



ROSEVILLE AREA FASTPITCH

BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1 - Name

The name of the organization shall be Roseville Area Fastpitch, hereinafter referred to as “RAF” or the “association.” It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 - Purpose

This corporation is organized exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is to exist as a qualified amateur sports organization and:

- foster and support participation by Roseville area youths in softball and softball related activities,
- support and develop amateur athletes in softball and softball-related activities, and
- sponsor and conduct competition in those activities.

Section 3 – Non-Profit Corporation Exemption Requirements

At all times, the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II – MEMBERSHIP

Section 1 - Membership

Membership shall consist of the 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 corporation, and delegates responsibility of day-to-day operations to the board members and committees. The board shall have no fewer than 5 members with an odd number of members being maintained whenever possible. The board receives no compensation other than reasonable expenses. The Board members shall consist of the officers designated in Article IV, plus such Directors as the board may from time to time designate.

Section 2 – Terms

All board members shall serve two-year terms or until their successors have been duly elected or appointed. Terms begin once a member is elected to the board.

Section 3 – Meetings and notice:

The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least three days in advance unless otherwise waived. Action taken by the board without a meeting is nevertheless board action, if written consent setting forth the action so taken is agreed upon by a majority of the Directors and filed within the

minutes of the proceedings of the board, whether done before or after the action is taken. Up to the first 30 minutes of each meeting shall be a public forum wherein coaches, families, and community members are allowed to speak and interact with the Board. After the first thirty minutes, or at the conclusion of open forum issues, families and community members are not allowed to interact with or interject in board proceedings. After all new business has been discussed, the board reserves the right to close the meeting to the public to discuss internal issues. The order of business at all meetings, regular or special, shall be as follows:

- A. Call to Order.
- B. Open forum.
- C. Report of Officers.
- D. Report of Committees.
- E. Unfinished business.
- F. New business.
- G. Closed session.
- H. Adjourn.

Robert Rules of Order, revised, will be used to conduct all meetings.

Section 4 - Board elections:

The then existing President shall nominate officers and Directors, who will be elected in accordance with the procedures as set forth in Section 5 of this Article, to replace those whose terms will expire at the first meeting of the fourth quarter of each calendar year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 - Election procedures:

New directors shall be elected by a majority of attendees present at such a meeting, provided there is a quorum present. Candidate eligibility shall be at the discretion of a majority of the Executive Committee members. Eligible candidates must be identified at least three days prior to the election. The newly elected board may, at its discretion, nominate and hold an election for candidates who have not been previously determined to be eligible, in the event of one or more vacancies.

Section 6 - Quorum and Motion Approval:

A quorum must be attended by at least forty percent of current board members for business transactions to take place and motions to pass. For a motion to pass, a majority of votes of the quorum is required.

Section 7 – Vacancies:

When a vacancy on the board exists the Secretary may receive nominations for new members from present board members three days in advance of a board meeting. These nominations shall be communicated to board members with the regular board meeting announcement, to be voted upon at the next board meeting. . The board may elect, at its option, not to fill a vacancy and may, subject to the restrictions of Section 1 of this Article III, reduce or enlarge the number of Directors.

Section 8 - Resignation, termination, and absences:

Resignation from the board must be in writing and received by the secretary. A board member may be terminated from the board due to excess absences, i.e. more than two absences without notification from board meetings in a year. A board member may be removed for attendance violations or other reasons by a three-fourths vote of the remaining directors; the Board member in question shall be entitled to a hearing before the Board prior to any such vote.

Section 9 – Special meetings

Special meetings of the board shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be communicated by the secretary to each board member at least three days in advance.

ARTICLE IV – OFFICERS

Section 1 – Officers and Duties

There shall be designated officers of the board, including the following: President, Secretary, Treasurer. The following positions would be appointed positions by the officers of the board: Equipment & Uniforms Director, Volunteer Director, Fields & Umpires Director, Player Representative, Player & Coach Development Director, Registration Director, 8U Director, 10U Director, 12U Director, and 14/16/18U Director.

Each officer shall serve until his/her successor has been duly elected or appointed. Officers shall serve without compensation. Any two offices may be held by the same person, except the offices of a) President and Secretary and b) President and Treasurer. Their duties are as follows:

Section 2 - President

The President shall

- convene regularly scheduled board meetings.
- preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: President, Secretary, then Treasurer.

- call special meetings of the corporation at his/her discretion.
- communicate meeting announcements.
- have the power to jointly, along with the Treasurer, enter into and sign contracts and obligations approved previously by the board.
- serve on the Executive Committee.

Section 3 - Secretary

The Secretary shall

- be responsible for maintaining the Bylaws.
- keep records of board actions.
- oversee the taking of minutes at all board meetings.
- distribute copies of minutes and the agenda to each board member.
- collect and maintain paper and/or electronic copies of birth certificates & photos for current players.
- assuring that corporate records are maintained.
- serve on the Executive Committee.

