

ESKO FASTPITCH ASSOCIATION  
CONSTITUTION AND BY-LAWS

ARTICLE 1 – NAME

This organization shall be known as the Esko Fastpitch Association, hereinafter referred to as “EFA.”

ARTICLE II – OBJECTIVE

SECTION 1

The objective of the EFA shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority, so that they may be well adjusted, stronger, and happier children and will be good, decent, healthy, and trustworthy citizens.

SECTION 2

To achieve this objective, the EFA will provide a supervised program under the Rules and Regulations of the American Softball Association (ASA) and USSSA. All Directors and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, the EFA shall operate exclusively as a non-profit educational organization providing a supervised program of competitive softball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III – MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to further the objective of EFA may apply to become an elected Board Member.

SECTION 2

Classes. There shall be the following classes of Members.

(a) Player Members. Any player candidate meeting the requirements of ASA and USSSA requirements shall be eligible to compete for participation. Player Members shall have no rights, duties, or obligations in the management or in the property of the EFA.

(b) Community Members. Any adult person actively interested in furthering the objectives of the EFA may become a Community Member and attend meetings. Community Members shall have no rights, duties, or obligations in the management or in the property of the EFA.

(c) Board Members. Any adult person actively interested in furthering the objectives of the EFA may become a Board Member. You may become a board member at the annual meeting if elected. Only board members are eligible to vote. This includes president, vice president, secretary, treasurer, and any other board positions deemed necessary.

### SECTION 3

#### Other Affiliations.

Members, whether Board, Community or Player, shall not be required to be affiliated with another organization or group to qualify as members of the EFA.

Community Members shall not be actively engaged in the promotion and/or operation of any other softball program.

### SECTION 4

Suspension or Termination. Membership may be terminated by resignation or action of the Board Members.

The Board Members, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of the EFA or ASA and USSSA. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

The Board Members shall, in case of a Player Member, give notice to the manager of the team for which the player is a Player Member. Said manager shall appear, in the capacity of an adviser, with the player before the Board Members. The player's parent(s) or legal guardian(s) may also be present. The Board Members shall have full power to suspend or revoke such player's right to future participation by two-thirds vote of those present at any duly constituted meeting (quorum is required).

## ARTICLE IV – GENERAL MEMBERSHIP MEETINGS

### SECTION 1

Definition. A General Membership Meeting is any meeting of the membership of the league (including Special General Membership Meetings, Section 7). A minimum of one per year (Annual Meeting, see Section 6) is required.

## SECTION 2

Notice of Meeting. Notice of each General Membership Meeting shall be delivered electronically to Board Members and posted on the Esko Fastpitch Association Facebook page at least fourteen (14) days in advance of the meeting, setting forth the place and time.

## SECTION 3

Voting. Only Board Members shall be entitled to make motions and vote at General Membership Meetings. The Board of Directors may invite, admit, and recognize guests for presentations or comments during General Membership Meeting.

## SECTION 4

Annual Meeting of the Members. The Annual Meeting of the Members of the EFA shall be held on a predetermined Sunday in September based on the Board Members choosing a To Be Determined time and place for the purpose of electing the Board of Directors, receiving reports, reviewing the Constitution, and for the transaction of such business as may properly come before the meeting.

The Membership shall receive at the Annual Meeting of the Members of the EFA a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

The condition of the EFA, to be presented by the President or his/her designate;

A general summary of funds received and expended by the EFA for the previous year, the amount of funds currently in possession of the EFA and the name of the financial institution in which such funds are maintained;

The whole amount of real and personal property owned by the EFA, where located, and where and how invested;

For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expenditures have been made;

At the Annual Meeting, any member of the community who has attended at least two (2) meetings in the previous twelve 12 months shall elect members to the Board of Directors to serve staggered, two-year terms. Thus, elections will occur at the Annual Meeting every year, unless circumstances require a special election. After the Board of Directors is elected, the board shall meet to appoint board members. After the election, the Board of Directors shall assume the performance duties on October 1st. The number of Board Members, including the Board of Directors, shall not be less than seven (7). The Board Members will include, at a minimum: President, Vice President, Treasurer, Secretary, and at least three (3) more appointed Board Members.

## SECTION 5

Rules of Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except where there is a conflict with this Constitution of the EFA.

## ARTICLE V – BOARD OF DIRECTORS

### SECTION 1

Authority. The management of the property and affairs of the EFA shall be vested in the Board of Directors.

### SECTION 2

Vacancies. If any vacancy occurs in the Board of Directors, for any reason, it may be filled by a majority vote of the remaining Directors at any Regular or Special Board Meeting via appointment to the vacancy by the President.

### SECTION 3

Board Meetings, Notice, and Quorum. Regular meetings of the Board Members shall be held immediately following the Annual Meeting and on such days thereafter as determined by the Board.

(a) The President or the Vice President may, whenever they deem it advisable, issue a call for a Special Board Meeting. Action taken at the meeting can only pertain to the purpose of the meeting.

(b) Notice of each Special Board Meeting shall be given by the President at least two (2) days before time appointed for the meeting.

(c) Five (5) members of the Board shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.

(d) Only members of the Board may make motions and vote at meetings. However, the Board of Directors may invite, admit, and recognize guests for presentations or comments during Board Meetings.

(e) In situations where a vote on an action results in a tie, the President shall have the authority to break the tie.

### SECTION 4

Duties and Powers. The Board of Directors shall have the power to appoint such standing committees as it shall deem appropriate and to delegate such powers to them as the Board shall deem advisable. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the EFA as it may deem proper, provided such rules and regulations do not conflict with this Constitution.

