

MINNESOTA NON-PROFIT CORPORATION  
ARTICLES OF INCORPORATION  
OF MINNESOTA VORTEX SOFTBALL CLUB

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE 1 - NAME

- 1.1) The name of this corporation shall be Minnesota Vortex Softball Club.

ARTICLE 2 - REGISTERED OFFICE ADDRESS

- 2.1) The place in Minnesota where the principal office of the corporation is to be located at is 1750 Ranier Ln N, Plymouth, MN 55447.

ARTICLE 3 - PURPOSE

- 3.1) This corporation is organized exclusively for charitable and educational 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.
- 3.2) The purpose of the club is to support girls through age 18 playing fastpitch softball by forming teams, building skills and competing on the field of play. This includes:
- Development of team building skills
  - Development of softball skills and athletic ability
  - Development of positive character skills

ARTICLE 4 - AUTHORITY

- 4.1) The corporation shall further its purposes either directly or by making or providing donation, gifts, grants, contributions, loans guarantees, scholarships, fellowships, or subsidies out of the net income or the principal assets of the corporation, or both (without limit as to the amount going to any one recipient or in the aggregate to all recipients), but subject always to the provisions of section 4.3 hereof.
- 4.2) Subject to section 4.3 hereof, the corporation shall have authority to do any and all acts and things and carry on and conduct all other activities as may be necessary/

advisable, desirable, or expedient to accomplish its purposes, to the full extent permitted by the laws of the State of Minnesota.

- 4.3) Notwithstanding any other provisions of these Articles of Incorporation:
- a.) Activities of the corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this corporation was organized.
  - b.) No part of the net earnings of the corporation shall inure to the benefit of any member, officer, director, or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes, and except that individuals may benefit from grants, scholarships, fellowships, and similar payments or distributions made for the purposes for which this corporation was organized).
  - c.) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of or opposed to any candidate for public office, by publishing or distributing statements or otherwise.
  - d.) The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal-Revenue Code.
- 4.4) The Corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### ARTICLE 5 – MEMBERSHIP/BOARD OF DIRECTORS

- 5.1) This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.
- 5.2) The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.
- 5.3) The number of directors constituting the initial board of directors is four (4):
- President
  - Vice-President
  - Secretary
  - Treasurer
- 5.4) Additional directors can be added to the board of directors by vote of members at a regularly scheduled meeting. Members of the initial board of directors

shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

#### ARTICLE 6 - PERSONAL LIABILITY

- 6.1) No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of the corporation.

#### ARTICLE 7 -DURATION/DISSOLUTION

- 7.1) The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation 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.

ARTICLE 8 -INCORPORATORS

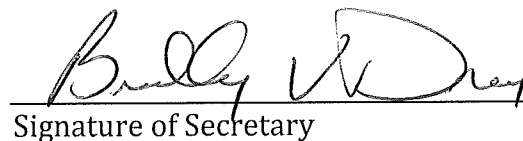
8.1) In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this 23 day of September 2015.

  
Signature of President

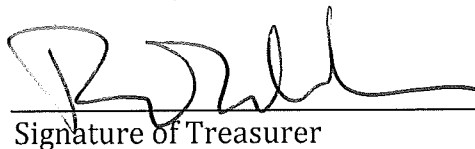
1750 RANIER LN. N PLYMOUTH, MN. 55447  
Address, City, State, ZIP

  
Signature of Vice President

7609 Walnut Curve Chanhassen MN 55317  
Address, City, State, ZIP

  
Signature of Secretary

4205 Walnut RD ST. BONIFACIUS, MN 55375  
Address, City, State, ZIP

  
Signature of Treasurer

18375 Tamarack Drive, Minnetonka, MN 55345  
Address, City, State, ZIP

## BY-LAWS OF MINNESOTA VORTEX SOFTBALL CLUB

### ARTICLE I NAME AND LOCATION

**Section 1.1. Name.** The name of the corporation shall be "Minnesota Vortex Softball Club" (the Club). The Club is a nonprofit corporation under the Non-Profit Corporation Law of Minnesota. Said corporation is organized exclusively for charitable and educational purposes, 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.

