

Wisconsin Twisters Club Bylaws, Adopted / reviewed January 9, 2023

ARTICLE I - NAME

Section 1: Name of the Corporation: The name of this organization shall be the Wisconsin Twisters, LTD.

ARTICLE II - PURPOSE

Section 1: Purpose of the organization. The purpose of this corporation is organized exclusively for promoting amateur athletics, promoting community education including, for such purpose, the making of distribution 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.

Section 2: The Mission of the Organization. The Twisters' mission is to prepare our athletes to play softball at the highest-level; we offer skill development, experiences, and opportunities that will help facilitate their growth into healthier, happier, young adults. The foundation of the program focuses on family values to strengthen collectively the moral characters of children, families, and communities.

Section 3: Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called "gifts") for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefore may be used for the Corporation's purposes in the discretion of the Board of Directors of the Corporation. The Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

Section: Non-discrimination. The Corporation shall not directly or indirectly discriminate against any person or organization for reason of race, gender, age, religion, disability, national origin, ancestry, marital status or sexual orientation.

ARTICLE III – MEMBERSHIP

Section 1: Members: The membership of this club shall represent a cross-section of the educational, social, and cultural life of the community and shall consist of children of good character and athletic ability who have been duly selected for membership in the manner prescribed in these bylaws. All membership shall be held by individuals and shall not be transferable.

Section 2: Parents and Children Members: Parents of children who are members of the club are also members and are eligible to be appointed as Team Parent Representatives. Team Parent Representatives shall be eligible to be nominated for an open-board position.

Section 3: Member Coaches: Coaches selected by the Board of Directors shall be eligible to be nominated for an open-board position.

ARTICLE IV – ADMISSIONS TO GENERAL MEMBERSHIP

Section 1: Admission to General Membership: Members shall be admitted to the club in the following manner: Tryouts shall be conducted for teams in all age divisions, in which 12-13 members per team will be selected by the coaching committee conducting tryouts. If more than one team per age division is formed, both teams will be assembled in playing ability determined by the coaching committee. The coaches will have full discretion. Team compositions will be determined by returning members from the previous season, and coaches will have discretion to accept said player.

Tryouts will be held for any team, and selected players will be determined by the coaching committee.

ARTICLE V – TERMINATION OF GENERAL MEMBERSHIP

Section 1: Terminating Membership: Any member may resign from the club provided that all their dues are paid. Such resignation shall be in writing to the Secretary or the President.

Section 2: Membership Suspension: Any member who is two (2) months in arrears in payments may be suspended from membership. Reinstatement will be at the discretion of the Board of Directors.

Section 3: Membership Self-Defense: Any player charged with conduct unbecoming a Twister-member or with any act prejudicial to the best interest of the Twister Club, and against who such charges are sustained after opportunity to appear before the Board of Directors in his or her own defense, may be expelled from membership, at the discretion of the Board of Directors. Upon such action by the Board of Directors, the Secretary shall immediately notify the members in writing of said action.

Section 4: Forfeit Membership Interest: Any member, whose membership in the club has been terminated for any reason, shall forfeit all interest in any funds or property of the club and all rights to the use of the Twister name, emblem or other insignia.

Section 5: Confirmation of Membership: It shall be the prerogative of the Board of Directors to confirm any termination of membership on behalf of the Club.

ARTICLE VI - OFFICERS

Section 1: The Director shall serve as the Executive Officer of the club. The Director shall attend duly called meetings of other similar organizations when requested by such. This includes, but not limited to, WFL, business-partners, Wisconsin-USA Softball, tournament

directors, etc. The Director will exercise general supervision of the affairs of the club in a global-sense. The Director shall have control and management of the club's activities, determine policies that will benefit the club, and generally supervise the affairs of the club subject to approval of the board. The Director/ CEO ensures the effective action of the board in governing and supporting the organization and oversees board affairs - acts as the representative of the board as a whole, rather than as an individual supervisor to staff. He/she will speak to the media and the community on behalf of the organization, and represents the organization in the community. Determine the organization's mission and purpose, ensure adequate resources, and enhance the organization's public image.

Section 2: The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board of Directors to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer, following the procedures of Robert's Rules of Orders. Special meetings may be called by the President, Director, Treasurer or Secretary upon a written request of 3 signed members in good standing. Every member shall be notified within 3 days in advance of the special meeting. No other business may be conducted at that meeting. The president shall attend Twister meetings including, but not limited to, special committee meetings, coaches' meetings, parent's meetings, etc. The President will exercise general supervision of the affairs of the teams. The President will encourage all members to participate in storming, norming and forming for conflict resolution in order to arrive at decisions in an orderly, timely and democratic manner. The President will encourage negotiations in team schedules: leagues, tournaments, and practices. The President will identify problems, solutions and direction of the day-to-day operations of the organization, and develop programs and activities that promote the purpose of the Corporation and its members.

Section 3: The Vice-President will chair all committees as designated by the board. The Vice-President assumes the role of the President if the President cannot complete their term.

Section 4: The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

Section 5: The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Article VII - Directors

Section 1: There shall be a Board of Directors, which shall consist of the Director, President, Vice President, Secretary, Treasurer, Parent Rep Director, Sponsorship Director, Communication /Community Liaison Director, Concession Director, Marketing Director, Volunteer Director, Scholarship Director, and Positive Resolution Committee. The coaches are non-voting members; Team Parent Representatives will be non-voting and made-up

from each team. Team Parent Representatives are appointed by the Coaches. The Board may appoint- at any meeting for specified term- one more non-voting individual to carry out the day-to-day duties of the Twisters. Compensation shall be fixed from time to time to the resolution of the Board of Directors. The Non-Voting officers shall include: Head-Coaches, Assistant-Coaches, and Team Parent Reps. The Board of Directors is responsible for overall policy and direction of The Twisters, and delegate's responsibility for day-to-day operations to the Director and committees. The Board receives no compensation other than reasonable expenses. The Board shall consist of up to 12 and no fewer than 3 members.

