



PLYMOUTH WAYZATA YOUTH SOFTBALL ASSOCIATION

(PWYSA)

## ASSOCIATION BYLAWS

### Article I

#### Members

Section 1. The directors of the Association shall be the only members thereof, and persons elected to the Board of Directors shall automatically become members of the Association for the duration of their terms as directors. Only natural persons shall be members of the Association. Members shall not be required to be residents of the State of Minnesota.

Section 2. Meetings of the membership shall be held at the principal office or place of business of the association or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

Section 3. Annual meetings of the members shall be required and must be called within a reasonable amount of time following the close of each fiscal year, which occurs on July 31st.

Section 4. Special meetings of the members may be called by the President or Vice President and must be called upon the written notice of any member. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof.

Section 5. It shall be the duty of the Secretary to mail a notice of each special meeting, stating the purpose thereof as well as the time and place where it is to be held to each member of the Association not less than five (5) but not more than thirty (30) days prior to such meeting. The mailing of a notice in the manner provided in this section shall be considered due service of notice.

Reference is made to Minnesota Statutes Annotated.

Section 6. The presence either in person or by proxy, of at least fifty percent (50%) of current members of the Association shall be requisite for, and shall constitute a quorum for, the transaction of business of all meetings or members. If any meetings of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time and date not more than thirty (30) days from the date the original meeting was called.

Section 7. At every meeting of the members, each member present, either in person or by proxy, shall have the right to cast one (1) vote on each question and never more than one (1) vote. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting,



unless the question is one upon which, by express provision of statute or of the Articles of Incorporation or of these Bylaws, a different vote is required, in which case such express provision shall govern and control.

Section 8. To be valid, all proxies must be filed with the Secretary before the appointed time of each meeting.

Section 9. Any action that may be taken at a meeting of the members may be taken without a meeting if authorized in writing and signed by all the members who are entitled to notice of the meeting for such purpose. When law requires a certificate concerning any such action to be filed in the office of the Secretary of State, the Officers signing the certificate shall state therein that the action was effected in this matter.

Section 10. When written consent of all the members who were entitled to notice of the meeting has been obtained, an irregular meeting and any action taken at such meeting is validated.

Section 11. Any members may resign from the Association by delivering a written resignation to the President or Secretary and such resignation shall also constitute a resignation as a director of the Association.

## ARTICLE II

### Board of Directors

Section 1. A Board of Directors shall have the general management and control of all business and affairs of the Association and shall exercise by appropriate rules or resolutions all the powers that may be exercised or performed by the Association under the statutes, its Articles of Incorporation, and these Bylaws.

Section 2. At the adoption of these Bylaws and until a resolution is adopted by the members otherwise providing, the number of directors shall be determined based on the needs of the Association but shall, at a minimum, represent all defined Officers, being the President, Vice President, Secretary, and Treasurer. Only natural persons shall be directors, but directors need not be residents of the State of Minnesota.

Section 3. The terms of office of the director's named in the Articles of Incorporation shall expire upon their death, incapacity, or resignation and when their successors have been elected and have qualified. The standard terms of office of all other directors shall be two (2) years and until their successors have been elected and have qualified.

Section 4. Regular meetings of the Board of Directors may be held at such times and places as the Board by resolution shall establish. Special meetings of the Board of Directors may be called by the President



or Vice President and must be called by either of them on the written request of any member of the board.

Section 5. Commencing in 2020, the annual meeting of the Board of Directors shall be held in September of each year following the close of the last preceding fiscal year. .

Section 6. All meetings shall be held either at the principal office of the Association or via teleconference unless another place, either within or without the State of Minnesota, shall be designated in the notice of the meeting.

Section 7. Notice of the time, place and purpose of any annual or special meeting, except as herein otherwise provided, shall be given to each director personally or by mail, telephone, or email. Regularly scheduled meetings of the Board of Directors may be held without notice.

Section 8. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the board shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such a meeting.

Section 9. At all meetings of the Board of Directors, six (6) of the directors then holding office shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting, from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 10. A director may appoint proxy for oneself or vote by proxy.

Section 11. Any action that may be taken by the Board of Directors at a meeting thereof may be taken without a meeting if authorized in writing and signed by all of the directors.

Section 12. Any director may resign at any time by delivering a written resignation to the President or Vice President of the Association, and such resignation shall also constitute a resignation as a member of the Association.

Section 13. Vacancies in the Board of Directors shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum, and each person so elected shall be a director until his/her successor is elected and qualifies or until his/her resignation.

