

**BYLAWS OF THE SIMLEY BASEBALL BOOSTERS**

**Bylaws**

**ARTICLE I.  
NAME AND LOCATION**

- Section 1 Simley Baseball Boosters ("SBB") is the name of this organization. SBB is a nonprofit organization.
- Section 2 The headquarters for this organization shall be located in Inver Grove Heights, Dakota County, Minnesota.

**ARTICLE II.  
OBJECTIVE**

- Section 1 The objective of SBB is to promote and assist the Simley High School Boy's Baseball athletic program that competes at a conference level and to support activities related to those athletic programs at Simley High School and all schools within Minnesota ISD 199, Inver Grove Heights Community Schools, 2920 80th Street East, Inver Grove Heights, MN 55076. The SBB is organized exclusively for purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III.  
MEMBERSHIP**

- Section 1 Membership is offered to and encouraged for all parents, guardians and students agreeing to support the objective of the SBB. Any person who has made the minimum annual contribution (the "Booster Fee") will be considered a member in good standing. The Booster Fee amount will be determined by the members voted onto the booster board (the "Booster Board") and reviewed annually.
- Section 2 Membership will be for 12 months and will run September 1 through August 31.
- Section 3 All officers and committee chairs must be members in good standing.
- Section 4 A coach representative is encouraged to attend any and all SBB meetings.

**Article IV.**  
**Officers and Responsibilities**

Section 1 Any member in good standing may be an elected officer. The elected officers shall consist of, at minimum, a president, vice president, secretary, treasurer, and volunteer coordinator. The term for the Booster Board officers shall be twelve (12) months running from September 1 through August 31. All terms will begin immediately following the conclusion of the regularly scheduled August meeting. Should any position be vacated, the Booster Board will adjust the elected officers as they deem appropriate for the duration of the term. The Booster Board will advise members of any remaining open positions, accept nominations and voting will take place at the next meeting. The newly elected officer will hold that position for the duration of that term.

No person shall serve in any combination of officer positions for more than two (2) years without unanimous approval based on need. No person shall serve in an officer position if they have a senior in the program to allow for transition of leadership without unanimous approval based on need. No more than one parent or guardian per family shall serve on the board. Should a Booster Board member resign from his/her position for any reason whatsoever, he/she will not be allowed to be considered for re-election to the board or any committee position.

As Inver Grove Heights Baseball Association is the feeder program for SBB, due to conflict of interest, no person shall be considered for an officer position if they themselves or another family member of the player are currently an officer of the Inver Grove Heights Baseball Association.

Section 2 Duties of the president: The president will preside over the membership meetings, prepare the agenda, and provide notice of the meetings. The president will serve as the primary spokesperson for the organization and will focus on fundraising for the SBB. The president will be required to attend monthly meetings for the Inver Grove Heights Baseball Association, to be the liaison between the two organizations. The president will coordinate the work of all the officers and committees so that the objectives of the SBB are met.

Section 3 Duties of the vice president: The vice president will preside over membership meetings and prepare the agenda in the absence of the president. The vice president will assist the president in fundraising endeavors. The vice president will work with the coaching staff for special events, such as parent and senior nights. The vice president will attend Inver Grove Heights Baseball Association meetings if the president is unable to attend.

Section 4 Duties of the secretary: The secretary will be responsible for recording all minutes during the booster meetings. The secretary will be responsible for collecting and securing ballots during any election. The secretary will be responsible to ensure all meeting minutes are posted on the SBB website. The secretary shall have access to a copy of bylaws for each meeting and post them on the SBB website. The secretary will work with the treasurer to coordinate the annual banquet and other special events as necessary.

Section 5 Duties of the treasurer: The treasurer shall receive all funds of SBB, keep an accurate record of receipts and expenditures, make disbursements as authorized by the president, board, or organization in accordance with the budget adopted by the SBB, and pay out funds in accordance with the approval of the board. The treasurer will be responsible for annual filing of taxes. He or she will present a financial statement at every meeting and at other time of the year on reasonable requested by a member, and will make a full report at the end of the year. The treasurer will have the accounts examined through August 31 no later than September 30 by an auditing committee of no fewer than the president and one other board member who is not the treasurer. The treasurer will be responsible for securing any and all insurance and licensing for the SBB. The treasurer will work with the secretary to coordinate the annual banquet and other events as necessary.

Section 6 Duties of the volunteer coordinator: The volunteer coordinator will be responsible for monitoring the volunteer activities hosted by SBB. The volunteer coordinator will keep track of the volunteer hours completed by each family and will seek out volunteers when needed. The volunteer coordinator will be responsible for training volunteers for the volunteer opportunities.

#### **ARTICLE V. COMMITTEES**

Section 1 The Booster Board may appoint members in good standing to chair committees which support events related to the boy's baseball athletic program at Simley High School. Chairpersons shall serve for the duration of the event or the calendar year, whichever is sooner. No one member shall chair multiple events.

Section 2 AD HOC committees may be formed as deemed necessary by the Booster Board to accomplish specific tasks related to the objective of the SBB. Once the specific assigned task is completed, the committee will dissolve.

**ARTICLE VI.  
EXECUTIVE BOARD**

- Section 1      The Booster Board shall consist of the officers noted in Article IV, Section 1, which include five duly elected officers.
- Section 2      Regular attendance at the meetings is required by the Booster Board. After three consecutive absences from a meeting, regardless of the reason, the Booster Board may replace that Booster Board member.

