



# Lakeville Fastpitch Softball Association By-laws

Amended August 25th, 2024

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## Article I Name and Registered Office

### 1.1 Name.

The name of the Corporation shall be Lakeville Fastpitch Softball Association (“LFSA”). It is a non-profit Corporation registered with the State of Minnesota and has a tax-exempt status under the Internal Revenue Code Section 501[C][3].

### 1.2 Registered Office.

The registered office of the Corporation shall be that location set forth in the Articles of Incorporation or statement of the LFSA Board of Directors filed with the Secretary of State of Minnesota. The location of the registered office may be changed in the manner prescribed by law. The Corporation may have such other offices, within or without Minnesota as the Corporation shall deem necessary.

## Article II Purpose

### 2.1 Purpose.

LFSA is a civic organization whose purpose is to offer supervised recreational and competitive sports programs for the youth of Lakeville and/or Independent School District 194. To instill in them the principles of sportsmanship, honesty, loyalty, courage and respect.

## Article III Association Leagues

### 3.1 Programs.

LFSA is comprised of several programs that offer various degrees of competition. The goal is to provide a level of sports play commensurate with the needs of the youth in the community. A description of the programs offered by the LFSA can be found in the LFSA’s Operational Handbook and is subject to change under the rules governing the handbook. See Article IX.

## Article IV Membership

### 4.1 Membership Boundaries.

Membership is open to youth residents, aged 18 and under, of the City of Lakeville, Minnesota and/or the surrounding communities included in the boundaries of Independent School District 194. Exceptions may be made by Board approval and as governed by Minnesota Softball.

### 4.2 Membership.

Any parents and/or legal guardians of eligible player registered in an LFSA program shall be Members. In addition, all LFSA Board Members, LFSA team coaches and assistant coaches shall be Members of the Corporation.

### 4.3 Voting.

All Members shall be entitled to vote once a year at the Annual Meeting of the Members. A

majority of the votes cast shall decide all matters properly brought before the Members by the Board of Directors. Members must be present to vote.

#### 4.4 Annual Meeting of the Members.

The annual meeting of the Members shall be held in August at such place as decided by the LFSA Board. Notice of this meeting shall be given to the public and Members of the Corporation by one or more of the following methods: notice posted in a newspaper or general circulation in the area, e-mail, notice posted on the LFSA website and/or any other method decided by the Board.

#### 4.5 Termination of Membership

The Board of Directors may terminate, and may reinstate, any Member pursuant to terms adopted in the Member policies stated in the Section 4.5 of the Operational Handbook. See Article IX.

### Article V Board of Directors

#### 5.1 Board of Directors.

The property, affairs, and business of the Corporation shall be managed by a Board of Directors consisting of a minimum of eight (8) directors and a maximum of fifteen (15) directors.

#### 5.2 Eligibility.

A majority of Board Members shall have a player currently registered in an LFSA program. Other persons with a demonstrated interest in the LFSA program who live or work in the boundaries of Independent School District 194 may also be eligible to be Board Members. Exceptions may be made by Board Approval.

#### 5.3 Term of Office.

Board Members shall serve a minimum of a two-year term ending in August at the annual meeting.

#### 5.4 Election of Board Members.

Nominations for election to the Board of Directors shall be made by a nominating committee approved by the Board of Directors, or from the floor at the annual meeting, or by "write-in" if authorized by the Board. Board Members shall be elected by majority vote of the Members of the Corporation at the Annual Meeting of the Members.

#### 5.5 Board Associates.

The Board may appoint Members of the Corporation who are not Board Members to sit on any Board committee (except the Grievance Committees) or assist in Board activities. Board associates shall not be able to vote on Board decisions. Board associates may include the Ice Director and representatives from the Lakeville High School Programs.