The Board shall have the power by a two-thirds vote of those present at any regular Board or Special Board Meeting to discipline, suspend, or remove any Board Member of the EFA in accordance with the procedure set forth in Article III, Section 4 (a,b,c).

#### SECTION 5

Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of all Board of Director Meetings, except where there is a conflict with this Constitution of the EFA.

### ARTICLE VI – DUTIES AND POWERS OF THE BOARD

#### SECTION 1

Appointments. The Board of Directors may appoint such other members it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed Board Members shall have a vote on actions taken by the Board of Directors, except for the Community Education Coordinator. Possible positions of need may include:

1. Coach & Player Development
2. Officials Manager
3. Equipment & Facilities Manager
4. Communications Manager
5. Fundraising Manager
6. Uniform Manager
7. Community Education Coordinator (This is a paid position paid by Esko Community Education when affiliated with their programming.)

#### SECTION 2

President. The President shall:

- (a) Conduct the affairs of the EFA and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the EFA at the Annual Meeting.
- (c) Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the EFA.
- (d) Be responsible for the conduct of the EFA in strict conformity to the policies, principles, Rules and Regulations of ASA and USSSA, as agreed to under the conditions of the EFA organization.
- (e) Designate in writing other board members, if necessary, to have power to make and execute for/and in the name of the EFA such contracts and leases they may receive and which have had prior approval of the Board.
- (f) Investigate complaints, irregularities and conditions detrimental to the EFA and report thereon to the Board as circumstances warrant.

(g) With the assistance of the Board Members, examine the application and support proof-of age documents for every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.

### SECTION 3

Vice President. The Vice President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.
- (b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President.
- (c) Review or will oversee in the absence, or vacancy of the Coach & Player Development, Officials Manager, Equipment & Facilities Manager, Uniform Manager, Community Education Coordinator and any other appointments deemed necessary.
- (d) Serve as the contact person for Arrowhead Fastpitch League.

### SECTION 4

Secretary. The Secretary shall:

- (a) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- (b) Keep the minutes of meetings with the input of the Members and Board of Directors in a book kept for that purpose.
- (c) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes, and resolutions not otherwise committed.
- (d) Notify Members and Directors of their election or appointment.
- (e) Review or will oversee in the absence, or vacancy of the Communications Manager to post announcements and meeting minutes in media outlets.

### SECTION 5

Treasurer. The Treasurer shall:

- (a) Receive all monies and securities, and deposit in a depository approved by the Board of Directors.
- (b) Keep records for the receipt and disbursement of all monies and securities of the EFA, including the Auxiliary, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors.
- (c) Prepare an annual financial report, under the direction of the President, for submission to the Members and Board of Directors at the Annual Meeting.
- (d) Review or will oversee in the absence, or vacancy of the Fundraising Manager to receive and disburse funds as needed.

## ARTICLE VII – AFFILIATION

### SECTION 1

Rules and Regulations. The Official Playing Rules and Regulation as published by ASA/ USSSA, shall be binding on this EFA.

### SECTION 2

Local Rules and/or Ground Rules. The local rules and/or ground rules of this EFA shall be adopted by the Board Members at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the Rules, Regulations, and Policies of ASA/USSSA, nor shall they conflict with this Constitution. The local rules and/or ground rules shall expire at the end of each fiscal year, and are not considered part of this Constitution. (See Article VIII, Section 7 for fiscal year of this league.)

## ARTICLE VIII – FINANCIAL AND ACCOUNTING

### SECTION 1

Authority. The Board of Directors shall decide all matters pertaining to the finances of the EFA and it shall place all income, including Auxiliary funds, in a common treasury, directing the expenditure of funds in such manner as will give no individual or team an advantage over those in competition with such individual or team.

### SECTION 2

Contributions. The Board shall accept contributions/sponsorships to help with the conducting of association operations.

### SECTION 3

Solicitations. The Board shall not permit the solicitation of funds in the name of Esko Fastpitch Association unless all of the funds so raised be placed in the EFA treasury.

### SECTION 4

Disbursement of Funds. The Board shall not permit the disbursement of EFA funds for other than the conduct of ASA/ USSSA activities in accordance with the rules, regulations, and policies of ASA/ USSSA. All disbursements shall be made by check. All checks shall be signed by the EFA treasurer, and the President or the Vice President shall be notified of each check.

### SECTION 5

Deposits. All monies received, including Auxiliary Funds, shall be deposited to the credit of the EFA at the National Bank of Commerce.

## SECTION 6

Fiscal year. The fiscal year of the EFA shall begin October 1st and shall end on September 30th. IRS E-Postcard will be submitted each October.

## SECTION 7

Distribution of Property upon Dissolution. Upon dissolution of the EFA and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the EFA to another Federally Incorporated entity which maintains the same objectives set forth in Article II of this Constitution, which are or may be entitled to exemption under Section 501-(c)-(3) of the Internal Revenue Code or any future corresponding provision.

## ARTICLE VIII – AMENDMENTS

This Constitution may be amended, repealed, or altered in whole or in part by a two-thirds (2/3) vote at any duly organized meeting of the Board of Directors and/or meeting of the Members, provided notice of the proposed change is included in the notice of such meeting.

APPROVED ON: February 20, 2022

BOARD OF DIRECTORS: Jamie Berryman, PRESIDENT 2022-2024

Janine Marxhausen, VICE PRESIDENT 2022-2025

Erin Lowinski, SECRETARY 2022-2025

Katrina Foxx, TREASURER 2022-2024