

Thunderbirds Softball

BY - LAWS

ARTICLE I

TITLE

The name by which this organization shall be known is:

Thunderbirds Softball

ARTICLE II

PURPOSE

The primary purpose of this organization is to promote citizenship, sportsmanship, fellowship, and physical development among the youth of, but not limited to, the Plymouth-Canton community by sponsoring and promoting organized softball events for girls from the ages of 7 through 18 years (as of January 1). Of secondary importance is the following:

Improving athletic skills.

The procuring of athletic equipment and uniforms.

Acquiring facilities necessary for playing the games.

Striving to win.

The corporation is organized exclusively for the purpose of receiving and administering funds for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The exclusive purpose of the Corporation is to foster national or international amateur sports competition in girls' softball. The corporation is operated primarily to conduct national or international competition in the said sport of for the support and development of amateur athletes for competition in said sports.

ARTICLE III

BOARD OF DIRECTORS

- A. The business, and all affairs of the Organization, shall be voted on and managed by the Elected Board of Directors (Executive Board), whose election shall take place at the November general meeting or as soon as possible thereafter.
- B. The Elected Board of Directors, also known as the Executive Board, shall consist of volunteers. These elected Board members shall be: a President, a Vice President, a Secretary, a Treasurer, and a Community Relations Advocate.

President: The President shall be the chief executive officer of the Board of Directors and shall preside at all meetings of the same (he/she may, however, appoint a meeting chair). The President shall have general supervision over all business activities of the Organization and shall be responsible for the effectuation of all policies stated by the Executive Board and all orders and resolutions pursuant thereto. All standing committees shall be appointed by the President, with counsel from the entire Executive Board, and who shall be an ex-officio member thereof. The President shall act as the insurance agent, unless otherwise delegated, for the Organization. The President shall be the Organization's liaison to the local community governments and other Boards of Directors, unless otherwise appointed.

Vice President: The Vice President shall perform the duties of the President in the President's absence.

Secretary: The Secretary shall preserve in the books of the Organization, the true minutes of the proceedings of the Executive Board and General Membership meetings. The Secretary shall maintain a complete roster of all members in good standing, together with their addresses and telephone numbers.

Treasurer: The Treasurer shall have custody of all Organization funds and shall keep full and accurate accounts of all receipts and disbursements of the Organization in books belonging to the Organization. All moneys shall be deposited in the name of the Organization in such depositories as may be designated for that purpose by the Executive Board. The Treasurer shall disburse the funds of the Organization as authorized by the Executive Board, taking proper vouchers for the same and shall render them, an account of all transactions and of the financial condition of the Organization. The Treasurer, in conjunction with the other Executive Board members, shall prepare and submit a budget for the fiscal year.

Community Relations Advocate: The Community Relations Advocate shall be responsible for communication between the Executive Board and members of the Organization. Also, other duties and responsibilities as the Organization deems appropriate.

C: The Elected Board of Directors shall take office November 1 st of the corresponding year or immediately after the election if beyond November 1st. The election for the Elected Board of Directors shall be conducted at a regularly called annual meeting, with the at least one main purpose being to fill the elected positions of the Board of Directors. **NOTE:** Nominations for the Executive Board must be submitted 30 days prior to the elections meeting. Notice of said meeting must also be published not less than 45 days and no more than 60 days prior to such meeting.

D: Vacancies in the Elected Board of Directors shall be filled by appointment made by participating members, which appointee shall remain a Director until he/she or a successor is elected and qualified.

E: The Elected Board of Directors shall have power to appoint such other officers or agents the Elected Board shall deem necessary for the proper transaction of business of the Organization. These appointees shall have such duties as the Board of Directors may designate at the time of their appointment.

F: An elected Director may have himself/herself relieved from the Board by submitting a request in writing to the Board of Directors.

G: Any Officer or agent of the Elected Board may be removed by a majority vote of the Elected Board whenever it is deemed to be in the best interest of the Organization.

H: The Executive Board shall have the power to make whatever policy, rule or procedure revisions they deem necessary for the betterment of Thunderbirds Softball. An affirmative vote of a simple majority of Executive Board members is required for adoption. (These include Organization rules, eligibility, schedules, tryout and selection procedures, protest procedures, etc.).

ARTICLE IV

MEETING OF THE BOARD OF DIRECTORS

A: The Board of Directors shall meet upon written notice or on the second Wednesday of each month, at such time and place as the Board shall determine.

B: The Elected Board of Directors shall convene with the eligible membership each year at the time and place the Board shall determine, with at least one purpose being the election of officers.

C: The presence in person of a majority of the Executive Board shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors, whether regular or special. The affirmative vote of a majority of the Directors present in person shall be required to carry any motion to resolution except as provided below.

D: The Executive Board may collectively or severally consent to or ratify in writing, any action taken by the Organization. When such action has been consented to, or ratified, such action shall be a valid Organization action, as though it had been authorized at a meeting of the Board of Directors. This includes meeting electronically through e-mail or on-line connections.

E: A copy of the minutes of each regular or special Board of Directors meeting shall be distributed to each Executive Board Member at the next regular meeting. If the Executive Board Member is absent, a copy of the minutes should be mailed to him/her within one week following the meeting.

