

**BY-LAWS OF
BEMIDJI AREA
SOFTBALL ASSOCIATION**

1. **Organization Name and Seal-** *The name of the organization is, and shall be as follows: Bemidji Area Softball Association. (BASA).*
2. **Registered Office-** *The registered office of the organization shall be located at the address specified by the President. Additional offices of the organization may be established by the Board of Directors from time to time as needed.*
3. **Association Membership-**

(a) Classes: The members of the organization shall consist of four classes as follows:

Class A- Team: Each team duly registered with the organization shall have one membership and shall be represented by its team manager. Voting rights will be established by paying sponsorship fees. Any member of a paid team shall be eligible for the Board of Directors.

Class B-Game Official: Persons who have been qualified and approved by the organization to act as game officials. Game official members shall have no vote. Game Officials shall be eligible for Board of Directors.

Class C-Team Sponsor: Any team sponsor that exercises an interest in supporting the stated purposes and goals of the organization. Team sponsor members shall have no vote. Any sponsor is eligible for the Board of Directors.

Class D- Individual: Persons who exercise an interest in supporting the stated purposes and goals of the organization. Individual members shall have no vote. An individual member shall be eligible for the Board of Directors.

- (b) Membership Qualification: Any person or team desiring one of the classes of membership as set forth herein shall make application by written notice, including name and address of contact person, at any annual spring pre-season meeting or by special arrangement with the President, vice-president or league director. An official roster with an individual's name on it shall be considered an application of membership. Any team, qualified league official, team sponsor or individual that exercises an interest in supporting the stated purposes and goals of the organization shall be qualified as a member.*
- (c) Term of Membership: Unless sooner terminated by request, disqualification, resignation, death or removal, the term of membership shall be for one year, commencing with the date of the spring pre-season meeting upon acceptance of application from membership. Membership shall be subject to renewal at the fall meeting upon continued compliance with section 4 (b) hereof.*
- (d) Termination of Membership: The membership of any individual of the organization may be terminated by the affirmative vote of a majority of the directors at a regular meeting of the Board or at a special meeting of the Board called for that purpose; provided, however, that if the individual subject to termination shall then be serving as director, he or she shall not be entitled to vote on the question of the termination of his or her membership, but he or she shall be included in the determination of whether a quorum is present at any such meeting. Grounds for termination of membership shall include, but not be limited to, conduct detrimental to the interest of the organization, lack of sympathy with its objectives, or refusal*

to render reasonable assistance in carrying out its purposes. Membership shall not be transferable.

(e) Resignation: Any member may resign by delivering a written resignation to the Presidency, vice-presidency or league director of the organization.

(f) Effects of Termination: All rights of a member shall cease on the termination or resignation of his or her membership.

4. Meetings of Members-

(a) Annual Meetings. Two annual meetings of members shall be held each year at time and place to be fixed by the Board of Directors. Normally these two meetings will be (1) spring pre-season meeting and (2) fall post-season meeting.

(b) Special Meetings. Special meetings of the members may be called at any time, for any purposes by (a) the Presidency or league director, (b) the Board of Directors or any two members thereof, or (c) 25% of total membership with the right to vote. A person or persons entitled to call a special meeting may give notice of the meeting to be held between ten and forty days after receiving the request. If the president or league director fails to give written notice of the meeting seven days from the date on which the request was made, the person or persons who requested the meeting may call the meeting, fixing the time in the manner provided by these bylaws and giving notice thereof.

(c) Place of Meetings. Meetings of the members shall be held at any place within the Bemidji area designated by the Board of Directors.

(d) Notice of Meetings. Notice of annual meetings and every special meeting, stating the time, place, and, in the case of a special meeting or when otherwise required, the purpose thereof, shall be mailed to each voting member not less than five or more than forty days before such meeting, directed to each member at his or her address as it appears on the records of the organization. The annual meetings and every special meeting shall be made public through newspaper notice and/or any other media outlet available, subject to affordability.

(e) Quorum Requirements. $\frac{1}{2}$ (a majority) of the voting members present in person or by written and signed proxy shall constitute a quorum for the transaction of business at any meeting of members. When a quorum is not present, any meeting shall be adjourned from time to time for that reason.

(f) Proxies. Proxies shall be permitted at all meetings of the members. The appointment of a proxy shall be in writing filed at or before the meeting with the secretary or league director of the organization. Questions or disputes regarding proxy authorization shall be settled by the President and the league director.

