

Mansfield Girls' Softball Association
Articles of Association and By-Laws

ARTICLE 1: NAME AND PURPOSE

- Section 1.1 The name of this organization shall be the Mansfield Girls' Softball Association, hereafter referred to as MGSA.
- Section 1.2 The headquarters of MGSA shall be located in the town of Mansfield, Massachusetts.
- Section 1.3 MGSA is established for the purpose of promoting amateur athletics and helping to instill in the girls of Mansfield the ideals of good sportsmanship, loyalty, teamwork, honesty, and respect for authority so that they may grow up to become good, decent, healthy and trustworthy citizens of their community.
- Section 1.4 In order to achieve this objective, MGSA will provide the girls of Mansfield with the opportunity to learn the fundamentals of and to participate in and enjoy the sport of softball.
- Section 1.5 MGSA shall operate exclusively as a non-profit organization in accordance with Section 501(c)(3) of the Internal Revenue Code by providing both organized programs of instruction and scheduled practices as well as competitive play. MGSA will also provide programs to educate and develop players, coaches, and umpires.
- Section 1.6 MGSA shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended.
- Section 1.7 No Director or Officer of MGSA shall receive directly or indirectly any salary or compensation from MGSA for services rendered as part of their duties as Director or Officer.
- Section 1.8 No part of the net earnings of MGSA shall inure to the benefit of any member, officer, director, or other private individual except that MGSA may pay reasonable compensation for other services actually rendered or for reimbursement of authorized expenditures made on behalf of MGSA and to make payments in furtherance of the purposes set forth herein.

Section 1.9 MGSA shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office, and no substantial part of the activities of MGSA shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public.

ARTICLE 2: FISCAL YEAR

Section 2.1 The fiscal year of MGSA shall run from October 1st through September 30th.

ARTICLE 3: MEMBERSHIP

Section 3.1 Membership in MGSA shall include the team coaches and the parents or legal guardians of players registered in the Mansfield girls' softball program. Membership shall also include the coach and assistant coaches of the Mansfield High School girls' softball team.

Section 3.2 The membership of a parent or legal guardian shall commence upon the registration of their daughter and payment in full of the softball registration fee, and it will run through March 31st of the following year.

Section 3.3 The membership of a coach shall commence at such time as they are designated as a coach or assistant coach by the Board of Directors of MGSA and will run through March 31st of the following year.

Section 3.4 Each member, upon request to the Secretary of MGSA, will be provided with a copy of these MGSA articles of association and by-laws.

Section 3.5 The Board of Directors shall have the power to revoke or suspend the membership of any individual; to be effective, two-thirds of all current Board members must vote in favor of such revocation or suspension. Prior to such vote, the individual being voted upon shall have the right to address the Board.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1 The governing body of MGSA shall be the Board of Directors, hereinafter referred to as the Board.

Section 4.2 The Board will manage all of the property, business, and affairs of MGSA in accordance with these by-laws. The Board's responsibilities and authority shall include, but not be limited to, determining and establish the leagues and programs to be offered by MGSA as well as league rules, registration fees, and age requirements.

- Section 4.3 The Board of MGSA shall consist of a President, Vice-President, Secretary, Treasurer, and five members at large.
- Section 4.4 The Board of MGSA shall be elected by the membership at the Annual General Meeting described in Section 9.2 with voting to be conducted by written secret ballot. Each candidate nominated to the Board shall be allowed five minutes to speak on their behalf prior to the vote.
- Section 4.5 Board members shall serve in that capacity until the new Board is elected at the next Annual General meeting.
- Section 4.6 Board meetings shall be held at least bi-monthly or may be called by the President upon reasonable notice to all Board members. A majority of Board members shall constitute a quorum for Board meetings.
- Section 4.7 Notice of all Board meetings scheduled shall be provided to Board members by the Secretary either by e-mail or any other such means as is deemed appropriate at least seven days prior to the meeting.
- Section 4.8 Except as may otherwise be provided herein, all votes of the Board shall be decided by a simple majority of those Board members attending a meeting.
- Section 4.9 Board members shall be required to disclose any personal financial interest in any matter coming the Board. In any matter where there is or may be a conflict of interest involving a member of the Board, that member shall not participate in the discussion of or vote on that matter. Any vote taken with respect thereto shall require approval by two thirds of the remaining Board members attending the meeting.
- Section 4.10 A Board member may resign by submitting a written resignation to either the President or Secretary, with such resignation effective upon receipt.
- Section 4.11 Any Board member who misses three Board meetings in a row may be removed by a vote of a majority of the remaining Board members
- Section 4.12 The Board may, by a two-thirds vote of all Board members, suspend or remove any Board member for failing to properly execute their responsibilities under these by-laws or acting in a manner inconsistent with or detrimental to the best interests of MGSA.
- Section 4.13 In the event a vacancy arises on the Board, the membership shall be notified of such vacancy and the members in attendance at the next General Meeting of the membership shall elect a replacement.

