

Stillwater Area Fastpitch Association

(Commonly referred to as Stillwater Fastpitch)

ORGANIZATIONAL BY-LAWS

The name of the organization is Stillwater Area Fastpitch Association. The organization is organized in accordance with the Minnesota Statutes, Chapter 317A, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

Stillwater Area Fastpitch Association (Referred to as SAFA below in the Policies and Procedures) was established in 1984 to promote the development of a quality, competitive level of girl's Fastpitch Softball in the St. Croix Valley Area. This program is committed to the development of potential Stillwater Area High School (SAHS) softball players.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 2. Special Meetings. Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for

a special meeting, the purpose of the meeting. Such notice shall be e-mailed to all directors, at least 10 days prior to the meeting.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors' results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE II BOARD OF DIRECTORS

Section 1. Number of Directors. At the minimum, the Board of Directors shall consist of President, Treasurer and Secretary. At the discretion of the Board of Directors, additional Directors may be elected with duties that the Board shall prescribe.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 1 year, or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Treasurer, Secretary, or any two directors by providing five days' written notice by ordinary United States

mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 11. Positions. The elected Board of Directors will fill the following roles: President, Treasurer, Secretary, Age Level Coordinators and Member At Large. Two or more offices may be held by one person.

President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Other duties:

- Represent the Softball Division at all meetings.
- Be a member ex-officio of all Division Committees.
- Establish ad hoc committees, as necessary.
- Enforce all laws, rules, and regulations of the Division.
- Committee Membership includes but not limited to:
 - The President may choose to sit in on any committee as the situation dictates.
- Liaison with Tri County

- Liaison with Minnesota Softball
- Liaison with other community associations
- Liaison with other governing bodies (NAFA, USSSA, ETC.)
- Other tasks identified by the SAFA Board

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Other duties:

- Keep all financial records, books and documents pertinent to the SAFA, including all applicable Traveling League individual team budgets
- Perform all of the duties of the President in the absence of the President.
- Assist the President in performing any duties assigned to the President.
- Prepare and submit the annual budget (income and expenses) for the approval of the SAFA Board to be reviewed and voted in on the month of August.
- Present a summary report for the disbursement of all funds at each SAFA Board meeting or upon request.
- Be a member ex-officio of all committees under their jurisdiction.
- Work closely with the Age Level Coordinators to distribute equipment
- Other tasks identified by the SAFA Board

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Other duties:

- Ensure minutes are provided to the SAFA Main Board monthly.
- Be a member ex-officio of all committees under their jurisdiction.
- Team Formation Committees
- Coach Formation Committees
- Co-Tournament Coordinator for all teams

Coordinators. Shall be responsible for all interaction with the level they are coordinating. Duties would include organization of age-level try-out/evaluation plan, identification of coaches, participate in team formation, be the primary contact for coaches at their representative age level and participate in any other board activities as deemed necessary.

Other Duties:

- Organize Tryout plans, including volunteers
- Player and Coach Development:

- o Develop Training Programs: Design, implement, and oversee skill development programs for players at all levels.
- o Organize Clinics and Camps: Coordinate player clinics and camps (hitting, pitching, fielding, etc.), utilizing expert coaches and resources.
 - Coordinate Pitching and Catching Clinic
 - Find instructors for pitching and catching clinic
 - Determine fee, in coordination with Treasurer/CFO
 - Post on Website
 - Accept and confirm registrations
 - Confirm Registrations
 - Coordinate Winter Clinic
 - Determine fee, in coordination with Treasurer/CFO
 - Find volunteers
 - Determine how to run clinic
 - Contact potential participants
 - Accept and confirm registrations
- o Coach Education and Training: Develop a comprehensive coaching education program, providing training sessions, workshops, and certification opportunities for all coaches.
- o Provide Resources and Tools: Create and maintain a library of drills, practice plans, and resources that coaches can use to improve team and individual player performance
- Assist with the Pre-Season Coaches Meeting.
- Monitor Coaching Performance: Gather constructive feedback and guidance to coaches on their coaching techniques, game strategies, and player management.
- Facilitate Player Feedback: Organize regular feedback evaluations with coaches.

Member At Large. The Member at Large shall be responsible for supporting the board, participating in discussions, promoting the organization, attending board meetings and participating in anything else the board deems necessary.

ARTICLE IV

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at the annual meeting in January. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.