



HUSKY DUGOUT CLUB BY-LAWS ST. CLOUD, MINNESOTA

ARTICLE I. NAME & LOCATION

The name of the organization shall be “**Husky Dugout Club**”. The principle of the corporation, at which the general business of the organization will be transacted and where the records of the organization will be kept, will be such place in the St. Cloud metropolitan area, state of Minnesota, as may be fixed from time to time by the Board of Directors. Unless otherwise fixed, it will be Halenbeck Hall, St. Cloud State University, and St. Cloud, Minnesota 56301.

ARTICLE II. PURPOSE

The purpose of the **Husky Dugout Club** shall be: (1) to provide moral support and financial backing for the St. Cloud State University (SCSU) intercollegiate baseball program, and (2) to provide a social atmosphere for SCSU baseball boosters, alumni and fans.

ARTICLE III.

Section 1. Eligibility – Any individual, who supports the purpose of the **Husky Dugout Club**, as outlined in Article II of these by-laws shall be eligible for membership.

Section 2. Dues – The Board of Directors may determine from time to time the amount of annual dues payable to the organization by its members.

Section 3. Payment of Dues – Dues shall be payable in advance on the first day of October each year.

Section 4. Default & Termination of Membership – When any member shall be in default in the payment of dues for a period of three months, the membership may there upon be terminated by the Board of Directors.

Section 5. Certificate of Membership – Membership shall be evidenced by issuing of membership cards annually to members upon their payment of dues.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers – The affairs of the corporation shall be managed by its Board of Directors, Directors must be members of the **Husky Dugout Club**.

Section 2. Number & Tenure of Directors – The Board of Directors shall consist of the following members:

Four (4) former SCSU baseball players to represent the following positions and one (1) per each position: (1) President, (1) Vice President, (1) Secretary, (1) Treasurer.

Up to Ten (10) Board members representing either/or the community, alumni and parents of former or current baseball players.

Ten (10) to Fourteen (14) members total the **Husky Dugout Club** Board of Directors. Directors shall be elected annually, each to serve a three-year term.

The three (3) ex-officio members of the board shall be: The St. Cloud State University Athletic Director or a representative, the immediate past president of the **Husky Dugout Club** and the Head Baseball Coach.

Section 3. Nomination of Directors – Each year in the month of April, a small nomination committee shall be formed, consisting of the current President and (2) directors. This committee shall present to the Board of Directors at the annual meeting in May.

Section 4. Qualification of Directors – Directors will be representative of the membership and will share the mission and goals of the club. This club is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, sex, color, religion, and sexual orientation.

Section 5. Election of Directors – The Board of Directors shall elect from the slate of candidates presented by the nomination committee, new directors with each current director casting one (1) vote for each vacancy on the board. Votes are to be tabulated and vacancies are to be filled by nominees with the largest number of votes.

Section 6. Vacancies on Board – When/if a director dies, resigns, or is removed, the Board may elect a director to serve for the duration of the unexposed term.

Section 7. Removal – Any director may be removed from the Board of Directors by an affirmative vote of the majority of directors present at an official meeting of the board. Notice of the proposed removal will be given to members with the notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 8. Compensation – No compensation will be paid to any member of the Board of directors for service as a member of the board.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

- Section 1. Regular Meetings – An annual meeting of the Board of Directors will be held in April of each year for the purpose of electing officers and directors. In addition to its annual meeting, the Board of Directors will hold regular meetings at least quarterly each calendar year at such places as may be designated in the notice of the meeting.
- Section 2. Special Meeting – Special meetings of the Board of Directors may be called at any time by the President of the Organization or in his or her absence by the Vice-President or upon receipt of a requested therefore signed by (2) or more directors.
- Section 3. Notice – Notice of regular, special, and annual meetings will be mailed at least five (5) days prior to the day such meeting is to be held. Any director of the organization may make written waiver or notice before, at, or after a meeting. The waiver will be filed with the person who has been designated to act as secretary of the meeting; this person will enter it in the record of the meeting. Appearance at a meeting is deemed waiver unless the director attends for the express purposed of asserting the illegality of the meeting.
- Section 4. Quorum – The presence of a majority of the board will constitute a quorum at any meeting.
- Section 5. Voting – At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board.
- Section 6. Proxies – Proxy voting will not be permitted.
- Section 7. Procedure – Robert’s Rules of Order will be authority for all questions of procedure at any meetings of the board.

ARTICLE VI. OFFICERS

- Section 1. Officers – The officers of the organization will be a President, a Vice President (President – Elect), a Secretary, and a Treasurer, each of which shall be a member of the Board of Directors.
- Section 2. Election of Officers – The officers of the corporation will be elected annually by the members of the Board of Directors at its annual meeting. An officer may serve more than a one-year term.
- Section 3. Removal – The Board of Directors may remove with or without cause any officer by a vote of a majority of all of the board members. The matter of removal may be acted upon any meeting of the board, provided that notice of intention to consider said removal has been given to each board member and to the office affected at least ten (10) days previously.
- Section 4. Vacancies – A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.
- Section 5. President – The President will be chief executive officer of the organization. It will be the duty of the President to preside at all meetings of the Board of Directors and to have

general supervision of the affairs of the organization.

- Section 6. Vice President (President-Elect) – It will be the duty of the Vice President to act in the absence of disability of the President and to perform such other duties as may be assigned to him or her by the President or the board.
- Section 7. Secretary – The Secretary will be responsible for keeping the corporate records. He or she will be given or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or by these by-laws. The secretary will be the custodian of all books, correspondence, and papers relating to the business of the corporation except those of the treasurer. The Board of Directors at its discretion may elect an Assistant Secretary, not necessarily a member of the Board of Directors, who will perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary or the President.
- Section 8. Treasurer – The Treasurer will have general information of the finances of the St. Cloud State University baseball program. He or she will keep full and accurate accounts of all receipts and disbursements of the corporation in books belonging to St. Cloud State University wrestling , which will be open at all times to the inspection of the Board of Directors. He or she will present to the Board of Directors at its annual meeting his or her report as Treasurer of the organization and will from time to time make such other reports to the Board of Directors as it may require.

ARTICLE VII. MISCELLANEOUS

- Section 1. Indemnification – The organization will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The organization will have power to purchase or procure insurance for such purposes.
- Section 2. Finances – All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Board of Directors may from time to time designate.
- Section 3. Records – The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members. Board of Directors, and committees having any of the authority of the Board of Directors; and it will keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the St. Cloud State University baseball program may be inspected by any member.
- Section 4. Fiscal Year – The fiscal year of the corporation will be May 1 through April 30.

ARTICLE VIII. AMENDMENTS

The Board of Directors may amend these by-laws to include or omit any provision that could lawfully include or omit at the time the amendment is made. Upon written notice of at least ten (10) days, any number of amendments or an entire revision of the by-laws may be submitted and voted upon at a single meeting receiving a two-thirds vote of the number of the Board of Directors.