**Section 1.2. Purpose.** The purpose of the club is to support girls through age 18 playing fastpitch softball by forming teams, building skills and competing on the field of play. This includes:

- Development of team building skills
- Development of softball skills and athletic ability
- Development of positive character skills

**Section 1.3. Principal Office/Address.** Its principal office/address shall be located at 1750 Ranier Ln N, Plymouth, MN 55447

**Section 1.4. Other Offices.** Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

### ARTICLE II MEMBERSHIP

**Section 2.1. Eligibility.** The members of this corporation will consist of general members (hereinafter "general members" or "members"). General members shall consist of parents or legal guardians of present or former players or coaches participating in the Club that subscribe to the Club's philosophy, as expressed in the Articles and By- Laws.

**Section 2.2 Annual Dues.** There are no annual dues, unless changed by a majority vote of the members at a published agenda meeting of the membership. Continued membership is contingent upon being up-to-date on membership eligibility.

**Section 2.3. Annual Meeting.** The annual meeting of the membership of this corporation shall be held each year in April. At this meeting, directors shall be elected and members shall be added or approved pursuant to the provisions of these By-Laws. Members shall also consider such other business as may properly come before the meeting, including a review of the past year's activities.

**Section 2.4. Special Meetings.** Special meetings of the membership may be called by two-thirds (2/3) vote of the Board of Directors or by two-thirds (2/3) vote of the then existing membership.

**Section 2.5. Notice of Meeting.** The notice of meeting shall include the time, date, and place of the meeting. The notice of the Annual Meeting shall also announce that the Board of Directors is receiving nominations for Directors, and that those having an interest in so serving shall submit their name in person at the meeting or to a Club officer. 1) Notice of the annual meeting of the membership shall be given by the Club at least fourteen (14) days prior to the meeting. 2) Notice of a special meeting shall be given at least one (1) week prior to the meeting. The form of notice of all meetings shall be by publication on the Club web site and via email to the general membership (when email addresses are known).

**Section 2.6. Quorum: Required Vote.** Except as otherwise provided in these By-Laws, a quorum for the transaction of business at any meeting of the membership shall consist of the in person presence of a majority of the Board. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though one or more Directors withdraws from the meeting leaving less than a quorum.

**Section 2.7. Voting.** At meetings of members, each member shall have one vote. Except as otherwise provided by law, the Articles of Incorporation of the Club, or these Bylaws, all questions at a meeting of the Board of Directors at which a quorum is present shall be decided by the affirmative majority vote of the Directors present in person at the meeting.

### ARTICLE III DIRECTORS

**Section 3.1. Membership and General Powers.** The business of the Club shall be managed by the Board of Directors. The board membership shall consist of a maximum of 10 persons but there is no requirement that all 10 positions on the Board be filled at any one time.

**Section 3.2. Special Meetings.** Special meetings of the Board of Directors may be called by the President, or by any two of the directors, and shall be held from time to time at such time and place as may be designated in the notice of such meeting.

**Section 3.3. Notice of Meetings.** Notice shall be given of each annual, regular and special meeting of the Board of Directors. Each notice shall include the meeting agenda outlining that meeting's order of business. Notice of each annual or regular meeting of the Board of Directors shall be given by the Club by e-mail via announcement on the home page of the Club website, or by any other reasonable means at least three (3) days prior thereto to each director. Notice of special meetings shall be given to each director at least twenty-

four (24) hours in advance by the president or secretary by mail, telephone, e-mail, in person, or by any other reasonable means.

**Section 3.4. Waiver of Notice.** Notice of any meeting of the Board of Directors may be waived before, at, or after such meeting, in writing, signed by each director. A director, by his attendance and participation in the action taken at any meeting of the Board of Directors, shall be deemed to have waived notice of such meeting.

