

ARTICLE I. NAME

The name of this corporation is the Missouri Revolution Girls Fastpitch Softball Organization (MRGFSO)

ARTICLE II. PURPOSE

Section 1. MRGFSO is a voluntary, nonprofit organization within the meaning of Section 501 (c) (3) of the Internal Revenue code. The primary purpose of this corporation is the establishment and supervision of a competitive recreational girls' softball program. The program is available to all persons who, desiring to participate, are eligible according to the rules and guidelines established by MRGFSO.

Section 2. The purpose of the MRGFSO is

- To train, educate, promote and develop softball skills and sportsmanship in amateur female athletes.
- To lend all possible support, both moral and financial, to develop girl's softball programs.
- To build and maintain an association that will help, promote and encourage the athleticism of girls.
- To allow any girl 8 to 19 years old the opportunity to be a member of a team after the designated tryout period and after being accepted as a team member, and after each girl meets the financial requirements or upon a review from the board receives a financial waiver.
- To receive and maintain a fund or funds of real or personal property, or both, and subject to the certain restrictions and limitations, to use and apply the whole or any part of the income exclusively for educational and charitable purposes.
- To work with other girls' softball organizations in the area to provide quality instruction, education and training of amateur female athletes.
- The MRGFSO does not discriminate with regard to race, color, national origin, religion, age.
- The softball season will run from September 1 through August 31.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The affairs of the MRGFSO shall be managed, supervised, and controlled by a self-perpetuating board of directors consisting of not less than five (5) and not more than eleven (11) persons (as decided from time to time by the board of directors) in a manner specified in Section 2.

Section 2. The officers of the Board of Directors of the MRGFSO shall be: the President, Vice-President, Secretary of the Board and the Treasurer of the Board. All officers must be members of the Board of Directors. No member of the Board of Directors shall receive compensation, other than reimbursement for expenses incurred for such things as meals, travel, and similar or related expenses with prior written approval of the President of the Board of Directors.

Section 3. By two thirds (2/3) vote of the Board of Directors, an officer may be removed from office for failure to perform duties, criminal misconduct or unethical behavior. An officer who misses three consecutive meeting may be removed from office.

Section 4. Members of the Board of Directors may voluntarily resign from his/her position on the Board with a thirty (30) day advanced written notice.

Section 5. Each Director shall be elected for a term of two (2) years, at an annual meeting of the board of directors. Vacancies occurring on the board of directors, including vacancies due to an increase in the number of directors, may be filled by the directors then in office. Any director may succeed himself/herself indefinitely.

Section 6. When vacancies occur, the board shall consider the following criteria for the selection of board members:

- a. All members must be a resident of the State of Missouri
- b. Current MRGFSO head coaches may be considered.
- c. If no head coaches are nominated for officer positions, then assistant coaches may be considered.

Section 7. The initial members of the Board of Directors shall be:

Scott W. Shader, President
8990 W. Brennen Drive, Columbia, MO 65202

Scott R. Bell, Vice President
4601 Garden Grove Drive, Columbia, MO 65203

Karin A. Bell, Secretary/Treasurer
4601 Garden Grove Drive, Columbia, MO 65203

Sunday Shader, Director
8990 W. Brennen Drive, Columbia, MO 65202

William Mauck , Director
1270 S. Victoria Ave, Columbia, MO 65201

Section 8. The Board of Directors is responsible for establishment of new teams and the selection of head coaches.

ARTICLE IV. MEETINGS

Section 1. The Annual Organizational Meetings of the Board of Directors shall be held in the month of July or August at a time and place designated by the President, or in his/her absence or inability to act, the Vice-President. In addition to the One (1) specified meeting of the Board of Directors, the Board of Directors shall meet on at least three (3)

additional days. The Annual meeting shall be for the purpose of electing officers and directors and transacting other business as may come before the meeting. The purpose of the annual meeting shall be held for the purpose of electing officers and directors and transacting other business as may come before the meeting.

Section 2. Special meetings of the Board of Directors may be called by or at the request of the President, or in the absence of the President, the Vice-President, Secretary, Treasurer, or any two directors. If three (3) or more members of the Board of Directors request in writing that a special meeting be held, then the President, or in the event of his/her absence or inability to act, the Vice-President, shall call a special meeting of the Board of Directors designating the time, place, and purpose or purposes of the call, the same to be called and designated within two (2) weeks of the receipt of the written request for the calling of a special meeting.

Section 3. Notice to All Members of the Board of Directors of any Regular or Special Meeting of the Board shall be given by United States Mail postage prepaid, email or telephone notification, at least Five (5) days prior to the holding of such Meeting. The Notice shall be deemed to have been received in the due course of the mail upon deposit or delivery of the said Notice into the United States Mail.

Section 4. A quorum of the Board of Directors for all purposes other than filling of any one or more vacancies in the membership of the Board of Directors shall be a majority of the members of the Board of Directors at a regular or special meeting called for that purpose. A majority vote of the members present at any such meeting shall be sufficient to determine all issues coming before the Board of Directors at any meeting, whether regular or special.

