



Mount Horeb Softball Club
Organizational By-Laws

Version 1
November 14, 2016

Amendment #1
August 30, 2018

Mount Horeb Softball Club

P.O. Box 215
Mount Horeb, WI 53572
mohosoftballclub@mhtc.net
www.mohosoftballclub.com

Article I: Name and Address

The name of this club shall be the "Mount Horeb Softball Club, Inc." (MHSC). The mailing address for MHSC shall be P.O. Box 215, Mount Horeb, WI 53572.

Article II: Purpose and Goals

MHSC is a non-profit group organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of the MHSC is to promote the growth of softball at all levels of competition within the Mount Horeb community. The development of sportsmanship, teamwork, and respect for others are key priorities. The MHSC will promote fundamentals of the game while fostering a fun and positive softball experience.

The goals of the MHSC include, but are not limited to, the following:

- Uniting the parents, students, faculty, alumni, and community in the common interest of supporting and encouraging participation in girls fast pitch softball.
- Promoting school and community interest in the improvement of the softball program through financial support. (Support for the high school teams will be in addition to the school softball athletic budget and shall not be considered a subsidy to the softball program in lieu of school funding.)
- Advocating for Mount Horeb Softball by engaging with the community to bring visibility to the program.
- Promoting fan attendance and spirit at softball games of all levels.
- Teaching the values of teamwork, commitment, and sportsmanship both on and off the field.
- Providing structure to youth programs and connecting girls of all ages with appropriate opportunities based on their skill levels and the number of participants.
- Creating a positive and fun softball experience at all levels and developing a sense of pride and tradition for the students and parents.

Article III: Fiscal Year

The MHSC fiscal year shall be based on a calendar year from ~~September 1 through August 31~~ January 1 through December 31. (Amended 8-30-18)

Article IV: Club Roles and Responsibilities

Section 1 – Board and Executive Board:

The officers of the MHSC will be President, Vice President, Secretary, Treasurer, and two (2) Advisor positions. These officers in their entirety make up the MHSC Board of Directors (herein known as “Board”). The President, Vice President, Secretary, and Treasurer shall make up the MHSC Executive Board. Board members shall serve in their positions without compensation, except for reimbursement of expenses on behalf of the organization.

Board members are expected to attend all meetings while in office and take on additional responsibilities beyond those listed below as required to maintain a successful organization. Each officer is allowed one vote on voting matters except the President, who will only vote in the event of a tie. The longevity of this club is dependent on open communication between new, active and former board members; therefore board members are expected to train and mentor their successor to ensure a smooth transition. In addition to helping prepare their replacement for success, each exiting board member shall transition all records and information they have acquired to their successor or the Executive Board within one (1) week of their role ending.

President

- Presides at all meetings.
- Develops agendas for all meetings.
- Provides leadership to the Board.
- Personally represents MHSC or appoints a delegate where representation is deemed appropriate.
- Encourages the Board’s role in strategic planning, financial accountability, and fundraising.
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
- Serves as the main contact with the Coach Liaison.

Vice President

- Presides over meetings in the absence of the President and performs all duties as such.
- Performs such duties and has such powers as may be delegated to him/her by the President.
- Serves as the main contact for all committees.
- Provides updates on committee activities at monthly and annual meetings if there is no committee representative present.

Secretary

- Performs such duties and has such powers as may be delegated to him/her by the President.
- Maintains all Board and MHSC records, and ensures their accuracy and confidentiality.
- Records and maintains the name, residence, and contact information of all members and sends annual notice of membership renewal.

- Gives notice of meetings to the membership.
- Records all actions of the Board and/or committees in the MHSC minutes. Minutes should be distributed within one (1) week of the meeting.

Treasurer

- Performs such duties and has such powers as may be delegated to him/her by the President.
- Receives and is responsible for all monies of the MHSC, deposits all funds in a banking institution operating under the Federal Reserve System within five (5) business days of receiving the funds (or as soon as administratively feasible), pays all orders that are approved by prior action of the Board, brings club checkbook to meetings, and reconciles bank statements.
- Keeps accurate financial records of the MHSC.
- Gives monthly financial reports to the Board and members present at the meeting.
- Makes financial records available, upon request, within two (2) business days or as soon as administratively feasible.
- Files appropriate forms with Federal and State agencies.
- Follows accountability guidelines as defined in Article XIII.

Advisors

- Performs such duties and has such powers as may be delegated to him/her by the President.
- Provide guidance to the Executive Board through participation in discussions and MHSC activities.