**Section 3.5. Quorum Required Vote: Manner of Voting.** Except as otherwise provided in the By-Laws, a quorum for the transaction of business at any meeting of the directors shall consist of more than one half (1/2) of the entire membership of the Board, and 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. On any matter for which a specified vote is required by these By-Laws, a quorum shall consist of the number of directors necessary to take the particular action.

**Section 3.6. Method of Selection.** Directors shall be elected by a majority vote of the general members in attendance at the annual meeting of the membership. At the annual meeting of the general members, the board shall consider and propose as nominees, all candidates. Board members elected at the annual meeting shall take office immediately upon expiration of the terms of their predecessors in office.

**Section 3.7. Resignation; Removal.** 1) A director may resign by giving written notice to the Board of Directors. The resignation is effective without acceptance when the notice is given to the Board of Directors, unless a later effective date is named in the notice. Any occupied seat on the Board of Directors may be declared vacant by a majority vote at any annual, regular or special meeting of the board. 2) A director may be removed with or without cause by a resolution adopted by the Directors. A vacancy in an office for any reason may, and in the case of President or Treasurer must, be filled for the unexpired part of the term as determined by the Board of Directors, provided that in the absence of an election or appointment of Officers by the Board of Directors, the persons exercising the principal functions of the President or the Treasurer are considered to have been elected to those offices.

**Section 3.8. Executive Committee.** The Executive Committee of the Club shall consist of four (4) members. The Executive Committee consists of the President, Vice- President, Treasurer and Secretary. Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose. A quorum for transaction of business shall consist of a majority of the executive committee.

**Section 3.9. Other Committees.** The Board of Directors may establish other committees from time to time making such regulations as it deems advisable with respect to the membership, authority and procedures of such committees. These committees need not

be composed of members of the Board or the corporation, and shall endure only for the length of time specified in the resolutions creating them, or until a specific function of those resolutions directing them to perform is completed. Unless otherwise provided in the resolutions designating a committee, a majority of the whole committee shall constitute a quorum, and the majority vote of the members of the committee present at a meeting shall be sufficient to take any action. All committees shall render reports of their activities to the full Board of Directors. In the event the Board of Directors authorizes and appoints an advisory committee to the Board, it shall be subject to the provisions of this Section.

**Section 3.10. Written Action.** Any action which might be taken at a meeting of the Board of Directors, or any duly constituted committee thereof, may be taken without a meeting if done in writing and signed by all the director or committee members.

**Section 3.11. Expiration.** The term of all Directors shall be for 1 year. The terms begin at the annual meeting and expire at the beginning of the following annual meeting.

#### **ARTICLE IV OFFICERS**

**Section 4.1. Titles. Qualifications.** The Officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers and agents as may from time to time be elected by the Board of Directors. The President, Vice-President(s), Secretary and Treasurer shall be elected from the Board of Directors. Candidates for the position of President shall have served on the Board for the past twelve months. No person shall hold two (2) Officer positions at the same time.

**Section 4.2. Election. Term of Office, and Qualifications.** At each annual meeting of the Board of Directors, the board shall elect, for a term of two (2) years, the President and Vice- President of the corporation. The Board of Directors shall also elect, for a term of one (1) year, the Secretary and Treasurer. The Officers shall hold office for the duration of their term or until their successors are duly elected and qualified. There is no limit to the number of terms that can be served by one individual duly elected.

**Section 4.3. Removal and Vacancies.** Any Officer may be removed from office by the vote of two-thirds (2/3) of the Board of Directors, with or without cause, and no Officers shall be granted any contractual right to office. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board of Directors.

**Section 4.4. President.** The President shall be the chief executive officer of the corporation with the primary responsibility for governmental and community relations, for community services, and for program expansion. The president shall preside at all meetings of the membership and see to it that all orders and resolutions of the Board of



Directors are carried into effect. The president shall be a member ex-officio of all committees. The president shall have all powers necessary to execute legal documents, to make deposits in or withdrawals from corporate accounts, to hire or fire employees and, in general, shall perform all duties usually incident to the office of president or necessary to the discharge of the duties of the office. The president shall have such other duties as may from time to time be prescribed by the Board of Directors.