(g) Voting. Each member with voting rights shall have one vote. There shall be no cumulative voting. Members may vote (i) by voice or ballot, or (ii) by mail or other reasonable means.

(h) Adjournment. When a meeting is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

(i) Action without a Meeting. No action, which may be taken at a meeting of the members, may be taken without a meeting.

5. Directors-

(a) Board. The affairs of the organization shall be managed by a Board of Directors.

(b) Number ; Qualification ; Term of Office. *The number of directors serving on the board shall be up to and not more than 7 and should not be exclusively one gender. All directors shall be members of the organization, subject to all the rules and requirements of any and all other members. The length of term for each director shall be two years.*

(b)(i) Election to Board. *Board of Directors positions shall be filled at the spring meeting. At the spring pre-season meeting, nominations for Board of Director Positions shall be asked for, recorded and voted upon by the membership present. Each team, in good standing, shall be allowed one vote and shall have someone present to cast their vote or designate a written proxy in the case of their absence. If any team is not represented in person or by proxy, it will lose its vote for the meeting.*

A nomination from a board member and a second from a board member will be required to place an individual's name for nomination to fill a vacant position. Upon closing of the nominations by the President, the secretary will create and distribute ballots to the present board members. Any board member not present may designate a proxy. The ballots will be collected and tallied by the secretary and the treasurer. The results will be delivered to the President and announced before moving on to any other business. Ties shall be settled by voice vote among all present voting representatives.

(c) Voting rights. *Each director elected or appointed as herein provided shall have equal voting rights on all questions that shall come before the board. All significant actions by the Board of Directors will necessitate a motion from the floor and a second before moving onto discussion and a majority vote.*

(c)(i). Proxies. *Proxies shall be permitted at all meetings of the Board of Directors. The appointment of a proxy shall be in writing filed at or before the meeting with the secretary or league director or by telephone to any officer of the Board of Directors. Questions or disputes regarding proxy authorization shall be settled by the league director and the officers not appointed with the proxy in question.*

(d) Organization. *At each meeting of the Board of Directors, the President of the organization or, in his or her absence, the vice-president of the organization or, in his or her absence, a chairperson chosen by a majority of the directors present, shall preside. The league director, or in his or her absence, any person whom the chair shall appoint, shall act as secretary of the meeting.*

(e) Meetings. *Two annual meetings of the Board of Directors shall be held at least one month prior to the spring pre-season membership meeting and one month after the fall post-season membership meeting for the purpose of setting time and place of annual membership meeting and electing the officers of the organization, as well as transacting such other business as shall come before these meetings. Additional meetings shall be held through the off season to conduct business regarding the upcoming season. Notification of these meetings shall be given to the membership.*

(e)(i). First Regular meeting of a new Board of Directors. *The order of business of the first regular meeting of a new board shall begin with the filing of any vacant board positions. The next order of business shall be to elect officers. After this business is completed, the board may move on to other business.*

(f) Special Meetings : Notice. *Special meetings of the Board of Directors may be called by the President or the organization or the league director and shall be called by either of them on the written request of any two members of the board. Notice of each such special meeting shall be mailed to each director, addressed to him or her at address of record at least three days before the day on which the meeting is to be held, or be delivered personally or by telephone, not later than one day before the day on which the meeting is to be held. Each notice shall state the time, place and purpose of the meeting.*

(g) Quorum and Manner of Action. *Except as otherwise provided by these by-laws, a majority of the total number of directors present shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from the time until a quorum can be had. Noticed of any adjourned meeting need not be given other than by announcement at the meeting adjourned.*

(h) Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the Bemidji area, as it may from time to time determine.

(i) Removal of Directors. Any director may be removed, either with or without cause, at any time, by a vote of the majority of the directors, constituting a quorum, at a special meeting of the Board of Directors called for such a purpose.

(j) Vacancies. Any vacancy in the Board of Directors caused by death, resignation, disqualification, or any other cause, may be filled by a vote of the remaining directors (although less than a quorum), and each director so appointed shall hold office, if any, or until his or her successor shall be elected or appointed, and shall qualify, unless sooner displaced. No person shall be appointed to fill a vacancy on the Board of Directors unless he or she shall satisfy the same qualifications that were satisfied by his or her predecessor in office.

(k) Board Action without a Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors, or by phone when unable to give written authorization.

(l) Duties of the Board of Directors. The Board of Directors shall be responsible, but not limited to, the following duties:

(l)(i). Review at any time all BASA financial accounts and statements.

