



**MINNEAPOLIS GIRLS FASTPITCH  
ASSOCIATION, INC.**

**BYLAWS**

Approved by MGFA's Board of Directors Feb 2021

**ARTICLE I  
NAME AND NONPROFIT ORGANIZATION**

**1.1 Name.** The name of the Corporation shall be Minneapolis Girls Fastpitch Association, Inc. (“MGFA”).

**1.2 Non-Profit Organization.** The MGFA is a non-profit 501c3 corporation incorporated under the Minnesota Nonprofit Act.

**ARTICLE II  
MEMBERSHIP**

**2.1 Membership.** Membership in MGFA shall consist of the following, all of whom shall automatically be Members without formal application or admission.

**2.1.1 Parents and Guardians.** The parents/legal guardians of all girls who are or were registered in an MGFA program during the current membership term or during the previous membership term.

**2.1.2 Coaches and Assistant Coaches.** The coaches and assistant coaches of MGFA teams formed during the current membership term.

**2.1.3 Officers and Directors.** All duly-elected, currently-serving MGFA Board Members.

**2.2 Membership Term.** The “membership term” for MGFA membership shall be annual, commencing on September 1 and ending on August 31 of the following year.

**2.3 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 to the Members by the Board of Directors. Members must be present to vote.

**2.4 Annual Meeting of the Members.** The Annual Meeting of the Members shall be on a day during the month of October at a time and place decided by the Board of Directors. Notice of the meeting shall be given to the public and Members through an effective method or effective methods decided by the Board of Directors.

**ARTICLE III  
BOARD OF DIRECTORS**

**3.1 Board of Directors.** The business and affairs of MGFA shall be managed by or shall be under the direction of the Board of Directors (“MGFA Board” or “Board”).

**3.2 Number and Responsibilities of Board Members.** The MGFA Board shall

consist of eleven (12) Board Members. Those eleven (12) Board Members shall include: President, Vice-President, Secretary, Finance Director, Softball Director, Equipment Director, Fields and Umpires Director, Fundraising Director, Marketing and Communications Director, Analytics Director and two (2) At-Large Directors. The responsibilities of each Board Member, including officers, are as set forth in Appendix A to these Bylaws.

**3.3 Election of Board Members.** Board Members shall be elected by MGFA members at the Annual Meeting. The number of Board Members elected shall be equal to the vacancies created by expired terms or otherwise.

**3.4 Term of Board Members.** Board Members shall serve a term of two years, except upon formation of the first Board of Directors. To allowing for the staggering of terms, the following terms shall apply to the first Board:

**3.4.1** President: Two year term – Even Year Election

**3.4.2** Vice-President: Two year term - Odd

**3.4.3** Secretary: Two year term - Even

**3.4.4** Finance Director: Two year term - Odd

**3.4.5** Equipment Director: Two year term - Even

**3.4.6** Softball Director: Two year term - Odd

**3.4.7** Fields and Umpires Director: Two year term -Even

**3.4.8** Fundraising Director: Two year term - Even

**3.4.9** At-Large Director A: Two year term - Odd

**3.4.10** At-Large Director B: Two year term – Even

**3.4.11** Marketing and Communications Director – Two year term - Even

**3.4.12** Analytics Director - Two year term - Odd

**3.5 Removal.** Board Members shall be subject to removal at any time by the affirmative vote of at least two-thirds (67%) of the whole Board.

**3.6 Vacancies.** The Board may fill any vacancies among Board Members. The Board members so elected shall serve out the remainder of the vacant term(s).

**3.7 Board Officers and Directors.** The Board shall have four (4) Officers President, Vice-President, Treasurer/Finance Director, and Secretary - as set forth in Article IV below.

**3.7 Executive Committee.** The MGFA Executive Committee shall consist of the four (4) MGFA Officers set forth in Article V below, namely the President, Vice-President, Finance Director, and Secretary. The Executive Committee is empowered to act on behalf of the Board of Directors in situations where it is not practical to call a full Board meeting. Action and/or decisions require a vote of at least three Members of the Executive Committee. Actions and/or decisions made by the Executive Committee must be reported to the full Board at the next Board meeting.

**3.8 Standing Committees.** The Board may establish one or more committees to conduct its business. The chair of any committee shall be a Board Member. Additional committee members may be Board Members, MGFA Members, or other individuals whose expertise is deemed necessary for a particular committee.