**Section 4.5. Vice-President.** The Vice-President shall perform the duties of President in the event of absence or inability to act. In addition, the Vice President shall have such powers as may be assigned to him/her by the President or by the Board of Directors from time to time.

**Section 4.6. Secretary.** The Secretary shall be secretary of the meetings of the members and the Board of Directors and shall record all proceedings of such meetings in the minutes book of the corporation. The Secretary shall be responsible for over-seeing the administrative records maintained by the Board of Directors and by all committees, officers, and employees of the corporation, and shall see to it that all minutes of the meetings are kept. The Secretary shall give proper notice of meetings of members and directors unless the President shall have delegated this duty to another person. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President.

**Section 4.7. Treasurer.** The Treasurer shall cause to be kept accurate accounts of all monies of the corporation, received or disbursed, and shall render to the president and the directors, whenever required, an account of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the president. The Treasurer shall be responsible for supervising the receipt, deposit and disbursement of the funds of the corporation in accordance with the policies established by the Board of Directors. The Treasurer shall complete the Form 990 EZ with the assistance of a professional tax accountant and file with the appropriate federal and state authorities upon approval by the Board of Directors no more than four months after the Club's fiscal year end.

**Section 4.8. Other Officers.** From time to time the Board of Directors may elect other officers to perform the duties that become necessary to the management of the corporation and accordingly fix their tenure and compensation, if any.

## **ARTICLE V SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR**

**Section 5.1. No Seal.** The corporation shall have no seal.

**Section 5.2. Books and Records.** The Board of Directors of the corporation shall cause to be kept: (1) Correct and complete books of account; and (2) Minutes of proceedings of

meetings of members, the Board of Directors, and committees having any of the authority of the Board of Directors.

**Section 5.3. Audit.** The Board of Directors shall cause the records and books of account of the corporation to be audited at such times as it may deem necessary or appropriate.

**Section 5.4. Examination by Members and Directors.** Every member or director of the corporation shall have a right to examine by person or by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and records of the corporation and to make extracts therefrom.

**Section 5.5. Information to Members and Directors.** Upon request by a member or director of the corporation, the corporation shall furnish the requestor a statement showing the financial results of all operations and transactions affecting income and surplus during the corporation's last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

#### **ARTICLE VI PARLIAMENTARY PROCEDURE**

**Section 6.1.** The meetings of the membership of the corporation as well as the meetings of the Board of Directors and the standing committees shall be governed by Roberts Rules of Order Revised.

#### **ARTICLE VII AMENDMENTS**

**Section 7.1.** These By-Laws may be amended, altered, or repealed and new By-Laws may be adopted by the vote of the majority of the entire Board of Directors at any meeting provided that written notice of such proposed amendment shall have been given in the notice of meeting.

**Section 7.2.** The Articles of Incorporation may be amended, altered, repealed, or substituted for, and new articles adopted as provided by law.

#### **ARTICLE VIII MISCELLANEOUS**

**Section 8.1. Fiscal Year.** The fiscal year of this corporation shall end on April 30th.

**Section 8.2. Corporate Books.** All proper and necessary books of account and other books requisite to a full and complete record of the business transactions by the corporation shall be kept in such manner as is usual in like corporations or as shall be directed by the Board of Directors.

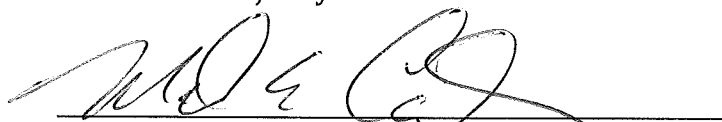
**Section 8.3. Checks. Drafts. Etc.** All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 8.4. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 8.5. Limitations.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article First hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 8.7. Dissolution of Corporation.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted this 23 day of September, 2015 at a meeting of the board of directors by a two-thirds majority vote.

  
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Minnesota Vortex Softball Club President