F: All meetings, whether special or general, shall be conducted according to Robert's Rules of Order.

G: The general membership is allowed to attend all general meetings of the Organization. Notice of said meeting shall be given not less than 30 days and no more than 60 days prior to the meeting.

ARTICLE V

SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

A special meeting of the Board of Directors shall be called by the President at the request of at least one member of the Board.

ARTICLE VI

REMUNERATION

No Director or Officer shall receive remuneration, monetary or otherwise, for services rendered to the Organization. A member may be paid for services rendered if approved by a majority vote of the Elected Board of Directors. A Director or Officer seeking remuneration may be present at the time of the vote, and his/her presence shall be counted to satisfy a quorum. However, said Director/Officer shall not vote on the issue. A majority of the remaining Board members shall be required to authorize the remuneration.

ARTICLE VII

EXECUTION OF INSTRUMENTS

A: Order to Pay: All checks, drafts, money orders, and all other orders to pay, shall be signed by any one (1) of three (3) designated officers in the name of the Organization with two (2) signatures required for amounts over five hundred dollars (\$400.00).

B. Instruments: Any contract, conveyance, or other instrument authorized of the Board of Directors shall be executed by the President, Vice President, and / or the Treasurer in the name of the Organization, unless the Board shall specifically designate other officers or agents to execute an instrument in behalf of the Organization.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Organization shall commence on January 1st and end on the last day of December each year.

ARTICLE IX

MEMBERSHIP

A: Membership shall include, but not be limited to, any girl between the ages of 7 and 18 years (cannot be 19 years old before January 1), residing within the adopted boundaries of the City of Plymouth, the Townships of Plymouth and Canton, or is a student in the Plymouth Canton Community School System boundaries, shall be eligible for participation in the Thunderbirds Softball Organization.

B: Parents of eligible girls, or adults having an active participation in the program, are members and may vote at the annual election.

C: Future membership in the Program will be by qualifications set forth by the Board of Directors.

D: The Board of Directors, by majority vote at any duly constituted meeting, shall have the authority to suspend any member thereof whose conduct is considered as detrimental to the best interest of the Organization.

E: Membership may be terminated by resignation duly accepted by the Board.

ARTICLE X

AMENDMENT OF BY -LA WS

These by-laws may be amended, added to, or repealed by affirmative vote of a majority of the Executive Board of Directors in attendance at any regular or special meeting of the Board of Directors, provided that the notice of said meeting shall include a specification of the proposed amendment in writing thereof, addition thereto, or repeal thereof.

ARTICLE XI

FUNDS

A: Upon the dissolution of the Thunderbirds Softball Organization, all debts, obligations and liabilities being paid, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, a said Court shall determine, which are organized and operated exclusively for such purposes.

If at all possible, Thunderbirds Softball would like to see any remaining funds distributed to the surrounding, inclusive community schools Recreation Fund(s).

B: Being a perpetual non-profit Organization, all funds collected or raised, shall be used for the operations of the Organization, such as field maintenance, equipment, umpires, and any other expense necessary for the operation of the Organization. Any funds that are left over, or in excess of current expenses, shall be used for the following years.

C: The Board of Directors shall raise funds to support Thunderbirds Softball activities. Such funds shall be derived by, but not limited to, the following: Registration Fees (Amount established by the Elected Board at least 30 days prior to registration.), Fund Raising Activities, Contributions.

ARTICLE XII

INDEMNIFICATION

Liability of Executive Board Members: No Executive Board Member, who is a natural person, shall in the absence of fraudulent conduct or bad faith, be liable individually for action taken on behalf of Thunderbirds Softball. Thunderbirds Softball shall indemnify such natural person from any and all claims or expenses in connection with or arising out of that Executive Board Member's good faith actions or non-actions as the Executive Board Member, except for such actions or non-actions which constitute fraudulent conduct. The Organization is authorized to acquire Director's Liability Insurance.

Thunderbirds Softball assumes all liability of any volunteer Director and/or Officer and any other volunteer if all of the following are met:

- 1.) The volunteer was acting or reasonably believed he/she was acting within the scope of his/her authority.
- 2.) The volunteer was acting in good faith.
- 3.) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- 4.) The volunteer's conduct was not an intentional tort.
- 5.) The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the insurance Code of 1956. Act No. 218, P.A of I. being Section 500.3135 of the Michigan Compiled Laws.

ARTICLE XIII

ANTI-DISCRIMINATION POLICY

It is the policy of Thunderbirds Softball that no Director, Officer, volunteer, general member, parent or participating child shall discriminate against any other Director, Office, volunteer, general member, parent or participating child in the provision of services, activities or programs by Thunderbirds Softball based on an individual's race, color, national origin, religion, sex, or marital status.

ARTICLE XIV

SEXUAL HARASSMENT POLICY

It is the policy of Thunderbirds Softball that no Director, Officer, volunteer, general member, parent or participation child shall engage in any conduct such as unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct or communication of a sexual nature, directed toward any other Director, Officer, general member, parent, or participation child.

ARTICLE XV

POLITICAL POLICY

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable, to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) on the Internal Revenue Code, or corresponding section of an future federal tax code.

ARTICLE XVI

RATIFICATION

These by-laws must be ratified by a majority vote of the Executive Board of Directors.