Section 2: Quorum: A quorum must be attended by at least two-third (2/3) percent of the Board members before business can be transacted or motions made or passed.

Section 3: Meeting Notification: An official Board meeting requires that each Board member have notice two weeks in advance.

Section 4: Board Meeting Date: The Board is to meet on the second Monday of every month or at the call of the President or any three (3) voting members.

Section 5: Deliberation: Robert's Rule of Order – Parliamentary procedures shall govern all deliberations of this organization and its Board of Directors except otherwise provided by these bylaws.

ARTICLE VIII - MEETINGS FOR GENERAL MEMBERSHIP

Section 1: The First membership meeting shall be the Parent/Player Meeting held in October or November. The Board of Directors will determine the time, place, and any changed date. The meeting will be for the purpose of announcing Team Representatives and other such business as may come before the membership.

Section 2: The Annual Holiday Season Meeting will be held in January or February for the purpose of collecting dues, and general camaraderie development. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

ARTICLE IX ELECTION PROCEDURES

Section 1: Election: Election of new directors or election of current directors to a second-term will occur as the first item of business at the annual meeting of the corporation. Nominations for board directors will come from current voting members.

Section 2: Terms: All Board members shall serve 1-year terms, but are eligible for re-election.

Section 3: Vacancy: When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular

Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 4: Leaving Office, Resignation, Termination and Absences: Resignation from the Board must be in writing and received by the Secretary. Any Board of Directors shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a fiscal year. Any Board of Directors may be removed for other concerning reasons by two-thirds of vote of the remaining directors - no later than September 1.

Section 5: Nominations: At the meeting at which the election is conducted, the Director shall read the nominations. Separate balloting shall be conducted for each office. Where there is only one nominee for an office, the Director shall request a unanimous ballot for the nominee. A majority vote cast shall be required to elect. In the event of a tie, the Director's votes shall be the deciding vote.

Section 6: Only members in good standing shall run for office or hold office.

Section 7: Voting shall be by the individual and no person may cast more than one vote, with the exception of the Director, who can cast two votes in the event of a tie. Proxies will not be recognized.

Section 8: Assuming Responsibilities: All directors shall assume the responsibilities of their respective offices on the day of elections and shall remain in office for one (1) year unless otherwise resigned or terminated.

Section 9: Result Reporting: The Secretary shall report the results of all elections of the club to the membership.

Section 10: Proxies: There shall be no proxies. At any meeting of the Board of Directors, a Director shall vote in person by voice, hand, or paper.

ARTICLE X - REVENUES

Section 1: Membership Fee: Each new member shall pay a membership as periodically established by the Board. The Payment of said fee is to be prerequisite to admission of the membership, payable on demand by the treasurer.

Section 2: Club Account: Each member's fee will be deposited into a general club account: uniforms, tournaments, league fees, insurance, equipment, general meeting expenditures, and facility usage (sunshine funds do not come from the general membership fees).

Section 3: At the end of the season, all fees not expended shall remain in the general revenues account. Team's sponsorship fund's balance can be carried over.

Section 4: A member shall remain in good standing if not more than two (2) months in arrears in payment.

Section 5: Special fund-raising events will be determined by the board and affected by a special committee. The purpose of the funds will be to provide high-school scholarships, defray the cost of a member, or as determined by the board.

Section 6: The fiscal year of the club shall be from September 1 until August 31.

ARTICLE XI COMMITTEES

Section 1: Special Committee Creation: The Board may create Ad Hoc committees as needed, such as fundraising, clinics etc. The Board of Directors appoint all committee chairs.

Section 2: Board of Directors: The twelve officers/directors serve as the Board of Directors. members of the Executive Committee. Except for the power to amend the Articles

Section 3: Finance Committee: The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE XII MISCELLANEOUS

Section 1: Revision of Bylaws: These bylaws shall be reviewed and or revised annually at the first General Board meeting.

Section 2: Any and all assets of the Twisters are permanently dedicated to exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 2011 (or corresponding provisions of future laws). The Twisters shall not be operated for pecuniary profit and shall not have capital stock and will not make any distributions of dividends to its members, Directors, officers or persons having a private interest in the activities of the Twisters, except that The Twisters 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 these bylaws. The Twisters shall have no part in attempting to influence legislation, and will not take part in any political campaign. In the event the Twisters dissolves, the Board shall pay, satisfy, and discharge all liabilities and obligations of The Twisters or make adequate provision, therefore, and contribute all remain assets of The Twisters to an organization engaged in similar activities substantially similar to those of the Twisters and organized and operated exclusively or charitable, educational, religious, as exempt organization under Section 501(c)(3).

Section 3: Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Board of Directors/officers and current members against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director/Officers, arising out of or in connection with any Proceeding to which such Director/Officers is a Party because he or she is a Director/Officers of the Corporation. The Corporation shall indemnify its authorized agents, acting with the scope of their duties of such, to the same extent as Directors/Officers hereunder. The rights to indemnification granted thereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Section D by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section D. The term “statute,” as used in this Article, shall man Sections 181.0871 through 181.0883 of the Wisconsin Statutes and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set for in Section 181.0871 of the Statute.

Section 4: Limited Liability Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Statutes or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