Section 14. No compensation shall be paid to the directors for their services as directors. No remuneration shall be paid to a director for services performed by him for the Association in any other



capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

Section 15. The directors shall not make or enter into on the Association's behalf any contract, transaction, or act or carry on any activity not permitted to be made, entered into, or carried on by an organization exempt from tax under the Internal Revenue Code of 1954, Section 501{c} {3} as now constituted or hereafter amended, or by an organization contributes to which are deductible under the Internal Revenue Code of 1954, Section 170{c} {2}. As now constituted or hereafter amended. In addition, the directors shall not make, enter into, or carry on any activity which would cause the Association to be deemed a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, as now constituted or hereafter amended.

### ARTICLE III

#### Officers

Section 1. The Principal Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. Directors may appoint an assistant Treasurer, and an assistant secretary, and such other Officers as in their judgement may be necessary. Any two Officers, except those of the President and Vice President and those of the President and Secretary, may be held by the same person.

Section 2. The Officers of the Association shall be elected by the Board of Directors in conjunction with its annual meeting and such Officers shall hold office for a term of three (3) years at the pleasure of the Board. An Officer may serve up to two (2) terms if elected by the Board of Directors. All Officers must be natural persons of full age.

Section 3. Upon an affirmative vote of a majority of the members of the Board of Directors, any Officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose. Such removal is without prejudice to contract rights, if any, which he/she may have with the Association.

Section 4. In case any office becomes vacant by death, resignation, retirement, incapacity or any other cause, such vacancy shall be filled by the affirmative vote of a majority of members of the Board of Directors then in office. An Officer so elected shall hold office and server until the next annual meeting of the Board of Directors and until his successor is elected and qualifies.

Section 5. The President shall be the chief executive Officer of the Association. He shall preside at all meetings of the members, and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of the President of a corporation, including but not limited to, the power to appoint committees from among the membership from time to time as he may, in his discretion, decide is appropriate to assist in the conduct of the affairs of the Association.



Section 6. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 7. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Association. He or she shall have charge of the membership transfer books and of such other books and papers as the Board of Directors may direct; and he or she shall, in general, perform all the duties incident to the office of Secretary.

Section 8. The Treasurer shall have the custody of all funds, property and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. He/she may be required to give bond for the faithful performance of their duties, in such sum and with such sureties as the Board of Directors may require.

Section 9. Any Officer of the Association and any member of the Board of Directors is authorized on behalf of the Association to endorse for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Association at such banks or depositories as the Board of Directors may designate.

Section 10. The compensation of all Officers, agents or representatives of the Association shall be fixed by the Board of Directors and shall be reasonable in the amount for the services rendered. The fact that any Officer, agent or representative of the Association is a member of the Board of Directors shall not preclude him from receiving compensation appropriate for the value of his services except as restricted by Article II, Section 14 of the Bylaws.

Section 11. No Officer, agent or representative of the Association shall make or enter into the Association's behalf any contract, transaction, or act, or carry on any activity not permitted to be made, entered into, or carried on by an organization exempt from tax under the Internal Revenue Code of 1954, Section 501{c} {3} as now constituted or hereafter amended, or by an organization contributions to which are deductible under the Internal Revenue Code of 1954, Section 170 {c} {2}, as not constituted or hereafter amended. In addition, no Officer, agent or representative shall make, enter into or carry on any activity which would cause the Association to be deemed a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, as now constituted or hereafter amended.

#### ARTICLE IV

##### Contracts, Checks, Deposits, and Funds

Section 1. The Board of Directors may authorize any office or Officers, agent or agents of the Association, in addition to the Officers so authorized by the Bylaws, to enter into any contract or



execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or defined to specific instances.

Section 2. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of further determination by the Board of Directors, such instruments may be signed by any one of the Officers or directors.

Section 3. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or depositories as the Board of Directors may select.

## ARTICLE V

### Voting Upon Stock of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Association to vote either in person or by proxy at any meeting of the stockholders of any corporation in which the Association may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Association might have possessed and exercised is present. The Board of Directors may confer like powers upon any other person and may revoke any such powers granted at its pleasure.

## ARTICLE VI

### Fiscal Year

The fiscal year of the corporation shall commence on August 1<sup>st</sup> of each year and end on July 31<sup>st</sup>.