Section 2 – Liaison and Committee Responsibilities:

The Board, at their discretion, shall appoint liaisons to assist them in managing the MHSC. The liaison positions as noted below are head coach and student roles. If the Board sees fit, a liaison(s) outside of these two roles may be appointed if it is felt this individual(s) can provide guidance and/or assistance to the Board. Additionally, the Board may create committees to help meet the goals of the MHSC. The number and make-up of the committees shall be determined by the Board. Committees shall be formed to complete work activities as well as to engage the membership in the running of the MHSC.

High School Softball Head Coach Liaison (Coach Liaison):

Upon being hired as the Mount Horeb High School softball head coach by the Mount Horeb Area School District, and assuming he/she accepts the invitation to become the MHSC Coach Liaison, he/she shall take on this advisory role within the club. The Coach Liaison is strongly encouraged to attend all meetings and will provide insight into the needs and workings of the high school softball program. These insights will allow the Board to make informed decisions with regard to MHSC resources. The Coach Liaison will coordinate with the President to facilitate open communications with the school administration. To avoid any perceived conflict of interest, this is a non-voting position.

Student Liaison(s):

This roll provides insight into the needs and workings of the high school and/or youth programs to allow the Board to make informed decisions with regard to MHSC resources. The Student Liaison(s) is strongly encouraged to attend all meetings. This is a non-voting role.

Committees:

Committees can be set up to manage the daily and long term goals and needs of the MHSC. The Board will oversee all Committees and their activities to ensure that their undertakings comply with the MHSC mission and goals. Each committee shall provide a monthly progress report to the Vice President.

Section 3 – Youth, Summer, Fall Ball, and Club Coaches:

Coaches play a key role in recruiting, developing, and maintaining players at all age levels. Coaches are expected to create a positive learning environment that meets the goals of the MHSC as outlined in Article II. They are expected to act in a respectful manner toward players, parents, other MHSC coaches, opposing coaches/players, and officials at all times. Coaches are expected to present themselves in an appropriate manner as they are a representative of the MHSC. Coaches may be asked to sign a code of conduct form and the Board retains the right to request and require background checks on all coaches for any given season.

Article V: Election and Terms

Any member in good standing who has paid their dues, is eighteen (18) years of age or older, and has no WIAA eligibility remaining can become a board member. Any person convicted of a felony or charged with any crime against a minor will not be considered for a position on the Board. If this situation should occur while serving as a board member, the person will step down immediately or be removed.

Board members shall be elected at the annual meeting of the MHSC. If there are two or more nominations for the same position, election will be held by ballot. If there is only one nomination, the President can make the appointment. Terms shall be for two years and will begin on ~~September 1 and run through August 31~~ January 1 and run through December 31. [The time period of September 1, 2018 through December 31, 2018, shall not count toward the two-year term of those officers currently on the Board or newly elected to the Board at the August 30, 2018 meeting. The revised election years for each office noted below shall apply.] (Amended 8-30-18). Term limits do not apply to any of the offices except for the Treasurer. The Treasurer position will be limited to two (2) consecutive terms. With the exception of the Treasurer position, board members can be married, related, or residing in the same residence as other board members. The positions will have staggering terminations and will alternate as follows:

<u>Position</u>	<u>term, election year is (Amended 8-30-18):</u>
President	2016, 2018, 2020, 2022... 2021, 2023, 2025...
Vice President	2016, 2017, 2019, 2021... 2020, 2022, 2024...
Secretary	2016, 2018, 2020, 2022... 2021, 2023, 2025...
Treasurer	2016, 2017, 2019, 2021... 2020, 2022, 2024...
Advisor #1	2016, 2018, 2020, 2022... 2021, 2023, 2025...
Advisor #2	2016, 2017, 2019, 2021... 2020, 2022, 2024...

Article VI: Resignations

Resignation of elected positions from the Board must be in writing and received by the Board. It is recommended that a resigning Board member give one (1) month notice of their resignation, if possible, to assist with the transition of their duties.

Article VII: Vacancies

In the event of a vacancy on the Board, the position shall be filled by a special election occurring at the next regular meeting by majority vote of the voting members present. Vacancies will be filled only to the end of the previous Board member's term. This process shall apply to all positions with the exception of the following situation: the Vice President shall automatically succeed to the position of President in the event this position is vacated during the term. A new Vice President would therefore need to be elected at the next regular meeting as noted above. The process for holding an election to fill a vacated position shall be the same as stated in Article V, Section 2.