Section 5. At all regular or special meetings of the MRGFSO Board of Directors, all questions shall be decided by majority vote of the eligible members of the Board of Directors present. As the first order of business at any regular or special meeting, the MRGFSO Secretary shall determine the number of voting members present. This action will be performed through the calling of the roll of the Board of Directors. No proxies or absentee ballots shall be permitted at any meeting of the MRGFSO Board of Directors.

ARTICLE V. – OFFICERS AND THEIR DUTIES

Section 1. The officers of this corporation shall be: President, Vice President, Secretary and Treasurer.

Section 2. The President of the Board of Directors, or in his/her absence or inability to act, the Vice-President of the Board of Directors, shall perform such duties as usually and normally are attributed to the office of the President of a corporation. The President, or in his/her absence or inability to act, the Vice-President shall preside over all meetings of the Board of Directors. He/She shall execute all deeds, contracts, written instruments and perform such other functions as may be required for the effective, efficient and normal functioning of the MRGFSO. The President will ensure that these By-Laws are observed and to perform all other duties incidental to the position and office as required by law. To have the authority to cosign all notes, drafts, bills of exchange, warrants, or other orders for the

payment of money.

The President of the Board of Directors shall have a vote upon all matters coming before the Board of Directors and shall be a voting member of all committees when he/she is in attendance at such committee meetings.

Section 3. The Vice President shall perform all duties assigned by the President. During any absence or inability of the President to perform his/her duties or exercise his/her powers as set forth in these By-Laws, such duties and powers shall be exercised and performed by the Vice President. When so acting, the Vice President shall have all of the powers and be subject to all of the responsibilities hereby given to or imposed upon the President. The Vice President has the authority to cosign all notes, drafts, bills of exchange, warrants, or other orders for the payment of money.

Section 4. The Secretary shall be responsible for keeping the minutes of the meetings of the corporation and distributing copies of these minutes to all current members at least one (1) week prior to the next meeting. They shall see that all notices are duly given in accordance with the provisions of these by-laws; maintain a list of members; and in general, perform all duties normally and usually prescribed for the Secretary of a corporation. The Secretary will also coordinate the meetings dates, times and locations for the President and Board members along with working with the President on arranging the various meetings, agendas and outlines as needed.

Section 5. The Treasurer shall be responsible for keeping and receiving records of all the funds of the MRGFSO; deposit such funds in a depository approved by the officers; and pay authorized expenses upon order of the officers and perform all duties normally and usually prescribed for the Treasurer of a corporation. The Treasurer shall prepare for review and approval of the Board of Directors all required reports, forms and tax returns; and submit the same in a timely manner to the appropriate agencies in compliance with all applicable laws and regulations.

ARTICLE VI. COMMITTEES

Section 1. The President of the Board of Directors may have cause to create from time to time a special committee, which may consist either in whole or in part of such members of the Board of Directors and non members of the Board of Directors as may be deemed necessary.

ARTICLE VII. FISCAL OPERATIONS

Section 1. The General Fund is the corporate operating fund of the MRGFSO. All receipts not otherwise designated shall be deposited initially into the General Fund. Transfers may be made to and from it to the other Funds, or to the causes for which the same were collected, as may from time-to-time be authorized or directed by the Board of Directors.

Section 2. Each Head Coach may open a team operating account, separate from the General Fund, upon the approval of the Board of Directors in order to pay for softball

expenses for his or her individual team. This account will be considered a MRGFSO account and will be subject to the same standards and accountability as the General Fund. The Treasurer of the Board will be a signature on all team accounts along with the Head Coach.

Section 3. Contracts may be made with Banks, Trust Companies and other financial institutions authorized to do business in the State of Missouri for the custody and management of the assets of MRGFSO. Any contracts shall be terminated at any time by the Board of Directors without penalty.

Section 4. The fiscal year of the MRGFSO shall be prescribed by the Board of Directors of the MRGFSO. The Treasurer of the Board shall provide monthly financial reports to the Board of Directors reflecting the current operations and providing an accounting of all assets of the MRGFSO. The Board of Directors may require all accounts of the MRGFSO be audited annually or as required by law.

Section 5. At the Annual Meeting of the Board of Directors, the Treasurer of the MRGFSO will prepare a draft budget for the next fiscal year to be considered by the Board of Directors for adoption, subject to amendments made by the Board of Directors. The proposed budget shall be a detailed line item budget covering all aspects of the operations of the MRGFSO, including anticipated receipts and expenditures.

Section 6. Notwithstanding any other provisions of these articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 c (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 c (2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII. AMENDMENTS

These By-Laws may be altered, changed or amended by an affirmative vote of the majority of the Board of Directors at any meeting called for that purpose, provided that an advance written notice shall have been sent to each member of the Board of Directors, which shall state the alterations, amendments or changes which are proposed to be made in such By-Laws. Only such changes as have been specified in the advance notice shall be made. If, however, all of the members of the Board of Directors shall be present at any regular or special meeting, these By-Laws may be amended by a majority vote without any previous notice.

The By-Laws may be amended by a two-thirds majority vote of the Board of Directors at any regular meeting. The amendments must have been presented in writing at the preceding regular meeting of the corporation. (It is required that proposed amendments must be sent to all board members 5 days before the meeting at which they are to be considered for adoption.)

Amended April 15, 2009