

ByLaws of Mosinee Youth Girls Softball

Article 1-Offices

The principle office of the League in the State of Wisconsin shall be located in the City of Mosinee, County of Marathon. The League may have such other offices, either within or without the State of Incorporation as the Board of Directors may designate or as the business of the League may from time to time require.

Article 2-Membership

1. "Membership" is defined as a family unit having one or more members participating in the Mosinee Youth Girls Softball League or any other person eighteen (18) years of age or older whose membership application has been approved by the Board of Directors.
2. Application for membership shall be made in the manner prescribed by the membership committee. Investigation of the application shall be in accordance with rules prescribed by the Board of Directors.
3. Resignation from membership shall be presented to the Board of Directors, but shall not relieve any member from liability for any dues accrued and unpaid at the time when such resignation is filed.
4. If any person being a member of the League shall at any time be guilty of an act prejudicial to the League, or to the purpose for which it was formed, or shall no longer be in compliance with the qualifications for membership set forth in Number 1 of Article 2, such person shall be notified to appear personally before the Board of Directors at a designated time on seven (7) days notice and at such time be given a hearing. By two-thirds(2/3) vote of the Board of directors present at the hearing at which there shall be quorum present, the membership of such person shall be terminated.
5. Member shall have no responsibilities or voting rights in any manner except as specifically set forth herein.

Article 3-Board of Directors

1. General Powers

The business and affairs of the League shall be managed by its Board of Directors. The Directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the League, as they may deem proper, not inconsistent with these Bylaws and the laws of this State.

2. Number, Tenure, and Qualifications

The number of Directors shall be no less than nine (9) and not more than thirteen (13). Each Director shall hold office for three (3) years and until the next annual meeting of the membership following the expiration of each respective directors three (3) year term and until the successors have been elected and qualified. However, the initial Board of Directors shall consist of the following members who will serve the terms set forth opposite their names. The result will be that at each annual meeting of the Board of Directors. All positions filled subsequent to the initial Board of Directors as appointed for a term of three (3) years. The Directors shall be elected by written ballot. Only members of the League may be Directors. Board of Directors may re-apply for subsequent terms. There may be only one Board of Director from the same membership. (Any existing multiples will be grandfathered as allowed.) The initial Board of Directors and the respective terms are are posted publicly on our electronic platform.

3. Regular Meetings

Regular meetings of the Directors shall be held on the second Sunday of each month for the months of September thru August, excluding December, and at the same place as the annual meeting of the membership as availability allows. The Directors may provide, the resolution, the time and place for the holding of additional regular meetings without other notice then such resolution.

4. Special Meetings

Special Meetings of the Directors may be called by or at the request of the President or any two Directors. The person or person authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Directors called by them.

5. Notice

Notice of any special meeting shall be given at least two (2) days previously thereto by written notice delivered personally, mail, phone, or email to each Director at their personal address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon paid. If notice is to be given by email a request receipt is asked for in response. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum

At any meeting of Directors, five (5) shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

7. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

8. Newly Created Directorships and Vacancies

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause, may be filled by a vote of a majority of the Directors in office although less than a quorum exists (Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the members). A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of the predecessor.

9. Removal of Directors

Any or all of the Directors may be removed for cause by vote of the members or by action of the Board of Directors. Directors may be removed without cause only by vote of the members.

10. Resignation

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the League. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such an officer and the acceptance of the resignation shall not be necessary to make it effective.

11. Compensation

No compensation shall be paid to Directors, as such, for their service. Nothing herein contained shall be construed to preclude any Director from serving the League in any other capacity and receiving compensation therefor.

12. Presumption of Assent

A Director of the League who is present at a meeting of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the League immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

13. Executive and Other committees

The Board, by resolution, may designate from among its members an Executive Committee and other committees, each consisting of two (2) or more Directors. Each such Committee shall serve the pleasure of the Board.

Article 4 - Officers

1. Number

The number of the League shall be a President, Vice President, Secretary and a Treasurer, each of whom shall be elected by the Directors. Such other officers as may be deemed necessary may be elected or appointed by the Directors. Only members of the League may be officers and any member may hold two (2) of the aforementioned offices.

2. Elections and Terms of Office

The officers of the League to be elected by the Directors shall be elected annually at the first meeting of the Directors held after each annual meeting of the membership. Each officer shall hold office until their successor shall have been duly elected and shall have qualified, or until their death, or until they shall be removed in the manner hereinafter provided.

3. Removal

Any officer or agent elected or appointed by the Directors may be removed by the Directors whenever, in their judgment, the best interests of the League would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

5. President

The President shall be the principal executive officer of the League and, subject to the control of the Directors, shall in general supervise and control all of the business and

affairs of the League. He/She shall when President preside at all meetings of the membership and of the Directors. He/She may sign, with the Secretary or any other proper officer of the League thereunto authorized the Directors, certificates for shares of the League, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of the League, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Directors from time to time.

6. Vice President

In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President shall perform the duties of the President, when then so action, shall have all the power if and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Directors.