**ARTICLE VII.  
NOMINATIONS AND ELECTIONS**

- Section 1      Only SBB members serving on the board of directors shall have voting rights with the exception of elections, which are open to all membership annually at the regular August meeting, or as otherwise specified in these bylaws.
- Section 2      Each family, of one or multiple players, will be allowed one vote.
- Section 3      Only one family member, of one or multiple players, will hold an elected position.
- Section 4      Nominations for president must come from a current board member. Nominations for any other board position may come from any member or board member. Nominations must be received seven (7) days before the annual meeting.
- Section 5      Elections for board members will be held at the August meeting. Booster Board members will be voted on and will hold their position for a twelve (12) month period commencing September 1 and ending August 31. The secretary will prepare ballots and will distribute said ballots. The secretary will prepare ballots for voting listing all positions. Under each position, any candidates who have been nominated will be listed. Nomination will only be accepted via email to the Booster Board. Deadline for nominations will be one (1) week prior to the August meeting.
- Section 6      In the event of a tie vote for elections, the outcome will be decided by a coin flip performed by the current president.

**Article VIII.  
Parliamentary Authority**

- Section 1      Membership meetings will be chaired by the president and conducted according to the Robert's Rules of Order. Open communication will be a priority.

Section 2 These bylaws will be reviewed periodically by the Booster Board and by member request. Amendments will be voted on by a majority vote of the members. Notice of the meeting and a copy of the proposed changes in the bylaws shall be made available to all members of the SBB at least seven (7) days prior to the meeting at which such changes are to be voted on.

**ARTICLE IX.  
MEETINGS**

Section 1 Meetings shall be held on a monthly basis, generally on the third Sunday of the month, with the date, time and location of the meeting posted on the SBB website at least one month prior, unless postponed or canceled by the agreement of the Booster Board, or per Inver Grove Heights School District 199 inclement weather cancellation policy. Any postponement or cancelation of the meeting by the Board shall be communicated to the members by the secretary via email.

Section 2 A special meeting of the Booster Board shall be called at the request of two (2) members of the Booster Board. A quorum is defined as a simple majority, or three (3) of the five (5) Booster Board members. A quorum must be present to bring an issue to a vote.

Section 3 Each Booster Board member shall have one vote. During elections, each family, of one or multiple players, will be allowed one vote.

Section 4 Voting by proxy is prohibited.

Section 5 Only Booster Board and members are allowed to attend meetings. Any person wishing to attend any of the meetings need to contact SBB prior to the meeting.

Section 6 Any board member of Inver Grove Heights Baseball Association is welcome to attend the meetings.

**ARTICLE X.  
FINANCES**

Section 1 Annual SBB budgets, for both the High School and the Summer Program, will be approved by majority vote of the members. The Varsity Coach needs to have the annual High School season budget request into the SBB by October 1<sup>st</sup> of each year for the upcoming spring season. The Varsity Coach needs to have the Summer Program budget to the SBB by December 1<sup>st</sup> annually for the upcoming Summer Program. SBB will present and a vote of the members for the annual High School season will take place at the November meeting. SBB will present

and a vote of the members for the annual Summer Program will be held at the January meeting. Additional and emergency expenses over \$500, above the approved emergency expenses in the annual budget, will require and be approved by a majority vote of the members. For compliance, all expenses will be reviewed at a regularly scheduled meeting.

Section 2 All receipts will be submitted to the treasurer prior to reimbursement and by the next monthly meeting following the event.

Section 3 No part of the net earnings of the SBB shall inure to the benefit of, or be distributed to, its members, officers or other private persons. SBB shall be authorized and empowered to make reasonable disbursements for services rendered to advance the objective of the SBB. The head coach is allowed to purchase items for the benefit of the players not to exceed \$50 per month without approval of the Booster Board and will submit a receipt of the same immediately following the purchase.

Section 4 Conflict of Interest. The purpose of the conflict of interest is to protect this organization's interest, SBB, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Booster Board member or member that may 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.

a) Definitions. An interested person, for purposes of this conflict of interest policy is any director, principal officer, member, coaching staff, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:

1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SBB is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. As provided in Article X, the board shall determine whether a conflict exists.

b) The Booster Board shall not enter into any contract or transaction with (a) one or more of its directors; (b) a director of a related organization; or (c) an organization in or of which a director of SBB is a director, officer or legal representative, or in some other way has a material financial interest unless:

1) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) 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, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Booster Board or committee members shall decide if a conflict of interest exists and if one does, how to address the conflict.

3) Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Booster Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in SBB's best interest, for its own benefit, 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 transaction or arrangement.

4) Violations of the Conflicts of Interest Policy.

a. If the Booster Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Booster Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Booster Board or member may be present for discussion to answer questions but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

c) Compensation. This subsection shall govern when compensation from this Organization is being determined.

1) A voting member of the governing board who receives compensation, directly or indirectly, from SBB for services is precluded from voting on matters pertaining to that member's compensation.

2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SBB for services is precluded from voting on matters pertaining to that member's compensation.

3) No voting member of the Booster Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 5 Upon the dissolution of this organization, assets 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

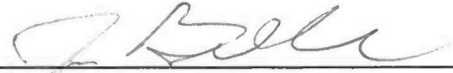


distributed to the federal government, or to a state or local government, for a public purpose.

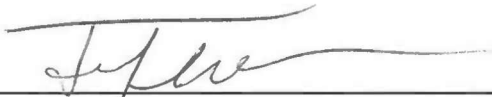
Signed as active Bylaws of the Simley Baseball Boosters:



Name: Kelli Milner  
Title: President  
Dated: 03/24/2022




Name: Jon Bell  
Title: Vice President  
Dated: 3/24/22



Name: Jen Seelhammer  
Title: Treasurer  
Dated: 3/24/22



Name: Cherise Pugh  
Title: Volunteer Coordinator  
Dated: 3/24/22



Name: Prasanta Wells  
Title: Secretary  
Dated: 3/24/22