(l)(ii). Determine salaries of league director and umpires.

(l)(iii). Hold league director responsible for performing his/her outlined duties as prescribed in these by-laws.

6. Officers-

(a) Number; Designation and Election. The officers of the Board of Directors shall be the President, vice-president, secretary and treasurer. Such officers shall be elected annually in accordance with Section 6(e) hereof at the first regular meeting of the Board of Directors, in accordance with Section 5 (e)(i). The term of office for officers so elected shall be two years or until their respective successors are elected and qualify, subject to their earlier death, disqualification, resignation or removal.

(b) Qualification. Officers shall be of legal age (18), and shall be members of the organization. The same person shall not hold two offices simultaneously.

(c) Removal. Any officer may be removed either with or without cause, by a two-thirds vote of the total number of directors at a meeting called for such purpose, which purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of the organization shall be present thereat.

(d) Vacancies. A vacancy in any office for any cause shall be filled for the unexpired portion of the term in the manner prescribed in these by-laws for election or appointment to such office.

(e) President. The President shall serve as chairperson of the Board of Directors and shall preside at all meetings of members and directors. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. With assistance of the league director, he or she may execute and deliver in the name of the organization (except in cases in which such execution and delivery shall be expressly delegated by the Board of Directors or these bylaws to some other officer or agent of the organization) any contracts or other instruments pertaining to the business of the organization. He or she shall assist the league director in such other duties as may from time to time be prescribed by the Board of Directors, and, in general, shall perform all duties usual to the office of President, including, but not limited to the following:

(e)(i). Assist league director in setting up and facilitating all membership meetings to include arranging meeting site, as well as sending out notices to all individuals who belong to the membership.

(e)(ii). Collect copies and keep on file all team league and District rosters, with the assistance of the secretary.

(e)(iii). Assist league director in informing league team managers of deadline due dates for league and post-season rosters, as well as District and State tournament dates and sites.

(e)(iv). Oversee the classification of teams participation in league with regard to parity, with the assistance of league director and Board of Directors.

(f) Vice President. The vice president shall have such powers and shall perform such duties as may be specified in these bylaws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the vice president shall succeed to his or her powers and duties.

(g) Secretary. The secretary shall seek assistance from the league director in organizing the records of the organization, with the exception of all funds, property and security of the corporation, subject to such regulations as may be imposed by the Board of Directors, and shall in general, perform all the duties incident to the office of the secretary, subject to the control of the Board of Directors. The secretary shall keep notes of each meeting of the Board of Directors or each meeting of the membership, and shall use these notes to prepare the minutes of all meetings.

The secretary shall be in charge of the records of the corporation, subject to such regulations as may be imposed by the Board of Directors, and shall keep notes of each meeting of the Board of Directors or each meeting of the membership, and shall prepare a word processed set of meeting minutes for each member of the Board of Directors, to be delivered at least three days prior to the next meeting of the Board of Directors or the membership, to be approved at next meeting of Board of Directors. These minutes shall be kept on file and be made readily available for review.

(h) Treasurer. The treasurer shall seek assistance from the league director in having custody of all fund, property and security of the corporation, subject to such regulations as may be imposed by the Board of Directors, and shall in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors. The treasurer shall give assistance to the league director in preparing a financial report to be presented by the league director at each meeting of the Board of Directors or the membership, indicating aggregate debits, credits and balances of any and all financial accounts. The treasurer shall seek assistance from the league director in keeping detailed records of each transaction, which may be called upon at any meeting of the Board of Directors or the membership.

The treasurer's financial duties will include, but not be limited to the following:

(h)(i). Keep an updated account ledger of all debits and credits and balances to provide verification of all monies received and all monies paid out for league activities.

(h)(ii). Update and provide current monthly financial statements to the league director to be presented by the league director to the Board of Directors and/or membership at regular and annual meetings. This statement shall include beginning monthly asset balance(s), a description of all monies distributed and resulting asset balance(s).

(h)(iii). Collect all league fee payments and furnish receipts to team managers.

(h)(iv). Receive, verify, file and secure any and all receipts that pertain to league financial activity.

(h)(v). Assist league director in sending District team rosters and sanctioning fees to the MSF-ASA area director by outlined deadline date with post-season team entry fees, including each teams competition classification.

(h)(vi). Order and oversee the disbursement of trophies to awarded teams with the assistance of the league director.