## ARTICLE VII

### Amendment of Articles of Incorporation or Bylaws

Section 1. The Board of Directors may propose amendments to the Articles of Incorporation and the Bylaws by resolution setting forth the proposed amendment or amendments and directing that they may be submitted for adoption at a meeting of the members. Notice of the meeting of the members, stating the purpose, shall be given to each member entitled to vote on the proposed amendment or amendments, and to each Officer and director regardless of his voting rights. An amendment shall be adopted when it has received the affirmative vote of a majority of the members.

Section 2. The members may, by a majority vote of the members voting at a meeting duly called for the purpose, authorize the Board of Directors to exercise from time to time power of amendment of the



Articles of Incorporation and these Bylaws. When the members have so authorized the Board of Directors, the Board of Directors may be the affirmative vote of two-thirds (2/3) of the directors who are present and entitled to vote amend the Articles of Incorporation or these Bylaws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be duly given to all directors.

Section 3. The members, by a majority vote of the members voting at a meeting duly called for the purpose, may prospectively revoke the authority of the Board of Directors to exercise the power of the members to amend the Articles of Incorporation and these Bylaws.

The undersigned, Keith Pelatowski, President of the Plymouth/Wayzata Youth Softball Association, hereby certifies that the foregoing amended Bylaws were adopted as the complete Bylaws of the Association by the First Board of Directors of said Association in March of 2020.



## ARTICLES OF INCORPORATION

OF

Plymouth/Wayzata Youth Softball Association

We, the undersigned, being of full age, for the purposes of forming a non-profit corporation under Chapter 317 of the Minnesota Statutes, as amended, hereby associate ourselves as a body, corporate and adopt these Articles of Incorporation.

### ARTICLE I

Name

The name of the Corporation shall be the Plymouth/Wayzata Youth Softball Association.

### ARTICLE II

Purposes of Powers

- A. The purposes of the Corporation are:
1. To promote, sponsor, provide facilities for and conduct a supervised program of softball training and competition for youth within the communities comprising Wayzata School District #284.
  2. To promote, organize, coordinate, standardize and render assistance to all affiliate softball clubs and leagues.
  3. To teach sportsmanship, athletic skills and moral values to the youths for the purpose of making them better citizens and better sportsmen, and aiding in their physical and mental development.
  4. To receive funds from public and private sources to support any of its programs, and to manage the use of those funds in planning and carrying out programs.
- B. In addition to, and not by way of limitation of, any authority possessed by it or conferred upon it by law, the Corporation shall have the authority, subject only to the provisions of Section C of this ARTICLE II:
1. To acquire by way of gift, devise, bequest, purchase or otherwise to lease or construct or cause to be constructed proper facilities and equipment for maintaining and carrying on its programs either alone or in conjunction with others and on premises owned or leased by others; to acquire by gift, devise, purchase or otherwise and own, hold, improve, lease, let, mortgage, pledge, plat, sell, assign, transfer, convey, manage or otherwise deal in and with and exercise all rights of ownership in or in respect of any and every kind of real estate, improved or erect buildings, structure or other improvements on any such real estate all as



- may be necessary, suitable or convenient for carrying out any lawful purposes of the Corporation.
2. To acquire by way of gift, devise, bequest, purchase, or otherwise and to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of personal property of every kind, including shares, stocks, bonds, debentures, securities and other obligations or evidence of indebtedness of any other corporation, either profit or non-profit, public or private and domestic or foreign as investments or otherwise where necessary or proper for or in connection with any lawful purpose of the Corporation and while the owner thereof to exercise all rights, powers and privileges of ownership including the power to vote thereon.
  3. To take, receive and hold any real or personal property that is given, conveyed, bequeathed or devised to or otherwise vested in the Corporation, the income therefrom or both and the income from or interest on any other money, property or fund that is given or bequeathed to the Corporation in trust for any purpose subject to any use or condition or upon any special or executory limitation that is consistent with the purposes of the Corporation as set forth in these Articles.
  4. To do all other acts and things and carry on and conduct all other activities necessary, suitable, convenient, useful or expedient in connection with or incidental to the accomplishment of any of the purposes set forth in Section A of this Article II to the full extent permitted by the laws of the State of Minnesota.
  5. To pursue its purposes and conduct and carry on any and all lawful business or activities in connection therewith or incidental thereto or any part thereof in the State of Minnesota, in any other state, territory or possession of the United States, in the District of Columbia, and any foreign country or countries except that if the donor or contributor shall so specify his or its gift or contribution shall be used by the corporation only within the United States or its possessions or within any other territorial limits specified by that donor contributor.
- C. Notwithstanding any other provisions of these Articles of Incorporation, all of the work of the Corporation shall be carried on and all funds of the Corporation whether income or principal and whether acquired by gift or contribution or otherwise shall be used and applied exclusively for charitable, scientific, literary or educational purposes and in such manner that no part of the net earnings of the Corporation will in any event inure to the benefit of any member, Officer or trustee of the Corporation or of any other corporation, organization, foundation, fund or institution or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes and except that individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for charitable, scientific, literary or educational purposes in furtherance of the objects and purposes of the Corporation); the Corporation shall not engage otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954, as that section may from time to time thereafter be amended;