Article 5: PRESIDENT

- Section 5.1 The President shall serve as chief executive and administrative officer of MGSA and preside at all Board and membership meetings.
- Section 5.2 The President shall be in charge of the day-to-day business affairs of MGSA under the direction and oversight of the Board and shall be responsible for ensuring that the policies and decisions of the Board are properly executed.
- Section 5.2 The President and Secretary shall together sign any instruments, agreements, or documents authorized by the Board to be executed on behalf of MGSA, unless otherwise specifically required by law and expressly authorized by the Board.
- Section 5.3 The President, subject to Board approval, shall designate and appoint such committees as deemed necessary to assist in conducting the operations of MGSA, as well as the chairperson of each committee.
- Section 5.4 The President shall present an annual report on the condition and operations of MGSA at the Annual General Meeting described in Section 9.2.
- Section 5.5 The President shall, subject to Board approval, appoint one or more individuals each year to examine the financial records of MGSA maintained by the Treasurer for the purpose of reporting on the adequacy of those records and the accuracy of the Treasurer's financial report.
- Section 5.6 The President shall be MGSA's principal representative and contact with regional, state, and national softball organizations.

Article 6: VICE PRESIDENT

- Section 6.1 The Vice President shall perform all the duties and exercise all the powers of, as well as be subject to all the restrictions placed upon, the President when the President is unable to perform such duties.
- Section 6.2 The Vice President shall preside at all Board and membership meetings in the President's absence.

Section 6.3 The Vice President shall assist the President in any manner so designated by the President and perform such other duties as may be assigned by the President or the Board.

Section 6.4 Prior to the end of each fiscal year, the Vice President and the Treasurer shall prepare and submit for Board approval a budget for MGSA for the following year incorporating and listing all anticipated revenues and expenditures.

Article 7: SECRETARY

Section 7.1 The Secretary shall record, maintain, and make available to members the minutes of all MGSA Board and membership meetings.

Section 7.2 The Secretary shall have responsibility for maintaining the official records (other than financial records), documents, agreements, and papers relating to MGSA in such place and form as may be designated by the Board.

Section 7.3 The Secretary shall maintain the membership records of MGSA and be responsible for providing all notices of Board and membership meetings and other such notices as required under the provisions of these by-laws.

Section 7.4 The Secretary shall have responsibility for preparing and filing on behalf of MGSA any forms or documents, other than financial reports or tax forms, required by governmental or regulatory bodies or organizations with which MGSA may be associated.

Article 8: TREASURER

Section 8.1 The Treasurer shall have custody of and responsibility for the safekeeping of all MGSA funds, securities, and financial records.

Section 8.2 The Treasurer shall receive all monies due and payable to MGSA and shall promptly deposit all such monies in the name of MGSA in such banks or other depositories authorized by the Board.

Section 8.3 The Treasurer shall be responsible for the timely payment of all payables and liabilities of MGSA and maintain complete and accurate records of all MGSA financial transactions.

Section 8.4 Any transaction in excess of \$200 shall require authorization and approval by the Board prior to disbursement of any MGSA funds.