Article VIII: Indemnification

MHSC shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his/her successor or assign, is or was an officer, advisor, liaison, committee member, or coach against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defense of such action, suit or proceeding. MHSC may also reimburse to any such officer, advisor, liaison, committee member, or coach the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Board members that it was to be the interests of MHSC that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such officer, advisor, liaison, committee member, or coach may be entitled apart from the provision of these by-laws.

Board members, and members, make no claims as to the expertise of any of the members or their family members in all club matters. Therefore, the organization bears no liability for any incident, accident or injury that may occur during or as the result of maintenance, recreational, or fundraising activity sponsored by or organized by the MHSC.

Article IX: Membership

Section 1 – Eligibility:

- Membership shall be open to any and all persons interested in supporting the Mount Horeb Softball program, including students.
- Membership in the MHSC shall be for one (1) year covering the period of ~~September 1st through August 31st~~ January 1st through December 31st. (Amended 8-30-18)

Section 2 – Specifics:

- Membership in good standing shall be accomplished by completing a membership form provided by the MHSC and by paying the yearly fee as set forth by the Board. Membership forms are available on the MHSC website or by contacting a current board member.
- Individual, couple, and family membership rates will be set by the Board.
- Anyone can join at any point throughout the membership year, but dues will not be prorated based upon date of membership.
- Current Mount Horeb High School coaches (Varsity, Junior Varsity, and Freshman) who are paid by the School District are invited to become members of the MHSC at no cost to themselves. Coaches are encouraged to provide comments/insights, but in order to avoid a conflict of interest these individuals will be non-voting members.
- Members who fail to pay dues as specified, shall thereby terminate their membership.

Section 3 – Benefits:

- If you become a member of MHSC you can positively affect the future of the softball program in Mount Horeb by casting your vote and having a say in the direction of the MHSC. As a member you will have the opportunity to prioritize club projects, select fundraisers, and amend the by-laws in order to sustain a successful club as outlined in the goals above.
- Adult members who have no WIAA eligibility remaining and who are in good standing shall be entitled to one vote at regular, annual, and special meetings. High school softball coaches are excluded from voting, as noted above.
- Your membership fees will go toward improving facilities for the Mount Horeb softball program and/or providing opportunities for players at all levels.

Article X: Meetings

Section 1 – Regular Monthly Meeting:

- The Board shall meet each month at a time and place designated by the Board. In the event that the entire Board is in agreement that there are no agenda items for a given month, the meeting requirement can be waived with the exception that the treasurer's report must be provided to the Board via e-mail.
- Meetings are open to anyone who wishes to attend, but only members in good standing (as defined in Article IX, Section 2) are eligible to vote. In the case of a couple membership, each adult who has no WIAA eligibility remaining is eligible to cast one vote.
- Meeting agenda shall be posted on the MHSC website a minimum of one (1) week prior to the meeting. In addition, the Board may choose to send an e-mail to MHSC members who provided an e-mail address. The omission of an e-mail address from the e-mail distribution list does not constitute a failure to notify MHSC membership of a meeting, as the posting on the website is the official means of notification.
- Any person is welcome to attend a Regular Monthly meeting to provide comments or ideas as it relates to MHSC activities.

- These meetings, in part, will be used to receive updates from committees that are active at the time of the meeting or to start committee activities for upcoming events.
- Meetings will be conducted in accordance with Roberts Rules of Orders at the discretion of the presiding officer.
- Voice, hand, standing vote, and ballot voting is acceptable.
- Closed session meetings may occur at the Board's discretion.
- A quorum of four (4) of the seven (7) Board members, which must include three (3) members of the Executive Board, is required for a vote to occur. Although, it is preferred that Board members be present in person, a Board member may "attend" a regular monthly meeting via conference call. In this case, the Board member on the conference call will be counted toward the quorum requirement and will be allowed to vote.

Section 2 – Annual Meeting:

- The Annual Meeting of the MHSC shall take place in ~~August~~ December (Amended 8-30-18) of each year at a time and place designated by the Board.
- As part of the annual meeting process, all accounts of the MHSC will be audited by at least two members of the Executive Board (excluding the Treasurer).
- Meeting announcements shall be posted on the MHSC website a minimum of two (2) weeks prior to the meeting. In addition, the Board may choose to send an e-mail to MHSC members who provided an e-mail address. The omission of an e-mail address from the e-mail distribution list does not constitute a failure to notify MHSC membership of a meeting, as the posting on the website is the official means of notification.
- The Annual meeting shall be used to conduct regular ~~August~~ December (Amended 8-30-17) monthly meeting activities, provide a wellness check-up for the MHSC to its members, elect new officers, and to amend the by-laws as needed.
- Meetings shall be used to promote fellowship within the Mount Horeb Softball community.
- Meetings will be conducted in accordance with Roberts Rules of Orders at the discretion of the presiding officer.
- Voice, hand, standing vote, and ballot voting is acceptable unless specifically noted in the by-laws.
- A quorum of four (4) of the six (6) Board members, which must include three (3) members of the Executive Board, is required for a vote to occur. Although, it is preferred that Board members be present in person, a Board member may "attend" a regular monthly meeting via conference call. In this case, the Board member on the conference call will be counted toward the quorum requirement and will be allowed to vote.

