managers as coaches. They will be updated annually and the application given to the set board member.

- b. The Board of Directors may remove one of their own members for cause in response to results discovered following a background check.
 - i. The removal will take place following a Regular Meeting upon 3/4ths vote of the whole Board of Directors.

ARTICLE IX. INDEMNITY

To the fullest extent permitted by applicable law, the Association shall indemnify and hold harmless its directors, officers, committee members, coaches, volunteers, and other authorized representatives from any and all claims, liabilities, expenses, judgments, settlements, and reasonable attorneys' fees arising from actions taken in good faith within the scope of their duties on behalf of the Association.

This indemnification shall not apply to acts or omissions involving willful misconduct, fraud, criminal conduct, or gross negligence.

The Association may maintain liability insurance, including Directors and Officers (D&O) insurance, to support its indemnification obligations and protect the Association and its representatives.

ARTICLE X. AMENDMENTS

These by-laws may be amended by a 3/4 vote of Members of the Board present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

ARTICLE XI. DISSOLUTION OF PROGRAM

In the event the NBFA program ceases to exist, all assets, cash, equipment & miscellaneous items will be donated to the North Branch Area School District 138 Fastpitch athletic program. If unable to accept, the donation will be made to the North Branch Ball Association. However, if the North Branch Ball Association is not then in existence, is no longer a qualified distribute, or is unwilling or unable to accept the distribution, then the assets of NBFA shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code.