(i). Other Officers, Agents and Employees. The organization may have such other officers and agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties, and who hold their offices for such terms as may be determined by resolution of the Board of Directors.

(i)(i). League Director. The Board of Directors shall hire or contract a league director from qualified applicants for a time period of three years pending an end of season performance evaluation. The league director will not have voting rights. The league director is directly responsible for hiring and supervising league softball umpires as well as ensuring that an umpire is provided at each field for each game. The league director will further possess a demonstrated extensive working knowledge of league and ASA softball rules, and his or her duties shall specifically include, but not be limited to the following:

- The league director shall seek assistance from the treasurer regarding financial information and present a financial report indicating aggregate debits, credits and balance(s) of any and all financial accounts of the organization at all meetings of the Board of Directors and Association.***
- Hire and schedule umpires for all BASA league and playoff games, with the assistance of the treasurer.***
- Periodically critique and offer constructive officiating advice to league umpires with the assistance of board representation.***
- Review and make decisions on game protests, with the assistance of appointed board members.***
- Act as intermediary between team players and on-site league umpires when disputes arise. This shall be with the assistance of appointed board members.***
- Word process and send out BASA league rules to team managers prior to start of season.***
- Assist treasurer with monetary disbursements to league umpires.***
- Provide each umpire with game reports for disbursement to winning team after each game.***
- Collect umpire report sheets.***
- Order and make sure new softballs are provided at each field for each game, under the direction of the board.***
- Attend all membership meetings and Board of Director Meetings as requested.***
- Assist the President and the Board of Directors with all community relations and public relations roles.***
- Schedule all league games under the direction of the Board of Directors.***
- Set up and type individual league schedules and furnish said schedules to team managers prior to the start of the season under the direction of the Board.***
- Set up post season playoff schedules and oversee each leagues outlined post-season tournament, under the direction of the Board.***
- Schedule all league tournaments under the direction of the Board of Directors.***
- Shall work with appointed Board of Director Members when scheduling rain outs.***
- Update BASA website weekly.***

7. Financial Matters.

(a). Books and Records. The Board of Directors shall cause to be kept:

(a)(i). Records of all proceedings of the Board of Directors, all the proceedings of the membership; and such other records and books of account as shall be necessary and appropriate to the conduct of the organization business.

(a)(ii). All checks and disbursements must be signed by the treasurer and the President.

(a)(iii). The league director's pay will be determined by the Board of Directors.

(b). Documents Kept at Principal Office. The Board of Directors shall cause to be kept at the principal office of the organization, originals or copies of:

(b)(i). Records of all proceedings of the Board of Directors and all the proceedings of the membership shall be kept by the secretary.

(b)(ii). All financial statements of the organization shall be kept by the treasurer.

(b)(iii). Articles of Incorporation and bylaws of the organization and all amendments thereto and restatements thereof shall be kept in the possession of the secretary.

(c). Audit. The Board of Directors shall cause the records and books of accounts of the organization to be compiled, reviewed, or audited at any time it may deem necessary or appropriate.

(d). Fiscal Year. The fiscal year of the organization shall be determined by the Board of Directors.

8. Waiver of Notice. Whenever any notice whatsoever is required to be given by the Articles of Incorporation of the organization or these bylaw or the law of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein or before, at, or after any meeting referred to therein.

8A. All members of the association should strive to be excellent to each other, and, in general, try to be just real cool!

9. Apparent Authority. Any member of the association and or the Board of Directors shall not represent themselves, either orally or written, as having more power than is granted to them by the board, (i.e. through use of business cards, stationery or checks.)

10. Legal and/or Contractual Disputes. Any and all legal and/or contractual disputes will be settled by binding arbitration.

11. Amendments. These bylaws may be amended by a ¾ majority vote of the voting members in good standing at any regular or special meeting of the membership, or by majority vote of those members in good standing responding by mail ballot, provided that such members have been duly notified in writing at least 30 days prior to the date of such meeting or mail vote of any such proposed amendment or changes and provided further that the number of members present or voting by mail complies with the requirements of a quorum as specified in Section 5(e) hereof.

Respectfully submitted by Board of Directors, 2005 season.

Board President, Patrick Grundmeier

Board Member, Henry Harper

Board Vice-President, Robert Smith

Board Member, Brian Stull

Board Treasurer, Wayne Maish

Board Member, Tim Feiock

Board Secretary, Lisa Gross

League Director, David White