Section 3 – Special Meeting:

- The President or two Board members, as deemed necessary, may call a special meeting to vote on amendments to the MHSC by-laws or to manage critical items that are felt to constitute a more immediate MHSC response.
- Meeting agendas shall be posted on the MHSC website a minimum of three (3) business days prior to the meeting. In addition, the Board may choose to send an e-mail to MHSC members who provided an e-mail address. The omission of an e-mail address from the e-mail distribution

list does not constitute a failure to notify MHSC membership of a meeting, as the posting on the website is the official means of notification.

- Discussions will be limited to the subject which caused the necessity of the meeting.
- Meetings will be conducted in accordance with Roberts Rules of Orders at the discretion of the presiding officer.
- Voice, hand, standing vote, and ballot voting is acceptable.
- A quorum of four (4) of the seven (7) Board members, which must include three (3) members of the Executive Board, is required for a vote to carry. Although, it is preferred that Board members be present in person, a Board member may “attend” a regular monthly meeting via conference call. In this case, the Board member on the conference call will be counted toward the quorum requirement and will be allowed to vote.

Article XI: Amendments

Proposed amendments must first be provided to the Board in writing and will be posted on the MHSC website in conjunction with the meeting notice prior to the meeting where the amendment is voted upon. These by-laws may be amended by a majority vote of those present and voting members at either the Annual Meeting or Special Meeting as defined in Article X.

Article XII: Conflict of Interest

Whenever a member has a financial or personal interest in any matter coming before the Board, the Board shall ensure that:

- The interest is fully disclosed to the Board.
- No interested member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such matter is voted upon. If a quorum is not possible even with the full Board present, a simple majority vote of non-interested members will carry.
- Payments to the interested member shall be reasonable and shall not exceed fair market value.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale approval.

If it is determined that a conflict of interest was not disclosed, the Board shall consider disciplinary action and seek financial recourse as determined appropriate.

Article XIII: Income and Expenditures

- All funds and assets of the MHSC shall be used solely for the purposes set forth in Article II of these by-laws.
- It is required that two non-related members in good standing, as defined in Article IX, Section 2, of MHSC count any cash monies. These qualified counters shall write the dollar amount on a

piece of paper, both initial it, and provide the cash and the paper to the Treasurer within three (3) business days (or as soon as administratively feasible) of acquiring it. The monies must either be counted prior to removing it from the event where it was obtained or the funds must be kept in the view of both qualified counters until such time/location where the money can be safely counted.

- All checks will be copied prior to depositing and the copy kept in records by the Treasurer.
- The President, Vice President and Treasurer are authorized to sign checks for the MHSC.
- Individual members of the Executive Board are authorized to make decisions on expenditures up to two hundred dollars (\$200.00) using a MHSC check without prior Board approval. Such expenditures should be considered of immediate concern and be deemed unable to wait until a regularly scheduled board meeting.
- The Board recognizes the need, at times, for its Board members to spend personal funds on a MHSC related expenses. Prior to the purchase, such expense(s) shall be presented to the Treasurer to ensure sufficient funds are available. Expenses shall be presented to the Board at the next regular meeting to be considered by a vote of the Board for reimbursement. It should be made clear, that even if the Treasurer confirms that there are sufficient funds, the reimbursement of expenditures that were not previously approved by a quorum vote of the Board may be denied. Under no circumstances shall an expense be reimbursed without a receipt or appropriate documentation being provided to the Board and thereby kept by the Treasurer.
- From time to time funding requests in excess of two hundred dollars (\$200.00) and up to five hundred dollars (\$500.00) will need to be considered between regular meetings. In these cases, the President will document the request in an e-mail and forward to the Board for a vote. The e-mail will contain the request details and a request deadline (minimum of twenty-four (24) hours from time of request). A quorum vote of the Board via e-mail responses will determine whether the request is approved or denied.
- The Board has full discretion on expenditures up to one thousand dollars (\$1,000.00).
- Expenditures greater than one thousand dollars (\$1,000.00) requires the vote of all eligible members present at a given meeting.
- Officers are encouraged whenever possible to receive invoices and present them to the Board for payment via the MHSC checking account in lieu of paying directly out their personal funds and seeking reimbursement.
- At the Board's discretion they may establish a spending budget for a particular committee or team. It is recognized that some committees will require the ability to make prompt decisions to complete their assignments.
- Cash monies (in the amount and denominations determined by the Board) will be made available for cash box purposes as required for fundraising activities.
- All bills shall be paid only by MHSC checks. Cash payments are not allowed.