- Section 8.5 Prior to the end of each fiscal year , the Treasurer and the Vice President shall prepare and submit for Board approval a budget for MGSA for the following year incorporating and listing all anticipated revenues and expenditures.
- Section 8.6 The Treasurer shall submit a written financial statement at each Board meeting showing, as of the end of the most recent month, MGSA actual monthly and year-to-date revenues and expenditures. The financial statement shall also include a comparison of actual year-to-date results versus the prior year and budget, the most recent month-end bank balances and any incurred but unpaid liabilities of which the Treasurer is aware.
- Section 8.7 The Treasurer shall present an annual financial report to the membership at the Annual General meeting.
- Section 8.8 The Treasurer shall be responsible for the accurate preparation and timely filing of any MGSA financial reports and tax returns that may be required to be filed with any governmental or regulatory authorities, except for those that the Board has specifically authorized outside third parties to prepare and file. Where such reports or tax returns are filed by outside third parties, the Treasurer shall provide all necessary support and information to assist in the preparation of those reports.

ARTICLE 9: GENERAL MEETINGS

- Section 9.1 Meetings of the members of MGSA shall be regularly scheduled and held at least every three months, such meetings to be referred to as General Meetings.
- Section 9.2 A General Meeting shall be held in October of each year, which meeting shall be designated as the Annual General Meeting.
- Section 9.3 A General Meeting may be scheduled or rescheduled at any time by the President providing that reasonable notice is given to the members of MGSA.
- Section 9.4 Upon receipt of a written request signed by twenty MGSA members, the President shall proceed to expeditiously schedule a General Meeting within a reasonable time period.

Section 9.5 Notice of all General Meetings scheduled shall be provided to members by the Secretary at least seven days prior to the meeting by publishing a notice in The Mansfield News or other local newspaper and by any other such means as is deemed appropriate. The Secretary shall also provide notice by e-mail to any members who have provided the Secretary with their e-mail address and requested such notice.

Section 9.6 A quorum for the purposes of any General Meeting shall consist of seven MGSA members being present.

Section 9.7 The order of business at all General Meetings shall be as follows:

- a. Attendance and ascertaining the presence of a quorum
- b. Reading and approval of minutes of previous meeting
- c. Treasurer's report
- d. Communications
- e. Committee reports
- f. Other reports
- g. Unfinished business
- h. New business
- i. Adjournment

Section 9.8 Any MGSA member in good standing shall be entitled to one vote on any matter brought to a vote at a General Meeting.

Section 9.9 Except as may otherwise be provided herein, all matters voted upon at a General Meeting shall be decided by a simple majority of those members attending the meeting.

Section 9.10 The proceedings at all meetings of MGSA shall be governed by the rules contained in the current edition of Robert's Rules of Order Newly Revised in all cases to which they are applicable and in which they are not inconsistent with these by-laws or any special rules of order that MGSA may adopt.

Article 10 INDEMNIFICATION

Section 10.1 Any officer or director of MGSA, whether or not then in office, shall be indemnified by MGSA against all liabilities and expenses, including legal fees, reasonably incurred by or imposed upon him arising out of or in connection with any litigation or proceedings in which they may become involved due to their involvement with MGSA.

Section 10.2 The indemnification afforded under Section 10.1 shall not apply where the officer or director of MGSA is adjudged guilty of willful misconduct.

Article 11: AMENDMENTS

Section 11.1 Proposed amendments to these Articles of Association and By-laws must be submitted in writing by a member of MGSA in good standing at any General Meeting.

Section 11.2 Any amendment submitted pursuant to Section 11.1 will be voted upon at the next following General Meeting; notice of the proposed amendment shall be included in the notice of such meeting.

Section 11.3 Any amendment submitted pursuant to Section 11.1 must be approved by a two-thirds vote of members present at the meeting.

Article 12: DISSOLUTION

Section 12.1 In the event of dissolution of MGSA, the assets of the association shall be first used to pay or all debts, liabilities, expenses, and obligations of the association.

Section 12.2 Any remaining assets of MGSA shall then be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government for a public purpose.