



HANGTUF FASTPITCH SOFTBALL CLUB CONSTITUTION & BY-LAWS (REVISED) FEBRUARY 3, 2022

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Article I – Organization

Section 1 - Name: The name of the organization shall be the HangTuf Fastpitch Softball Club (HFSC). Such name may be referred to as HangTuf or HangTuf Fastpitch in informal communication.

Section 2 – Status: The organization has a nonprofit status. HangTuf may pursue a 501c3 status in a period on 5 years.

Article II – Purpose

Section 1 - Purpose: The HFSC organization is committed to providing fastpitch softball players an opportunity to play competitive softball on a year-round basis, by providing them an environment in which they can experience dedicated coaches, quality instruction, a true sense of team, sportsmanship, solid competition, preparation for higher levels of play, success and community involvement. To accomplish this, HFSC has access to year-round facilities (Capital City Baseball Kingdom) for the betterment of the athlete including batting cages, pitching lanes, and indoor winter facilities. Our goal is to enrich every player, allowing her to be well-rounded, strong, intelligent, and a responsible young female athlete. HFSC strives to instill passion for the sport among our players and community. Our partnerships with other civic and community organizations allow our players to develop not just as talented athletes, but as civic-minded individuals. Through this purpose, these young women will develop into competitive softball players and positive citizens within their community.

Section 2 - Use of Funds: HFSC is a nonprofit but is also a business and must have qualified paid staff who will commit to operating and maintaining the business side of the operation to deliver services. HFSC will pay a reasonable salary to the President/CEO for services rendered to further the nonprofit purpose, all other funds collected and raised will be reinvested into the organization.

Section 3 - Dissolution: In the event of dissolution of the organization, all of its property and finances will be transferred to a similar nonprofit or community organization as the President/CEO sees fit.

Article III – Board Members

Section 1 - Board Members: Board Members of this organization shall be appointed by the President/CEO and consist of any volunteer or participants of age 18 years or older who desire to be active in the organization. A Board Member must be in good standing and represents one who has paid all registration fees and has no outstanding financial balance owed to the organization and is of good moral character.

Section 2 - Voting Privileges: Voting privileges will be provided to approved Board Members only for the current season they hold an active position on the Board. A season year runs from August 1st of one calendar year to August 1st of the following calendar year.

Section 3 - Omission of Liability: No Board Member or other active members of the organization shall be in any manner, individually or collectively, liable for any loss, damage or injury of whatsoever kind or nature suffered by or occurring to any other Member or to any other person, concern, or body.

Article IV - Meetings

Section 1 - Regular Meetings: Regular meetings of the Board shall be held monthly and coordinated by the President/CEO and Secretary.

Section 2 - Special Meetings: Special meetings of the Board may be called at any time by the President/CEO provided notice is given to each Board Member prior to such meeting. These meetings will be conducted to approve special financial obligations or resolve an immediate unforeseen challenge that arises that cannot wait until a regularly scheduled meeting of the Board.

Section 3 - Place of Meetings: The place of the meetings will be determined as convenient for the Board but may include remote access telephonic or electronic means.

Section 4 - Notice: Notification of board meetings, including date, time and place, will be posted on the organization's website.

Section 5 - Board Quorum: At regular and special meetings of the Board, a majority of the Board Members in office, four (4), constitutes quorum for the conduct of business.

Section 6 - Meeting Procedure: Roberts Rules of Order shall govern all meetings including, a. Call to order, b. Roll call, c. Acceptance of previous meeting's minutes, d. Treasurer's report, e. Committee reports, f. Call to Public, g. Old Business, h. New Business, i. Announcements, j. Adjournment.

- a. Treasurer & Committee Reports are provided during Board Meetings in a summary format for the purpose of high-level planning and discussions.

- b. If a Board Member, Coach or HangTuf Family Member would like to review a detailed/itemized breakdown of the organization's finances this may be arranged per request to the President/CEO or Treasurer, and a special open book meeting will be scheduled. Hardcopies of financial information will not be distributed outside the confines of the Board.

Section 7 - Attendance: Attendance at meetings shall include members, though coaches, invited guests and the public are welcome.

Article V - Board Rules and Regulations

Section 1 - Board Members: The operations of the organization are managed by five (5) to seven (7) board members at any given time. There are no term limits for Board Members. The Board of Directors will consist of the following leadership positions:

- President/CEO – Permanent Status as Nonprofit Business Owner
- Vice President – Until Vacated
- Secretary – Until Vacated
- Treasurer – Until Vacated
- Trustee 1 or up to 3 – Until Vacated

Section 2 - Vacancy: Any vacancy shall be filled by appointment of the President/CEO, with the approval of the Board. Members seeking to vacate their positions will notify the President/CEO a minimum of a month prior to the conclusion of current season. Newly appointed Board Members shall take office in August, at the Board Meeting, as the start of the new season to serve their designated position.