Article XIV: Resolution of Disputes

All grievances or disputes involving members of the MHSC that cannot be settled by its members, can be submitted to ~~mohosoftballclub@gmail.com~~ mohosoftballclub@mhtc.net (Amended 8-30-18) or by written letter sent to P.O. Box 215, Mount Horeb, WI for resolution. A grievance submitted by e-mail must be acknowledged by the President within five (5) business days and one submitted by US Mail must be acknowledged in ten (10) business days. The President can act on the dispute outside of a board meeting. If the President cannot resolve the dispute it can be appealed to the Board. The Board will appoint three of their members to meet with the disputing persons to make a final disposition. Their ruling will be final. The final disposition will be sent out to all MHSC Board Members and affected parties promptly. This due process administrative procedure does not need to be during a board meeting and shall be a full and complete substitute for any court proceedings.

Article XV: Expulsion and Suspension

Section 1 – Process for Expulsion or Suspension:

Written charges shall be filed with the Board. The accused person shall have the opportunity to be heard in person and to be confronted in person by his/her accuser with evidence of wrongdoing. A vote in favor of expulsion or suspension by a two-thirds (2/3) vote of the members at either an Annual Meeting or a Special Membership meeting thereof is required to make such action effective. The accused person shall not be afforded a vote.

Section 2 – Board Members:

Any officer of the MHSC may be suspended or expelled, as noted in Section 1 of this Article, from their position for any of the following reasons: neglect of duties pertaining to the office or for conduct detrimental to the name or welfare of the MHSC. The replacement of the officer shall be handled following the same process as dealing with a vacancy as noted in Article VII.

Section 3 – Liaisons:

Any Liaison of the MHSC may be suspended or expelled, as noted in Section 1 of this Article, from their position for any of the following reasons: neglect of duties pertaining to the position or for conduct detrimental to the name or welfare of the MHSC. The replacement of the Student Liaison shall be at the sole discretion of the Board. If the Coach Liaison accepts this role within the MHSC, their liaison position will end in conjunction with the ending of their employment as the Mount Horeb head softball coach. Due to their affiliation with the Mount Horeb School District, the Coach Liaison role cannot be replaced, but the act of removal shall hopefully be noted by the Mount Horeb School Administration.

Section 4 – Membership:

Any member may be expelled or suspended, as noted in Section 1 of this Article, from membership for conduct detrimental to the name or welfare of the MHSC. Upon expulsion or suspension voting rights will be forfeited. Membership fees are considered non-refundable.

Section 5 – Youth, Summer, Fall Ball, and Club Coaches:

Any youth, summer, fall ball and club coach may be expelled or suspended, as noted in Section 1 of this Article, for conduct detrimental to the name or welfare of the MHSC. Any person convicted of a felony or charged with any crime against a minor will not be considered for a coaching position. If this situation should occur while serving as a coach, the person will step down immediately or be removed.

Article XVI: Club Dissolution

The MHSC may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all eligible voters present at a Special Meeting called for this purpose. In the event of such termination and dissolution, the Board, shall after paying or making provision for the payment of all liabilities, distribute any remaining assets with the following priorities: first, to any successor organization enjoying the exempt status under Section 501(c)(3) of the Internal Revenue Code sponsoring girls softball in Mount Horeb; second, to the Mount Horeb High School Softball program; third, if no such organizations exists at the time of dissolution, the Board shall distribute monies to any qualified and deserving 501(c)(3) non-profit organization(s) of their choice.

Article XVII: Adoption of By-Laws

Adoption of these By-Laws was recorded in the official minutes of the November 14, 2016 Special Membership meeting of the Mount Horeb Softball Club, Inc. and were effective immediately upon adoption. Executed by the Inaugural Board of directors:




Kurt Adler, President




Kathy Hendrickson, Vice President



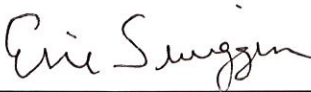
Kate Kraemer, Secretary



Holly Kellesvig, Treasurer



Tim Post, Advisor #1



Eric Swiggum, Advisor #2

Summary of Changes: