



# MASON SOFTBALL ASSOCIATION

## Bylaws



### Article I: Name, Offices, Purpose, Authority and Organization

1. Name. This organization shall be known as the Mason Softball Association (“MSA”).
2. Offices. The principle offices of MSA shall be located within the city of Mason, Michigan, or at such location as determined from time to time by the Executive Committee.
3. Purpose. The MSA is organized as a Michigan nonprofit corporation exclusively for the purpose of receiving and administering funds for charitable purposes beneficial to the public interest within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 in such manner as described in the Articles of Incorporation of MSA.
4. Authority and Organization.
  - a) Authority. These Bylaws shall govern the organization and operation of MSA.
  - b) Membership. The membership of MSA shall consist of participating teams, players, sponsors and other persons and organizations with a demonstrated interest in the objectives of MSA.
  - c) Governance. MSA shall be organized on a directorship basis. The affairs of MSA shall be managed by a Board of Directors (“Board”) and an Executive Committee of the Board in accordance with these Bylaws.

### Article II: Board of Directors

1. Board Composition. The Board shall be comprised of the following directors:
  - a) Team Managers: The team manager, or a person designated by the team manager, from each team registered in good standing to play in the current year MSA summer season shall be an eligible director. To be considered registered in good standing a team shall have submitted all required information and fees to the League Director.
  - b) At-Large Directors: No more than three at-large directors selected by, and at the discretion of, the Board shall be eligible directors.
  - c) City Representative: A representative of the City of Mason (“City”) in the event the City chooses to appoint a representative shall be an eligible director.
  - d) The League Director and Umpire in Chief shall be excluded from holding the position of MSA director.
  - e)
2. Term of Directorship.
  - a) Team Managers: The term for each team manager director shall begin upon full satisfaction of their team registration requirements and continue until the next annual meeting.
  - b) At-Large Directors: The term for each at-large director shall continue until the next annual meeting.
  - c) City Representative: The term for the city representative shall be at the discretion of the City.



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3. Duties of the Board. The duties of the Board shall include, but not be limited to:
  - a) Elect At-Large directors to the Board.
  - b) Elect members of the Board to serve as the following officers of MSA.
    - 1) President
    - 2) Vice President
    - 3) Secretary/Treasurer
    - 4) Four director representatives
  - c) Fill vacancies that occur on the Executive Committee or Board.
  - d) Provide direction to the Executive Committee.
  - e) Amend these by-laws.
4. Meetings of the Board.
  - a) Annual Meeting: The Board shall meet a minimum of once per year. The Annual Meeting shall be held prior to the beginning of the summer league season and may also serve as the manager's meeting for the summer league season. During each annual meeting the Board shall elect at-large directors and officers as well as conduct other business consistent with these Bylaws.
  - b) General: The Board may meet as deemed necessary by the President or any two elected officers.
  - c) Meeting Notice: Notice of any Board meeting shall be given by the President, Secretary/Treasurer or League Director to all directors of the time and place of the meeting.

### Article III: Officers.

1. The officers of MSA shall be the elected and administrative officers defined in this article and shall also include those persons duly authorized by an officer to act on behalf of, or perform duties prescribed by, the officer.
2. Elected Officers. The following shall be the elected officers of MSA. The duties for each elected officer shall be as defined in this section. Officer elections shall occur at the annual meeting of the Board. Any director, shall be eligible to serve as an elected officer. Elected officers shall serve until the next election and may serve an indefinite number of terms.
  - a) President
    - 1) Preside at all meetings of the Board and the Executive Committee.
    - 2) Call meetings of the Board or the Executive Committee.
    - 3) Appoint special committees as deemed necessary.
    - 4) Shall be an authorized signatory on MSA accounts.
    - 5) Shall not vote on any matter except to break a tie.
    - 6) Other duties assigned by the Board or the Executive Committee.



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- b) Vice President
  - 1) Assist the President in the discharge of duties.
  - 2) Assume the duties of President when the President is absent or unable to perform duties.
  - 3) Shall be an authorized signatory on MSA accounts.
  - 4) Other duties assigned by the Board or the Executive Committee.
  
- c) Secretary/Treasurer
  - 1) Keep minutes of all meetings of the Board and Executive Committee, including the names, and associations if applicable, of those present. Minutes shall also include the name and associated vote of each member on compensation questions.
  - 2) Issue notices and other information and keep a file of MSA records.
  - 3) Maintain the bank accounts of MSA, maintain records of bank accounts of MSA, maintain an accounting of MSA finances, report on the financial accounting of MSA, and receive and disburse monies for operation of MSA.
  - 4) Prepare and file financial reports required by state or federal regulations
  - 5) Shall be an authorized signatory on MSA accounts.
  - 6) Other duties assigned by the Board or the Executive Committee.
  
3. Administrative Officers. The following shall be the administrative officers of MSA. The duties for each administrative officer shall be as defined in this section. Administrative officers shall be appointed by, and serve at the pleasure of, the Executive Committee.
  - a) League Director
    - 1) Act as manager of all league play and MSA sponsored tournaments including:
      - (a) Prepare and arrange advertising.
      - (b) Prepare, distribute and collect team and player registration materials.
      - (c) Collect and deposit team and player fees.
      - (d) Prepare and distribute game schedules.
      - (e) Prepare and distribute documents and equipment to support MSA league and tournament play.
      - (f) Communicate game schedules to team managers and the Umpire-In-Chief.
      - (g) Ensure proper management, maintenance and preparation of facilities used for MSA activities.
      - (h) Obtain sufficient field time for league play and MSA sponsored tournaments.
      - (i) Determine league assignments for teams based upon team preference and competitive balance.
    - 2) Assist the Secretary/Treasurer in maintaining and reporting financial records.
    - 3) Assist the Umpire-In-Chief in rule disputes pertaining to games, players, or league rules.
    - 4) Act as liaison to the Michigan Amateur Softball Association, the City of Mason, and other relevant organizations.
    - 5) Manage fundraising operations.
    - 6) Serve as a non-voting member of the Executive Committee.
    - 7) Attend all meetings of the Board and the Executive Committee.
    - 8) Preside over the Board during the election of officers.
    - 9) Other duties assigned by the Executive Committee.



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- b) Umpire-In-Chief
  - 1) Recruit qualified individuals to work as umpires.
  - 2) Periodically evaluate individual umpire performance.
  - 3) Prepare and communicate schedules for umpires.
  - 4) Assist the League Director in ensuring proper completion and prompt collection of game scorecards.
  - 5) Rule on disputes pertaining to games, players, or league rules.
  - 6) Serve as a non-voting member of the Executive Committee.
  - 7) Attend all meetings of the Board and the Executive Committee.
  - 8) Other duties assigned by the Executive Committee.

### **Article IV:Article IV: Executive Committee.**

1. Composition of the Executive Committee. The day-to-day operations of MSA shall be managed by the Executive Committee comprised of the following MSA officers:
  - a) President
  - b) Vice President
  - c) Secretary/Treasurer
  - d) Four director representatives
  - e) League Director (non-voting)
  - f) Umpire-In-Chief (non-voting)
2. Duties of the Executive Committee. The duties of the Executive Committee shall include, but not be limited to:
  - a) Formulate and administer policies, rules, and standards for MSA programs.
  - b) Manage the business, property, and affairs of MSA.
  - c) Appoint the League Director.
  - d) Appoint the Umpire-In-Chief.
  - e) Establish a budget and set fees.
  - f) Establish compensation for MSA officers as provided within these Bylaws.
  - g) Report on all decisions and actions of the Executive Committee to the Board.
3. Meetings of the Executive Committee. The Executive Committee shall meet as deemed necessary by the President, any two officers, or the League Director. Notice shall be given by the President, Secretary/Treasurer or League Director to all Committee members of the time and place of a meeting.