Section 3 - Removal of a Board Member: Any Member may be removed by the President/CEO at any given time with or without Board approval. Grounds for dismissal include, but are not limited to, missing multiple meetings, if a member's interests are found to be against the Board's direction and vision, or if actions of unprofessionalism are displayed.

Section 4 - Voting: Each member of the Board is entitled to one vote on each matter before the Board. In the event of a tie, the President/CEO is granted a second tiebreaking vote. A majority vote of present Board Members is required to approve the enactment of decisions.

Section 5 - Committees: Committee chair and other positions are appointed by the President/CEO. Committees will be determined on an as-needed basis by the Board and committee activity reports will be given by the Committee Chair at each Board Meeting. Committees for example may include Fundraiser, Media, Scholarship Program, etc.

Article VI - Duties of the Officers of the Board of Directors

Section 1 – President/CEO: The President/CEO shall be the head of the Board of Directors and the Chief Executive Officer of the organization and shall supervise and control all affairs of the organization. The President/CEO will partner with appointed Board leadership to promote the nonprofit organization's mission and goals. The President/CEO conducts all Board meetings and ensures that the Board's directives are implemented. He is also responsible for creating committees, manages the organization general fund finances, reviews minutes and reports, maintains records, appoints both Board leadership and Coaching Staff positions, and directs members in their roles. The President/CEO shall have charge and custody of and be responsible

for all funds of the organization, receive and give receipts for monies due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization in such banks or other depositories (MSU Federal Credit Union) as shall be selected in accordance with the provisions of these By-Laws. The President/CEO also acts as the liaison between the Board of Directors and the Coaching Staff, holding monthly coach's meetings and providing a report to the Board on each teams' status. The President/CEO shall sign, all instruments authorized to be executed by the organization by statute, these by-laws, or stature to some other officer or agent of the organization. The President/CEO shall perform all duties incident of the office of the President/CEO and such other duties as prescribed by the Board.

Section 2 - Vice President: The Vice President's primary focus is to ensure the smooth transition of personnel and operations of the coaching staff. This shall include coordination efforts with the Coaching Staff Youth and High School Group Coordinators, and the Director of Player Development. The Vice President shall also be responsible for any duties as assigned by the President/CEO and the Board.

Section 3 - Secretary: The Secretary shall foster good communications, inform members of meetings and other important dates, take meeting minutes, and maintain documentation associated with the Board. The Secretary shall coordinate and assist the President/CEO with document archiving of organization records. The Secretary shall perform all duties incident of the office of the Secretary and such other duties that may be prescribed by the President/CEO or the Board.

Section 4 - Treasurer: The Treasurer will also have access and share responsibilities for all funds of the organization, can receive and give receipts for monies due and payable to the organization from any source whatsoever, and can deposit all such monies in the name of the organization in such banks or other depositories (MSU Federal Credit Union) as shall be selected in accordance with the provisions of these by-laws. The Treasurer will perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President/CEO or the Board.

- a. The Treasurer shall assist the President/CEO in closing the books of the organization and prepare financial statements at the termination of the fiscal year, August 1st and shall then submit said books, statements, records and all supporting data to the President/CEO for record purposes and required tax filings.
- b. All disbursements shall be made by check or a checking account debit card.
- c. All checks must be made out to the organization name.
- d. The President/CEO, in coordination with the Treasurer, is responsible for providing updates on the financial status of the general fund to the Board.
- e. The Treasurer is responsible for providing updates on the financial status for individual team budgets. Each team's head coach will provide monthly bank statements and receipts of all expenses which are tracked separately from the general fund and will be included in the report to the Board.

Section 5 - Trustees: The Trustees are active members who are familiar with the history and events of the organization. Their purpose is to help oversee and govern in the best interest of the organization and ensure public trust. The Trustees shall perform all other duties as assigned by the President/CEO or the Board.

Article VII - Amendments to the By-Laws

Amendments to the By-Laws may be made only by the President/CEO of the organization. Amendments may be provided to Board Members at any time for adoption purposes.

Article VIII - Operations Handbook

The HFSC operating policies will be maintained within an Operations Handbook. Amendments to the Operational Handbook policies may be proposed by any Board Member and voted on annually in August at the first board meeting of the new season.

Article IX - Adoption of By-Laws

Please note that the President/CEO and all members of the Board of Directors of HangTuf Fastpitch Softball Club, do hereby certify that the foregoing By-Laws were adopted at the February 3, 2022 Board Meeting.

The Board Member's names and titles are listed below:

President/CEO	Scott Laubenthal
Vice President	Ricky Vasquez
Treasurer	Andrea Costello
Secretary	Ashley Tupper
Trustee	Crystal McFadden
Trustee	Darius Knox
Trustee	Jennifer Powers