no part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise; no member, trustee, or Officer of the Corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets on liquidation, dissolution or winding up of the Corporation; and the Corporation itself shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation or participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statement or otherwise. However, nothing contained in these Articles shall be construed to prevent a distribution from the properties of the Corporation to another distributee otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated solely by reason of the fact that that one or more of the members, trustees, or Officers of the Corporation may be connected or associated with the distributee as shareholder, member, trustee, director, Officer or in any other capacity.

#### ARTICLE III

##### No Pecuniary Gain to Members

The Corporation does not and shall not afford pecuniary gain incidentally or otherwise to its members in their capacity as members.

#### ARTICLE IV

##### Duration

The duration of the Corporation shall be perpetual.

#### ARTICLE V

##### Registered Office

The registered office of the Corporation shall be located in the City of Plymouth, County of Hennepin, State of Minnesota.

#### ARTICLE VI

##### Incorporators

The following persons constitute the incorporators who are forming the Corporation:

Pepper Asche, 18005 20<sup>th</sup> Ave N., Plymouth, MN

Marilyn Burkstrand, 18215 23<sup>rd</sup> Ave N., Plymouth, MN

Roxy Dupont, 1715 Garland Lane, Plymouth, MN

#### ARTICLE VII



### Board of Directors

The management of the Corporation shall be vested in the Board of Directors. The number of persons in the Board of Directors shall be fixed by the Bylaws of the Corporation and may be altered by amending the Bylaws but shall never be less than three. The terms of the office of the persons in the Board of Directors other than the persons comprising the first Board of Directors shall be fixed by the Bylaws of the Corporation and may be altered by amending the Bylaws. The following persons shall constitute the first Board of Directors, each whom shall continue in office until the first regular Board of Directors is organized, or until he or she is removed as provided by law or in the Bylaws:

Pepper Asche	Plymouth, MN
Shirley Schneider	Plymouth, MN
Tom Muchlinski	Plymouth, MN
Roger Lipelt	Plymouth, MN
Rich Dilley	Plymouth, MN
Marilyn Burkstrand	Plymouth, MN
Roxy Dupont	Plymouth, MN
Jenny Shaltz	Plymouth, MN
Molly Cavin	Plymouth, MN
Cindy Neises	Plymouth, MN
Mary Till	Plymouth, MN
Rita Buntje	Plymouth, MN
Debbie Ganoe	Plymouth, MN

### ARTICLE VII

#### Membership

The members of the Corporation, of the Board of Directors, and the Officers and employees of the Corporation shall not, as such, be liable for its debts or obligations.

### ARTICLE IX

#### No Personal Liability

The members of the Corporation, of the Board of Directors, and the Officers and employees of the Corporation shall not, as such, be liable for its debts or obligations.

### ARTICLE X

#### No Capital Stock

The Corporation shall have no capital stock.

### ARTICLE XI



#### Distribution and Liquidation or Dissolution

In the vent of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided for or required by law, the remaining property and assets of the Corporation shall be distributed as provided in the Bylaws of the Corporation or in the absence of any such provisions in the Bylaws in such manner as the Board of Directors of the Corporation has instituted as the date of entry of the order allowing or directing the liquidation of the corporate affairs in their discretion shall by majority vote determine to be best calculated to carry out the objects and purposes for which the Corporation is formed, but for no such other purpose, subject, however, to the specific condition that none of the property or assets of the Corporation shall be distributed for the purposes other than one or more of the exempt purposes specified in Section 501{c} {3} of the Internal Revenue Code of 1954 as the section may, from time to time hereafter be amended.

#### ARTICLE XII

##### Amendments of Articles

Amendments of these Articles of Incorporation may be proposed by a majority of the Board of Directors and may be adopted with a two-thirds (2/3) majority vote of all the voting members of the Corporation.

In witness whereof, we have executed these Articles of Incorporation this 3<sup>rd</sup> day of February, 1989.