**3.9 Grievance Committee.** Upon receiving a written grievance from an MGFA Member, the President shall appoint a grievance committee, which shall consist of three Board Members. In the event the President is the subject of the grievance, the Vice President shall appoint the grievance committee. The committee shall strive to resolve the grievance as soon as possible.

**3.10 Powers of MGFA Board.** To the extent permitted by law and the Articles of Incorporation and Bylaws of MGFA, the Board shall have the following powers in addition to, and not in restriction or limitation of, the usual and statutory powers of like bodies or the other powers given by these Bylaws:

**3.10.1** To make, alter, and amend policies for the conduct of the Members of MGFA.

**3.10.2** To fix and enforce penalties up to and including expulsion of members for violations of the Bylaws and MGFA policies.

**3.10.3** To call special meetings of the Board and/or MGFA Members to consider specific subjects.

**3.10.4** To adopt MGFA Philosophy and Guidelines to include information about the Board, player eligibility, registration, tryouts, equipment, uniforms, player and coaches' responsibilities and any other pertinent MGFA information as deemed appropriate by the Board. The Board may revise the Guidelines at any time. The Guidelines will be made available to MGFA Members by posting on the MGFA website or any other method decided by the Board.

### **3.11 Board Meetings.**

**3.11.1 Annual Meeting.** The Annual Meeting of the MGFA Board shall start following the conclusion of the Annual Meeting of the members. The term of new Board Members will commence.

**3.11.2 Regular Meetings.** The Board shall hold regular meetings at such place and time as decided by the Board.

**3.11.3 Special Meetings.** The Board may call special meetings of the Board to consider specific subjects as decided by the Board.

**3.11.4 Quorum and Voting.** A majority of the Board Members is a quorum for the transaction of business at any Board meeting. Any action or decision of the Board shall be approved by a majority of the Board Members present at any meeting. Board members unable to attend a meeting may vote by proxy by sending an email to all Board Members stating the date of the meeting from which the Board member will be absent and which of the other Board Members is authorized to vote on behalf of the absent Board Member. No single Board Member may act as proxy for more than two absent Board Members at any Board meeting.

**3.11.5 Open to Public.** All Board meetings are open to the public, except for meetings in which personal issues or litigation are discussed. Members of the public or MGFA Members may discuss concerns or recommend changes to MGFA at any Board meeting.

## **ARTICLE IV OFFICERS**

**4.1 Officers.** The Officers of MGFA shall consist of a President, Vice-President,/Finance Director, and Secretary.

**4.2 Eligibility.** Officers are and remain “Board Members” as that term is used in these Bylaws.

**4.3 Term of Office.** Officers shall serve for two years (except as set forth for the first Board in Article 4.4 above). There is no limitation on how many terms a Board Member may serve.

## **ARTICLE V FISCAL YEAR**

**5.1 Fiscal Year.** The fiscal year of MGFA shall be the calendar year of January 1 through December 31.

## **ARTICLE VI FINANCES**

**6.1 Checks.** All checks and notes of MGFA shall be signed by the Treasurer or the Vice-President. Checks and notes of MGFA may otherwise be signed by other officers or agents as may from time to time be designated by resolution of the Board.

**6.2 Spending Limits.** All expenditures must be approved by a vote of the Board of Directors, or, for expenditures that need approval between Board meetings, by the Executive Committee. However, the total of all expenditures approved by a majority Executive Committee between two Board Meetings may not exceed \$200.

**6.3 Annual Financial Statement.** An annual financial statement shall be completed each year as of January 31 reflecting the finances of MGFA as of the end of the preceding fiscal year (December 31).

**6.4 Right of Inspection.** Past and current financial statements of MGFA are available for inspection by any Member upon request.

## **ARTICLE VII CONSTRUCTION AND AMENDMENT AND OF BYLAWS**

**7.1 Construction of Bylaws.** The decision of the Board of Directors shall be final and conclusive on questions concerning interpretation of the Bylaws.

**7.2 Amendment.** The Board of Directors may amend, repeal or replace the Bylaws of the MGFA, at any time, upon an affirmative vote of at least 2/3rds (67%) of all Board Members. The proposed changes shall be presented at one meeting and voted on at the next meeting.

