



## **BYLAWS OF BLACKSHEEP SOFTBALL**

### **ARTICLE I: NAME, PURPOSE, AND OFFICES**

#### **Section 1. Name**

The name of the organization shall be **Blacksheep Athletics**.

#### **Section 2. Non-Profit Status**

The Club is a non-profit corporation organized under the laws of Idaho and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

#### **Section 3. Purpose**

The primary purpose of the Club is to promote, encourage, and provide a competitive, educational, and fun environment for girls and young women to play softball. This includes, but is not limited to: a. Fostering sportsmanship, character, and teamwork. b. Developing athletic skills and knowledge of the game. c. Organizing and participating in competitive softball leagues and tournaments.

#### **Section 4. Offices**

The principal office of the Club shall be located in Nampa, Idaho, or at such other place as the Board of Directors may from time to time designate.

## **ARTICLE II: MEMBERSHIP**

### **Section 1. Eligibility**

Membership in the Club shall be open to all players, parents/guardians of players, coaches, and volunteers who support the Club's purpose and who have fulfilled all registration and financial obligations.

### **Section 2. Classes of Members**

For the purpose of voting and governance, there shall be two classes of members: **Board Members, and Executive Members**. Board Members consist of currently elected Board members. Executive Members consist of the President, Vice President, Secretary, and Treasurer.

### **Section 3. Dues and Fees**

The Board of Directors shall determine the amount of annual dues, player registration fees, and other special assessments, if any.

### **Section 4. Suspension or Termination of Members**

The Board of Directors, by a two-thirds (2/3) vote, may suspend or terminate the membership of any individual for cause, including but not limited to, failure to adhere to the Club's Code of Conduct, non-payment of dues or fees, or any action deemed detrimental to the welfare of the Club. The member shall be notified in writing of the proposed action and given an opportunity to be heard before the Board.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section 1. Authority**

**Board of Directors** - The governing body of the Club shall be the **Board of Directors** (hereinafter referred to as "the Board"). The Board shall have general supervision of the affairs of the Club, including the power to establish policies, manage finances, and oversee all Club activities.

**Executive Board of Directors** - The purpose of the executive board is to make key decisions, handle urgent matters, and oversee the operations of the organization between board meetings. If an executive board vote ends in a tie, then the board of directors will appoint one representative as a tie breaker. This director will be established at the annual meeting each year. If executive board members can not attend an executive board meeting, they can appoint a proxy to vote in their stead.

## **Section 2. Composition and Number**

The Board shall consist of no fewer than [3] and no more than [15] elected Directors. The titles of the Directors shall include, but not be limited to: a. **President** b. **Vice President** c. **Secretary** d. **Treasurer** e. **Director of Communication & Social Media** f. **Director of Fundraising/Events** g. **Director at Large** (optional)

## **Section 3. Terms of Office**

Directors shall be elected for a term of [**one (1)**] or [**two (2)**] years. Terms shall be staggered to ensure continuity. Directors may serve a maximum of [**three (3)**] consecutive full terms in the same office unless the current board unanimously votes for the member to remain.

## **Section 4. Election and Vacancies**

The election of new Directors shall take place at any board meeting or at a special meeting called by the President or  $\frac{1}{3}$  of the board. Vacancies on the Board may be filled by an affirmative vote of a majority of the remaining Directors for the unexpired portion of the term.

## **Section 5. Removal**

Any Director may be removed from office, with or without cause, by a **two-thirds (2/3)** vote of the entire Board of Directors, provided the Director is given written notice and an opportunity to address the Board.

## **ARTICLE IV: DUTIES OF OFFICERS**

### **Section 1. President**

The **President** shall be the chief executive officer, preside at all meetings of the Board, be the official spokesperson of the Club, and oversee the execution of all Board-approved policies.

### **Section 2. Vice President**

The **Vice President** shall assist the President and assume the duties of the President in the President's absence or inability to act.

### **Section 3. Secretary**

The **Secretary** shall keep the minutes of all Board meetings, be responsible for all official correspondence and records, and ensure proper notice of all meetings.

### **Section 4. Treasurer**

The **Treasurer** shall be the chief financial officer, have custody of all Club funds, maintain accurate financial records, prepare the annual budget, and provide regular financial reports to the Board.

### **Section 5. Director of Communication & Social Media**

The Communication & Social Media director will produce and manage all communication on social media platforms such as Facebook and Instagram as it aligns with the organization's mission.

### **Section 6. Director of Fundraising/Events**

The Fundraising/Event director will oversee all aspects of fundraising/sponsors and events ensuring alignment with the organization's mission and financial goals.

### **Section 7. Director at Large**

The at Large directors duties and responsibilities are not fixed but instead vary according to Blacksheep Athletics needs throughout the year.

## **ARTICLE V: MEETINGS**

### **Section 1. Annual Meeting of Board Members**

There shall be an **Annual Meeting of Board Members** held each year in **August** for the purpose of electing Directors, receiving reports, and conducting any other business that may come before the meeting.

### **Section 2. Regular Board Meetings**

The Board shall hold regular meetings at least **quarterly or monthly** at such time and place as the President or a majority of the Directors may determine.

### **Section 3. Special Meetings**

Special meetings of the Board may be called by the President or upon the written request of at least **one-third (1/3)** of the Directors.

### **Section 4. Notice**

Notice of Board meetings shall be given at any time prior to the meeting.

### **Section 5. Quorum**

A **quorum** for a Board meeting shall consist of a majority of the currently seated Directors. A **quorum** for an Active Member meeting shall consist of 50%+1 of Active Members present.

### **Section 6. Voting**

Each Director present shall be entitled to one vote. Except as otherwise specified in these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

## **ARTICLE VI: FINANCIAL ADMINISTRATION**

### **Section 1. Fiscal Year**

The fiscal year of the Club shall begin on **September 1st** and end on **August 31st**.

### **Section 2. Contracts and Checks**

The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. All checks, drafts, or other orders for the payment of money shall be signed by the Treasurer or another designated executive officer, and all transactions over **\$500** may require two authorized signatures.

## **ARTICLE VII: AMENDMENTS AND DISSOLUTION**

### **Section 1. Amendments**

These Bylaws may be amended, repealed, or new bylaws adopted by a majority vote of the Blacksheep Athletics Board of Directors at any regular or special Board meeting, provided that written notice of the proposed amendment(s) is distributed to the entire Board at least **ten** days prior to the meeting.

### **Section 2. Dissolution**

Upon the dissolution of the Club, any assets remaining after all debts and liabilities have been satisfied shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state, or local government for a

public purpose. Such distribution shall be determined by the Board of Directors.

## **CERTIFICATION**

These Bylaws were adopted by the initial Board of Directors on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_ **President's Signature**

\_\_\_\_\_ **Secretary's Signature**