Section 4 - Treasurer

The Treasurer shall

- receive all funds of the corporation, depositing the same in the name of the corporation in the bank designated by the board, subject to withdrawal by check/debit authorized by the Treasurer.
- keep in a format owned by the corporation, accurate and complete records of receipts, disbursements, and other transactions in connection with that office.
- make a report at each board meeting.
- chair the finance committee which assists in the preparation of the budget and develops fundraising plans.
- coordinate the preparation and filing of all governmental forms in compliance with taxation and other regulatory requirements.
- make financial information available to board members and the public.
- serve on the Executive Committee.

Positions appointed by the officers:

Section 5 - Equipment & Uniforms Director

The Equipment Director shall

- Maintain an inventory of all equipment belonging to the organization.
- Coordinate the distribution of equipment and uniforms for league and tournament play.

- Coordinate the collection of equipment and uniforms after summer and fall seasons.
- Liaise with coaches to identify new or replacement equipment needs.
- Coordinate with the board to arrange for replacement and/or additional equipment as needed.
- Chair the uniform committee which assists in the selection, solicitation, and procurement of uniforms for summer and fall softball.

Section 6 – Volunteer Director

The Volunteer Director shall

- communicate volunteer opportunities to families via the RAF website.
- create and manage signups for volunteer events.
- maintain records of volunteer participation (hours).
- in conjunction with the registration director and treasurer, determine if families have fulfilled their volunteer hours requirement.

Section 7 - Fields & Umpires Director

The Fields & Umpires Director shall

- oversee all functions of field scheduling, maintenance and development for all league and tournament play.
- oversee the scheduling of umpires for all league and tournament play.
- act as the primary liaison between the organization and Roseville Parks and Recreation.

Section 8 - Registration Director:

The Registration Director shall

- in conjunction with the board, determine timelines for registration for all seasons.
- create and administer platforms for all registrations.
- in conjunction with the treasurer, monitor the payment of participation fees for all seasons.
- serve as a liaison between Tri-County, Minnesota Softball, and the RAF Board.
- oversee player eligibility based on legal home address and school attendance.

Section 9 – Player & Coach Development Director:

The Player & Coach Development Director shall

- arrange/oversee clinics and player development opportunities for all RAF players.
- arrange/oversee clinics and coaching development opportunities for all RAF coaches.
- participate in the selection and/or hiring of coaches for teams at all levels.
- chair the tryout committee which assists in the arrangement, implementation, and process of annual tryouts.

- communicate tryout results with families via e-mail and the RAF website.

Section 10 – Player Representative

The Player Representative shall

- at the request of the Executive Committee, conduct investigations in the event of allegations of misconduct.
- help reconcile any issues, differences, and disputes between coaches, players, parents, and governing bodies for all age levels.
- in the event of disciplinary action, use their judgment to advocate for the player(s) facing discipline or when actions of the Board are potentially in conflict with the interest of the player(s).

Section 11 - 8U Director

The 8U Director shall oversee all functions of 8U teams (ages 6 to 8) including, but not limited to

- implementing rules for team formation.
- setting team and field schedules in conjunction with the fields and umpires director.
- selection and/or hiring of 8U coaches.
- regularly communicating with all 8U coaches.
- serve as a liaison between 8U coaches, families, and the board.

Section 12 - 10U Director

The 10U Director shall oversee all functions of 10U teams (ages 9 - 10) including, but not limited to

- implementing rules for team formation.
- setting team and field schedules in conjunction with the fields and umpires director.
- selection and/or hiring of 10U coaches.
- regularly communicating with all 10U coaches.
- serve as a liaison between 10U coaches, families, and the board.

Section 13 - 12U Director

The 12U Director shall oversee all functions of 12U teams (ages 11 - 12) including, but not limited to

- implementing rules for team formation.
- setting team and field schedules in conjunction with the fields and umpires director.
- selection and/or hiring of 12U coaches.
- regularly communicating with all 12U coaches.
- serve as a liaison between 12U coaches, families, and the board.

Section 14 - 14U/16U/18U Director

The 14U/16U/18U Director shall oversee all functions of 14U/16U/18U teams (ages 13 - 18) including, but not limited to

- implementing rules for team formation.
- setting team and field schedules in conjunction with the fields and umpires director.
- selection and/or hiring of 14U coaches.
- regularly communicating with all 14U/16U/18U coaches.
- serve as a liaison between 14U/16U/18U coaches, families, and the board.

Section 15 - Multiple Roles

Directors serving the organization in more than one role at a time shall have only one vote on matters before the Board.

Section 16 - Shared Roles

Each directorship may be filled by two or more persons. Each co-director of a shared directorship shall have only cumulative vote on matters before the Board. In the event that co-directors have a difference of opinion on a matter before the board, each will be given a proportionate vote (.e. two co-directors - each get half a vote, three co-directors - each gets one-third of a vote, etc...).