#### 5.6 Removal.

Any Board Member may be removed with cause, by the Board of Directors at the annual meeting, regular meeting, or special meeting scheduled in accordance with the provisions of Section 6.5. Cause is defined as violating the By-Laws or Guidelines adopted by the Corporation, or if it is determined that the Board Members interests are in conflict with the Board's direction and

vision, or lack of participation. Lack of participation is defined as missing three (3) consecutive meetings without notification to the board or failing to adequately carry out the duties of a committee or assignment, and/or being otherwise inactive in Board activities. Board Members may be removed from their position with a three-fourths (3/4) vote of all remaining Board Members (not three-fourths of the quorum).

#### 5.7 Compensation.

Directors of the Corporation may receive compensation for their services, as approved by Membership. A director may, upon approval by the Board of Directors, be reasonably compensated for goods and services furnished to the Corporation in an individual capacity. Directors may be reimbursed for out-of-pocket expenses incurred on behalf of the Corporation. See Section 18.1 of the LFSA Operational Handbook.

### Article VI Board Meetings

#### 6.1 Annual Meeting.

The Annual Meeting of the LFSA Board shall start following the conclusion of the Annual Meeting of the Members. At this meeting, the Board will elect officers for the upcoming year and the term of new Board Members will commence.

#### 6.2 Monthly Meetings.

The Board will hold regular meetings and announce the meeting schedule on the LFSA website. Any regular meeting time and location may be changed as decided by the LFSA Board with advance notice given to all Board Members. The Board shall conduct its regular business at such meetings.

#### 6.3 Special Meetings.

Special meetings of the Board may be called at any time by the President or any two Board Members provided that proper notice is given to all Board Members.

#### 6.4 Quorum and Voting.

A majority of the Board Members is a quorum for the transaction of business at any Board meeting. A quorum, once established, shall continue to exist, regardless of the subsequent departure of any directors. Each director will have one vote. The vote of a majority of the directors' present at any meeting at which a quorum is present shall be sufficient to adopt any action. Proxies shall not be permitted. In the event of a tie the motion does not pass.

#### 6.5 Notice of Meetings.

Notice of all Board meetings shall be given to all Board Members at least 5 days prior to the meeting. Notice may be given orally in person or by telephone, or in writing by mail or e-mail. Notice of a special meeting shall state the purpose for which it has been called. The President shall prepare an agenda for each meeting, which shall be distributed to Board Members prior to the meeting. If all Board Members are present at a meeting of the Board of Directors, no notice shall be required, and any business may be transacted at such meeting.

#### 6.6 Action Taken Without a Meeting.

The Board of Directors shall have the right to take any action in the absence of a meeting which it could take at a meeting when authorized in writing signed by all directors.

6.7 Action by Electronic Mail.

Any action that may be taken in writing pursuant to these By-laws may be taken through electronic mail so long as the mail is sent in a format that can be stored or printed by the Corporation. Notwithstanding the foregoing, meetings of the Board may not be conducted by electronic mail.

6.8 Open to Public.

All Board meetings are open to the public, except for meetings in which personal issues or litigations are discussed. Members of the public or the Corporation may discuss concerns or recommend changes to the organization at any Board meeting during the public forum.

## Article VII Officers

7.1 Principal Officers.

The principal officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may from time to time elect such other officers and designate their duties as in their judgement may be necessary to manage the affairs of the Corporation. A person may hold more than one office simultaneously, except for the offices of President and Vice President. Only the President and Vice President must be members of the Board.

7.2 Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting and shall hold the office for two (2) years.

7.3 President.

The President shall preside at all meetings of the Corporation. The President shall have responsibility for the active management of the business of the Corporation and shall see that all resolutions of the Board are carried into effect. The President shall execute and deliver in the name of the Corporation any contracts or other documents pertaining to the business of the Corporation. The President shall, in conjunction with the Secretary, maintain records and certify all proceedings of the Board, Members and committees.

7.4 Vice President.

The Vice President shall take the place of the President and perform the duties of the office whenever the President shall be absent or unable to act. The Vice President shall also perform such other duties as shall from time to time be prescribed by the Board of Directors.

7.5 Treasurer.

The Treasurer shall keep accurate financial records of the Corporation, deposit all receipts in corporate accounts at the banks designated by the Board, disburse corporate funds and issue checks as authorized by the Board, complete all forms required by the federal government and the State of Minnesota by the required deadlines, maintain and record all LFSA registrations and

refunds, and shall perform all duties as may be assigned by the President from time to time. The Treasurer shall present monthly and annual financial statements to the Board for approval and prepare annual budgets for approval by the Board.

7.6 Secretary.

The Secretary shall attend all meetings of the Board and take minutes, and shall, with the President, maintain records and certify all proceedings of the Board. The Secretary will perform all duties of the President in the absence of the President and Vice President. The Secretary shall be responsible for all correspondence, shall notify Board Members of upcoming meetings, and shall perform such other duties as may be assigned by the President from time to time.

7.7 Compensation.

Except as authorized by a vote of the Membership at a meeting thereof, officers of the Corporation shall receive no compensation for their services in such capacity. An officer may, upon approval by the Board of Directors, be reasonably compensated for goods and services furnished to the Corporation in an individual capacity. Officers may be reimbursed for out-of-pocket expenses incurred in the performance of their duties. See Section 18.1 of LFSA Operational Handbook.

7.8 Removal of Officers.

Upon an affirmative vote of a majority of the members of the Board, any officer may be removed, with or without cause, and a successor elected, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose. Officers may be removed from their position with a three-fourths (3/4) vote of Board Members (not three-fourths of the quorum).

7.9 Vacancies.

The Board of Directors may appoint Board Members to fill vacancies resulting from resignation or removal. Such appointees shall serve until the next annual meeting, at which time they will be voted on by Members of the Corporation. If the previously appointed candidate is elected, a new two-year term for service shall commence.

## Article VIII Amendment of By-Laws

8.1 Amendment.

Amendments to these By-Laws may be proposed by any Board Member and will be discussed at regular and/or Special meetings. The proposed amendments will be presented and voted on at the Annual Meeting of the Members or a meeting specifically called for this purpose. A public notice must appear on the LFSA website and emailed to members at least five (5) days in advance of the meeting; stating the date, time, place, and specific purpose of the meeting.

## Article IX League Operating Policy

9.1 Operating Policy.

The LFSA Operating Policies will be maintained by an Operations Handbook. The LFSA Board of Directors can enter or change policies with a 70% vote of a quorum of board members.

## Article X Indemnification

### 10.1 Definitions.

“Matter” shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or congressional (or other body’s) investigation, hearing, or other proceeding. “Eligible Person” shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee, or a volunteer of the Corporation.

### 10.2 Right to Indemnification.

Any Eligible Person made a party to or respondent in a Matter by reason of their position with or service to the Association shall to the fullest extent permitted by law, be indemnified by the Association against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which .i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Association, (ii.) in the case of a criminal Matter, the person had reasonable cause to believe that their conduct was unlawful, or (iii.) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

### 10.3 Limitation on Right of Indemnification.

Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i.) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section 10.2 above; or (ii.) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in Section 10.2 above.

### 10.4 Other Rights.

The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of their heirs, executors, or other lawful representative.

## Article XI Miscellaneous

### 11.1 Property and Dissolution.

At no time does any officer, director, or member of the association have any right, title or interest in any property or income of the association. In the event of liquidation or dissolution of the association, all its property will be transferred to such non-profit, charitable, educational, or other organizations qualified as tax exempt under section 501C of the Internal Revenue Code as a majority of the Board of Directors sees fit. If the Board of Directors is unable to decide, the issue will be subject to determination by a court of the State of Minnesota.

11.2 Severability.

The invalidity or unenforceability of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-Laws.

11.3 Captions.

The captions herein are inserted only as a matter of convenience and for reference and in no way limit or proscribe the scope of these By-Laws or the intent of any provision hereof.

11.4 Waiver.

No restriction, condition, or obligation or provision contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

11.5 No Corporate Seal.

The Corporation shall have no corporate seal.

11.6 Fiscal Year.

The fiscal year of the association ends on July 31st, but may be changed by resolution of the Board of Directors.