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### Article V: Compensation, Indemnification

1. Compensation and Benefits. No member, director or officer of MSA shall receive compensation or benefits from MSA except for services rendered. Any compensation for a member, director or officer of MSA shall be first approved by 2/3 vote of the Executive Committee membership with the name and vote of each voting member recorded in the meeting minutes. If the member seeking compensation is a member of the Executive Committee, the member shall refrain from participating in the matter and such member shall not be counted in determining the requisite 2/3 vote. The minutes shall include the term for the approved compensation and any associated conditions.
2. Indemnification and Insurance.
  - a) MSA shall, to the fullest extent now or hereafter permitted by law as well as regulations and rulings issued by the Internal Revenue Service, indemnify any members, directors or officers of MSA, and to the extent provided in a resolution of the directors or by contract, any employee or agent of MSA, who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a member, director, officer, employee, or agent of MSA, or is or was serving at the request of MSA as a member, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, judgments, penalties, fines, and amounts paid in settlement, including attorney fees, actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person was acting, or refrained from acting, in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of MSA, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the conduct was unlawful.
  - b) The expenses incurred in defending any such action, suit, or proceeding may be paid by MSA in advance of the final disposition of the action, suit, or proceeding as provided by MCL 450.2564(b).
  - c) MSA may purchase and maintain insurance on behalf of any person against any liability, including penalties, taxes, expenses of correction, judgments, settlements, or expenses, asserted against and incurred by such person serving MSA in any capacity, or arising out of such service, whether or not MSA would have the power to indemnify such person against such liability under the provisions of these Bylaws or under the provisions of Section 261 through Section 569 of the Michigan Nonprofit Corporation act.
  - d) The indemnification herein provided for shall continue as to a person who has ceased to be a member, director or officer of MSA and, to the extent provided in a resolution of the directors or by contract, may continue as to a person who has ceased to be an employee or agent of MSA. Any indemnification of a person who was entitled to indemnification after such person ceased to be a member, director, officer, employee, or agent of MSA shall inure to the benefit of the heirs, personal representatives and administrators of such person.

### Article VI: Rules of Order, Voting, Quorum

1. Rules of Order. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Board and Executive Committee in all applicable cases in which the rules are not inconsistent with these bylaws.



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### 2. Voting.

- a) Only MSA members identified as directors in accordance with these Bylaws shall be entitled to vote on a matter before the Board. Each director shall be entitled to only one vote regardless of how many voting positions are held by that director.
- b) Members of the Board or Executive Committee may vote by proxy if absent from a meeting. The proxy shall be in writing, identify the director or officer authorized to cast the proxy vote, include a signature or clear indication via email from the director or officer granting the proxy, and include any conditions attached to the proxy if desired. The Secretary/Treasurer shall note all proxies in the meeting minutes.
- c) For the purpose of obtaining a quorum, the Board and Executive Committee may accept votes over the phone during voting on a matter. The Secretary/Treasurer shall record such votes received in the minutes of the meeting.

### 3. Quorum.

- a) For any meeting of the Board a quorum shall be present whenever more than 50% of the directors appointed and serving are present, including directors represented by proxy or phone vote in accordance with these Bylaws. When notice of a meeting of the Board is given at least ten days in advance of the scheduled date of the meeting, the directors present shall constitute a quorum so long as a minimum of four members of the Executive Committee are present.
- b) For a meeting of the Executive Committee, four or more voting members present shall constitute a quorum.

### Article VII: Vacancies

1. Vacancy Declared. A seat on the Board or Executive Committee may be declared vacant by majority vote of the respective body if a member is absent from two consecutive meetings.
2. Vacancy Filled. The Board shall fill vacancies on the Board or Executive Committee by majority vote.

### Article VIII: Books, Fiscal Year, Notices

1. Books, Records. MSA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings from regular and special meetings of the Board or Executive Committee. A record giving the names and addresses of the members entitled to vote shall also be kept. The Secretary/Treasurer or League Director shall make such books and records available for inspection by any director or officer at any reasonable time.
2. Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January of each year and shall end on the 31st day of December following.
3. Notices. Any notice required by statute or these Bylaws to be given to the members, directors or officers, unless otherwise provided by statute or herein, shall be sufficient if sent via the United States postal system in a sealed, post-paid wrapper, or if sent via email or other electronic means, addressed to such member or officer, and shall be deemed to have been given at the time of such mailing.



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### Article IX: Bank Accounts, Contracts

1. Bank Accounts. MSA money held in banks shall be held in accounts in the name of MSA. All accounts shall require signatures by a minimum of two signatories for any withdrawal, check, or other instrument disbursing funds from an MSA account.
2. Contracts. No officer shall negotiate, commit to, or enter into any contract without advance approval by the Executive Committee.

### Article X: Conflict of Interest

1. Purpose. The purpose of this conflict of interest policy is to protect the interests of MSA when in contemplation of entering into a transaction or arrangement that might benefit the private interest of an officer or director of MSA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Definitions.
  - a) Interested Person. Any director, officer, or member of MSA, who has a direct or indirect financial interest, as defined below, is an interested person.
  - b) Financial Interest. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Committee decides, in the manner provided in this Article, that a conflict of interest exists. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family relationship, any of the following:
    - 1) An ownership or investment interest in any entity with which the organization has a transaction or arrangement.
    - 2) A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement.
    - 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.
  - c) Compensation. Direct and indirect remuneration as well as gifts or favors that are not insubstantial.
3. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose to the Board or Executive Committee the existence of the financial interest and be given the opportunity to disclose all material facts.
4. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the Executive Committee shall determine by vote if a conflict of interest exists. The interested person shall not be permitted to participate in the discussion or the vote, if applicable, on the matter.
5. Procedures for Addressing a Conflict of Interest.
  - a) If the Executive Committee determines by vote that a conflict of interest exists, the Executive Committee shall investigate alternatives to the proposed transaction or arrangement creating the



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conflict of interest. After exercising due diligence, the Executive Committee shall determine whether MSA can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- b) If a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest is not reasonably possible under the circumstances, the Executive Committee shall determine by a majority vote of the disinterested committee members whether the transaction or arrangement is in the best interests of MSA and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the proposed transaction or arrangement.

### 6. Violations of the Conflict of Interest Policy.

- a) If the Executive Committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford an opportunity for the interested person to explain the alleged failure to disclose.
- b) If, after hearing the response of the interested person and after making further investigation as warranted by the circumstances, the Executive Committee determines the interested person has failed to disclose an actual or possible conflict of interest, the Executive Committee shall take appropriate disciplinary and corrective action.

### 7. Records of Proceedings. The minutes of Executive Committee meetings pertaining to a conflict of interest question shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Executive Committee as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussion relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- c) Compensation. A voting member of the Executive Committee who receives compensation, directly or indirectly, from MSA is precluded from voting on matters pertaining to the compensation of the member.

### 8. Affirmation of Policy. Each director, officer and member of MSA shall, by their assumption of their position in MSA, thereby affirm that the director, officer, or member:

- a) Has received access to a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy, and;
- d) Understands that MSA is a charitable organization which in order to maintain federal tax exemption must engage primarily in activities which accomplish one or more of the tax-exempt purposes set forth in the Articles of Association and these Bylaws.





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9. Periodic Reviews. To ensure that MSA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize tax-exempt status, periodic reviews shall be conducted by the Executive Committee. The periodic reviews shall, at a minimum, include the following subjects:
  - a) Whether compensation arrangements are reasonable based upon competent survey information and the result of arm's length bargaining.
  - b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the written policies of MSA, are properly recorded, reflect reasonable investment or payments for goods and services, further the charitable purposes of MSA and do not result in inurement, impermissible private benefit or an excess benefit transaction.
  - c) When conducting a periodic review the Executive Committee may, but shall not be required to, use outside advisors. The use of outside advisors shall not relieve the Executive Committee of its responsibility for ensuring periodic reviews are conducted.

### **Article XI: Amendment**

1. Amendments to these Bylaws may be considered by the Board at any meeting so long as a quorum is present.
2. An amendment shall require approval by 2/3 vote of the directors present.

### **Article XII: Severability, Dissolution**

1. In the event that any article, section, sub-section, or paragraph of these Bylaws shall at any time be declared illegal, unconstitutional, or null and void by a court of competent jurisdiction then the remaining articles, sections, sub-sections, and paragraphs shall remain in full force and effect.
2. The Board may direct dissolution of MSA only upon approval by two-thirds vote of the current directors with a quorum represented at an annual meeting. The dissolution must be presented in writing, with a second, 30 days prior to the annual meeting. The distribution of MSA assets, funds, and property shall be in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 in such manner as described in the Articles of Incorporation for MSA.