Section 17 - Termination

Upon termination of office, the Secretary and Treasurer shall turn over to the duly elected or appointed successor all books, files, passwords, vouchers, money, and property of the corporation in their possession. In the absence of a successor, the aforementioned items shall be turned over to the President.

ARTICLE V - COMMITTEES

Section 1 - Committee formation

The following committees are standing: Executive, Finance, Volunteer, and Coaches Recruitment & Selection. Other committees such as fundraising, finance, tryouts, public relations, uniforms, etc. may be established as the organizational need dictates. The President is responsible for the appointment of all committee chairs.

Section 2 – Executive Committee

The President, Secretary, and Treasurer shall serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. The Executive Committee shall moderate and arbitrate matters of conflict between various parties of the organization, should such matters arise.

Section 3 - Finance Committee

The Treasurer is the chair of the Finance Committee, which is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

Section 4 - Volunteer Committee

The Volunteer Committee is responsible for identifying, structuring, and communicating volunteer opportunities in which families may participate during the summer and fall seasons. The Volunteer Committee will decide which types of activities constitute fulfillment of the volunteer hours requirement established by the board (See Article VI, Section 2).

Section 5 - Coaches Recruitment & Selection Committee

The Coaches Recruitment and Selection Committee is responsible for the recruitment and selection of coaches at all levels of RAF softball. The President shall serve as the chair of this committee which will include the directors at each level of RAF softball. All prospective coaches must apply to this committee on a form to be established by the committee. Coaches will be selected based on their application, an interview, player/parent evaluations of the previous experiences, or some combination of the aforementioned. Additionally, coaches will be evaluated by this committee at the end of the season with player and parent input. This committee shall also recruit coaches for teams when no one applies. A background check will be required of all coaches.

ARTICLE VI – PROGRAM REQUIREMENTS

Section 1 - Player Registration Fees

The board shall, in its sole discretion, set the player registration fees, scholarship amounts, and registration guidelines.

Section 2 - Volunteer Hours Requirement

The board shall, in its sole discretion, set a volunteer hours requirement and associated fee to be assessed in the event this requirement is not fulfilled.

Section 3 - Player Eligibility

Players eligible for the program shall be from ages 5 to 18 and be residents of, or attend school in, the School District 623 boundary and/or City of Roseville. Players less than 5 years old, will be considered for play on a case-by-case basis and at the discretion of the board. To complete rosters, players from surrounding areas will be eligible to try out.

Section 4— Waiver Requests

Players wishing to play for another association may petition the Executive Committee for a waiver. A petition must include, at a minimum, a complete explanation of the reason for the request and the impact not granting the request would have on the player. The Executive Committee and Player Representative will review each request independently.

Section 5 — Coach, Parent and Player Conduct and Expulsion

Any coach, parent or player found guilty of conduct injurious to the corporation, its members, its game officials, other players, or of violating the By-Laws and/or other operating rules of the corporation, may be expelled from further play for a period up to the remainder of the season by a majority vote of the Executive Committee. The President may impose an immediate suspension of up to 3 games pending final board action. All suspensions and expulsions shall be administered a prorated refund of player's registration or assessment fees.

Section 6 - Alcohol, Tobacco and Unlawful Drugs Policy

During the season, at practice or games, no player shall consume, possess, give away, buy or sell any alcohol, tobacco or unlawful drugs. Medically prescribed and over-the-counter drugs are not considered unlawful drugs. Violations will be presented to the Executive Committee for review and imposition of the sanction if the violation is confirmed. The sanctions are as follows:

- First Violation - No participation in practices, games, tournaments or team events for a minimum of two weeks.
- Second Violation – Terminated from further participation for the remainder of the season

including post-season tournaments and/or other team events.

ARTICLE VII – MISCELLANEOUS

Section 1 – Amendments

These bylaws may be amended when necessary by a two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be communicated with regular board announcements.

Section 2 - Fiscal Year

The fiscal year of the corporation shall be the calendar year. The fiscal year of the corporation shall only be changed by resolution of the board.

Section 3 - Seal

This corporation shall have no corporate seal.

Section 4 – Waiver of Notice

Whenever any notice is required to be given to any shareholder or director under the provisions of the Minnesota Corporation Code or under the provisions of the Articles of Incorporation or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 5 - Charges and Penalties

Any Director found guilty of conduct injurious to the Association, or its members, or of violating the Constitution and By-Laws of the Association, may be expelled or requested to resign by a three fourths vote of the acting Board of Directors.

Section 6 - Governing Bodies

In the event that RAF Bylaws, rules or regulations conflict with and/or contradict the rules and regulations of its governing bodies, the rules and regulations of the governing bodies shall prevail unless RAF Bylaws, Rules and Regulations result in greater restrictions over the behavior of coaches, players, parents and other RAF participants or playing time for its players.

Section 7 – Dissolution of the Corporation

Upon the dissolution of the corporation, all assets, including but not limited to, funds and equipment, shall be distributed to the City of Roseville to be used for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on September 16, 2020 and amended on the following dates: