

**BY-LAWS OF  
INTERLAKES YOUTH SOFTBALL, INC.**

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**ARTICLE I. Name And Purpose**

Section 1 – Offices

The principal office of the corporation in the State of South Dakota shall be located in Lake County, South Dakota. The corporation may have such other offices, either within or without, the State of South Dakota, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2 – Name

This corporation shall be known as “Interlakes Youth Softball Association” (IYSA).

Section 3 – Purpose

The purpose of IYSA is to provide softball programs, which emphasize safety, education, fun, and competition for girls up to eighteen (18) years of age.

- a. To promote fast pitch softball in the Lake County and surrounding communities.
- b. To provide an athletic environment which allows for the fostering and promotion of softball equally to all eligible girls residing within the Lake County area.
- c. To encourage sportsmanship, healthy active lifestyles, and community spirit.
- d. To arrange games, matches and competitions at appropriate skill and age levels and grant prizes, awards and distinctions.

**ARTICLE II MEETINGS**

Section 1 – Annual Meeting

The annual meeting of the Board of Directors and officers of the corporation shall be held during the month of February of each year, beginning with the year 2021, at the place and hour designated by the President, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2 – Regular Meetings

The regular meeting of the Board of Directors shall be held without other notice than this by-law at such time and place as designated by the Board of Directors, by resolution. The Board of Directors shall meet at least quarterly, or more often as necessary, for the proper administration of the business and affairs of the corporation. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 3 – Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

#### Section 4 – Notice

Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally, emailed, or mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attend a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **ARTICLE III BOARD OF DIRECTORS**

#### Section 1 – General Powers

The business and affairs of the corporation shall be managed by its Board of Directors.

#### Section 2 – Number and Tenure

The number of the directors of the corporation shall be no less than three and no more than ten (10). The directors shall serve for a term of three years. Must be at least 18 years of age. Each board of director shall have full voting rights in the transaction of matters before the Board of Directors.

#### Section 3 – Quorum

A majority of the number of directors fixed by Article III, Section 2, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### Section 4 – Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### Section 5 – Compensation

All members of the Board of Directors and its officers shall act without compensation for the benefit of the community except that the corporation shall be authorized and empowered to pay compensation in a reasonable amount to its trustees, directors, officers, or private persons for services rendered.

#### Section 6 – Monies

All funds collected or received by this corporation shall be used for the purposes for which the corporation was formed, and in no event shall any profit accrue to the individual directors or officers. All monies collected or received will be under the jurisdiction of the Board of Directors and each expenditure shall be passed on by a majority of the Board of Directors as provided by Article III, Section 4, of these By-laws.

### Section 7 – Action Without a Meeting

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed before such action by all of the directors.

### Section 8 – Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors.

### Section 9 – Presumption of Assent

A director of the corporation 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 director's dissent shall be entered in the minutes of the meeting or unless director shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE III (A) MEMBERS**

### Section 1 – General Membership

Members shall include all registered players during the current calendar year, parents or guardians of all current registered players, and other interested adults as approved by the Board.

### Section 2 – Voting Rights of Members

Members shall have no voting rights.

## **ARTICLE IV OFFICERS**

### Section 1 – Number

The officers of the corporation shall be President, Vice President, Secretary, Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors, by a majority vote, any one or more offices may be held by the same person, except the offices of president and secretary. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. A member of the Board of Directors may serve as an officer.

### Section 2 – Election and Term of Office

The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until officer's successor shall have been duly elected and shall have

qualified or until officer's death or until officer shall resign or shall have been removed in the manner hereinafter provided.

#### Section 3 – Removal

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

#### Section 4 – Vacancies

A vacancy in an office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### Section 5 – President

The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

#### Section 6 – Vice President

In the absence of the president or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

#### Section 7 – Secretary

The Secretary shall (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal of is duly authorized; (d) keep a register of the post office address of each director which shall be furnished to the Secretary by such director.

#### Section 8 – Treasurer

The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article III, Section 1.

**ARTICLE V FISCAL YEAR**

The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January and end of the 31<sup>st</sup> day of December in each year.

**ARTICLE VI CORPORATE SEAL**

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the words "Corporate Seal."

**ARTICLE VII WAIVER OF NOTICE**

Unless otherwise provide by law, whenever any notice if required to be given to any director of the corporation under the provisions of these By-Laws or under the provisions of the Article of Incorporation or under the provisions of the Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE VIII AMENDMENTS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

**Approved and filed this \_\_\_\_\_ day of \_\_\_\_\_, 2021 by:**

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Signed: President  
Name: Derek Dudley

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Signed: Secretary  
Name: Megan Schneider