7. Secretary

The Secretary shall keep the minutes of the membership and of the Directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records and of the seal of the League, register of post office address for each member is requested upon membership sign up and stored in the League's electronic platform) and in general perform duties as from time to time may be assigned to him/her by the President or the Directors.

8. Treasurer

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties, as the Directors shall determine. He/She shall have charge and custody of and responsible for all funds and securities of the League; receive and give receipts for monies due and payable to the League from any source whatsoever, and deposit all such monies in the name of the League in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws, and in general perform all other duties incident to the office of the Treasurer and such other cities as from time to time may be assigned to him/her by the President or by the Directors.

Article 5-Dues and Finance

There are no annual dues for membership in the League. Finances for the purpose of carrying out the organization's objective are from contributions, fund raising activities, and team fees. Team fees are determined on an annual basis by the officers and approve by the Board of Directors on an annual basis.

Article 6- Meetings

The annual meeting of the members of the League at which the members of the Board of Directors and officers shall be elected shall be held the second Sunday in the Month of September of each year.

1. The Board of Directors of the League shall present at the annual meeting a report, verified by the President and Treasurer or by the majority of the Directors, showing the whole amount of real and personal property owned by it, where located and where and how invested, the amount and nature of the property acquired during the twelve (12) months ended December 31 immediately proceeding the date of the report, and the manner of acquisition; the amount applied, appropriated or expended during the year immediately preceding such date; and the purposes, objects or persons to or for which such application, appropriations, or expenditure have been made; and the names and places of residence of the persons who have been admitted to membership during such preceding year. Such reports shall be filed with the record of the League and an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

The Board of Directors shall appoint three (3) members of the League, other than members of the Board of Directors or officers, to act as auditors, who shall examine the annual report referred to in this section, and express their opinion to the President, Treasurer and the Board of Directors prior to the annual meeting.

2. A meeting of the League may be called at such time and place as shall be selected by the Secretary of the League, by and with the consent of the President or majority of the Board of Directors.
3. Notice of the annual meeting of the League shall notify members at least two (2) weeks before the date of such meeting and shall state the time, place and purposes thereof.
4. Notice of any meeting prescribed by these Bylaws may be waived in writing by a Director as the case may be. Reasonable effort to contact all Board of Directors will be made. If all Board of Directors are not able to attend, at least quorum must be met. For approval of any action, a vote carrying quorum plus one vote must be counted.

5. The order of business at any meeting of the members of the League shall be as follows:
 - A. Call to Order
 - B. Reading of the minutes from the previous month's meeting
 - C. Report of Board of Directors and officers
 - D. Reports of committees
 - E. Unfinished business
 - F. Communications
 - G. Election and installation of officers
 - H. General Business
 - I. Adjournment
6. The order of business at any meeting may be changed by a vote of a majority of the members present. A motion to change the order of business shall be debatable.
7. The rules of procedure of meetings of the members of the League shall be according to Robert's latest book on parliamentary procedures, so far as applicable and when not inconsistent with these Bylaws. The rules of procedure may be suspended by majority vote of those present and voting at any meeting.

Article 7-Nominations

Nominations for the Board of Directors may be made by any members of the League on the day of the annual meeting.

Article 8- Contract, Loans, Checks and Deposits

1. Contracts

The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the League, and such authority may be general or confined to specific instances.

2. Loans

No loans shall be contracted on behalf of the League and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

3. Checks, Drafts, ETC

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the League, shall be signed by such officers, agent or agents of the League and in such manner from time to time be determined by resolution of the Directors. Any check or payment greater than \$100 needs Board of Directors approval.

4. Deposits

All funds of the League not otherwise employed shall be deposited from time to time of the credit of the League in such banks, trust companies or depositories as the Directors may select.

Article 9- Fiscal Year

The fiscal year of the League shall begin on the first day of September and end on the last day of August in each year.

Article 10- Non-Discrimination

This League admits members and student of any color, race, national and ethnic origin, age, religion, sex, handicap, or marital status to all the rights, privileges, programs and activities generally accorded to made available to members and students of the League. It does not discriminate on the basis of race, color, national, and ethical origin, age, religion, sex, handicap, or marital status in administration of its educational policies, admissions policies, scholarship policies, hiring or employment, and other League administered programs.

Article 11- Net Earnings

No part of the net earnings of this League shall inure to the benefit of, or be distributed to, its members, Directors, officers, or other private persons, except that the Board shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3, Section 1 hereof.

Article 12- Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the League under provisions of these Bylaws or under the provisions of the Articles of Incorporation, 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 deemed equivalent to the giving of such notice.

Article 13- Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of the members representing a majority of the total membership at an annual membership meeting or at any special membership meeting when the proposed amendment has been set out in the notice of such meetings.

ADDENDUM TO BYLAWS OF MOSINEE YOUTH GIRLS SOFTBALL.

We, Mosinee Youth Girls Softball Board of Directors, do hereby certify this copy of our Bylaws filed with the State of Wisconsin.