## **APPENDIX A RESPONSIBILITIES OF BOARD MEMBERS**

**In addition to any responsibilities set forth in the Bylaws, Board Members shall have the following responsibilities:**

### **PRESIDENT**

- Oversees MGFA and is responsible for its management
- Enforces MGFA governing documents and Board decisions
- Calls and conducts regular MGFA Board meetings
- Completes monthly review of financial status of MGFA with the Treasurer
- Audits spending to ensure proper authorization and reporting
- MGFA representative to vendors, city officials and departments, and other outside entities
- Oversee organizational response to inquiries concerning 612 Fastpitch

### **VICE-PRESIDENT/COACH & PLAYER DEVELOPMENT**

- Assists President in fulfillment of duties
- If the President resigns, the Vice President will be interim President until a new President is elected
- Conducts Board meetings in President's absence
- Oversees coach and player selection committee with the Softball Director, which makes coach recommendations to Board of Directors
- Player development strategy and tactics
- Quality control of softball operation
- Approves and denies all applications for fee/registration refunds and communicates to the finance director

### **SECRETARY**

- Prepares, distributes, and maintains meeting agenda, meeting minutes, and other necessary MGFA corporate and other documents
- Maintains Board Member roster with email addresses and phone numbers
- Updates Bylaws if amended by the Board
- Responsible for communications between MGFA and its members, teams, parents, and players

### **FINANCE DIRECTOR**

- Oversees all financial matters of the MGFA
- Oversees and balances MGFA checkbook, including paying of bills
- Prepares and summarizes financial report for every regular Board meeting
- Audits spending to ensure proper authorization and reporting
- Prepares and files required tax returns and other financial forms
- Maintains MGFA's 501(c)(3) status
- Maintain and make recommendations to the Board of Directors regarding insurance

- coverage for MGFA
- Works with Softball Director and Analytics Director to ensure and track compliance for coach background screens, concussion training, SafeSport and ACE certifications required by our leagues
- Leads the development/creation of financial models for association fees

## **SOFTBALL DIRECTOR**

- Ensures background checks and ACE certifications done before season
- Communicates and offers support for coaches during the season including communication of rules, expectations and mandatory certifications, background checks and required training. Offers ongoing support to coaches throughout the season.
- Coordinates and oversees softball endeavors with the Vice President for MGFA
- Coordinates with the Vice President for coach and player selection, including tryouts
- Submits to Equipment Director requests for uniforms and equipment (including standards for uniforms/equipment)
- Coordinates with the Equipment Director for the distribution and return of equipment.
- Assists coaches with tournament entries, ensures that each team is progressing and the coaches are following MGFA philosophies and guidelines.
- Collaborates with VP and player development content (drills, skills, training and education) for distribution to members online and other applicable platforms
- Point person for making equipment recommendations for teams, clinicians and for the organization. Collaborates with equipment director for board approvals and sourcing of equipment

## **EQUIPMENT & UNIFORM DIRECTOR**

- Responsible for the inventory of MGFA equipment, including uniforms
- Inventories and makes arrangements for storing equipment at season's end
- Coordinates distribution of equipment
- Responsible for purchasing equipment, including uniforms, as approved by Board of Directors

## **FIELDS AND UMPIRES DIRECTOR**

- Schedules fields and facilities for practices, scrimmages, and games
- Schedules umpires for games
- Point of contact for MGFA and other fields and facilities providers
- Coordinates with MGFA and other field providers on improvements to fields
- Manages in-house field maintenance resources and staff

## **FUNDRAISING DIRECTOR**

- Coordinates and oversees raising funds to meet MGFA needs and allow for the long-term development of MGFA

- Develops sponsorship programs

## **MARKETING AND COMMUNICATIONS DIRECTOR**

- Responsible for internal Club 612 communication
- Collaborate with the BOD to develop communications strategies that will broaden Club 612's outreach to the Community, including but not limited to working with Minneapolis Schools
- Identify significant media and public approaches that can be leveraged to support Club 612, and create and implement plans to exploit them
- Maintains content on 612 Website and manages all social media

## **ANALYTICS DIRECTOR**

- Responsible for membership & and player analytics including forecasting, player tracking and the tracking of pitchers and catchers
- Responsible for players data and analytics including - evaluations scores, coach feedback surveys plus distribution of this data to the board and to coaches where applicable
- Design online registrations for Spring, Fall, Dome, Clinics, etc.
- Coordinates team formation process, compliance and dissemination of rosters to members
- Registers teams for leagues (Spring/Summer and Fall Ball)
- Maintains rosters for teams
- Manage technologies leveraged by the team including but not exclusive to Google Drive and SportsEngine (where not managed by other roles).

## **AT-LARGE DIRECTORS (TWO)**

- Assumes roles and functions as needed