

ARTICLE III.

Board of Directors

Section 3.01. **General Powers.** The Board of Directors shall oversee its committees and publications; shall determine its policies, bylaws, and changes therein; and shall actively carry out its objectives and supervise the disbursement of its funds. The board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. Interpretation of by-laws of polices will be transmitted to the general membership by the Board of Directors in writing format. Appropriate changes of such text should be enacted by the Board of Directors. The board shall hire and or appoint the Head Coach, along with approval of the appointment of the team coaches. All membership applications, appointment of coach's, and the appointment of volunteers shall be approved by the Board of Directors. Any member, volunteer or hired employee, shall be approved by the Board of Directors.

Section 3.02. **Number, Qualifications, and Term of Office.** The Board of Directors shall consist of a minimum of seven (7) people (members), elected by the members, serving various positions. Each director shall be a member of the club. If a Director becomes a member, that is not in good standing than the Board of Directors, by quorum, should appoint a member, in good standing to fulfill that Director's position. One (1) of the seven (7) elected directors will be elected by the members as President of the corporation during the annual membership meeting. The President, shall conduct and lead the remaining six (6) directors to appropriate positions on the board, define the duties and responsibilities of a position. If the board determines needs of the club are best suited to have an additional director (s) to manage a need of the club, than an additional director's position, on the board, can be appointed by the current Board of Directors in quorum. It is the intention of the membership to have a director, which can competently represent each team at each level within the establishment of the FZWIBC.

If the Board of Directors determine that the elected Board of Directors is not a true representation of the entire base of membership, than the Board of Directors can appoint a Director(s) to have competent and adequate representation within the Board of Directors for that team. Any appointed Director by the Board shall remain in term for the time necessary to fulfill such need or for no longer than the end of term for the current board of directors, which ever is less. If the current board deems an obvious need to increase the number of elected directors for the upcoming session, than all directors shall be elected by the general membership in the next annual elections noted within the by-laws. Consideration should be made as to an uneven number of Director positions to allow for a simple majority vote. Consideration should be made by the Board of Directors to have appropriate representation of the entire membership base. Under no circumstance should the number of appointed (non elected) Directors exceed thirty percent (30%) of the entire number of the Board of Directors, without an election from a quorum of the membership. Under no circumstance shall a director remain in office for more than the term of one (1) session or one (1) year, without being elected by the general membership under the process of an annual election.

Each director shall hold their position for the term of one (1) year and or one (1) session. The definition of one (1) year or one (1) session can be defined as; a 12 month cycle beginning upon the defined period of time following the annual election process of the Board of Directors. The certification and announcement, by the election committee, of the six (6) nominated members which received the highest number of votes, along with the director, elected as President. The term will terminate upon the transfer of leadership to the sequential, elected Board of Directors. The transfer of leadership shall be within seventy-two hours of the completion of the election for the Board of Directors. All government, banking, IRS documents, signature requirements and corporation documents will be transferred within a period of time not to exceed seven (7) days.

Section 3.03. **Election and Appointment of Directors.** Elections shall take place in the month of May each year. Elections are for the minimum of seven (7) board positions, including one (1) director, specifically elected as President. Nominations for directors will be accepted throughout the year for the next upcoming elections. All nominations shall be presented to the current secretary and submitted no later than April 30th of each year or no less than thirty (30) days, prior to the posted and pre-scheduled election. Ballots will be mailed to each member not less than fifteen (15) days prior to the election. Additional publication of the nominated members can be made within the corporations internet web site, unless deemed not appropriate by the current Board of Directors. The Board of Directors shall be chosen by secret ballot during an Annual Membership Meeting where a quorum of the membership is present. If a quorum is not present at the Annual Membership Meeting, the Board of Directors will remain in office and will repeatedly call meetings within the 30 days until a quorum is achieved for the purpose of electing a new Board of Directors. The current Executive Committee shall monitor and certify election results. If the number of candidates does not exceed the total number of open seats, the open director's positions shall be appointed by the current Board of Directors, by a majority vote of the existing Directors in quorum.

A quorum will be defined as the members which are not of graduating players and were of current members of the prior year. A simple majority of members present would be a quorum.

Section 3.04 **NOMINATIONS**

1. Eligibility

- a) All members of the club are eligible to be elected or appointed to the Board of Directors
- b) A nominee may make a statement (not to exceed five minutes) during the Public Forum portion of the Annual Membership Meeting.
- c) If a member is nominated and currently knows that they will not be a member in good standing in the upcoming session, than that member should not accept such appointment.
- d) No campaign material may be hung or distributed in any arena or facility of the Annual Membership Meeting. The membership and or players should be strictly forbidden to issue any propaganda to support any nomination for the annual Board of Directors.

2. Ballots

- a) The club will provide the official ballot on the designated balloting day.
- b) The ballot will list all candidates, alphabetically, in a minimum of two columns. A/Z even-numbered years, Z/A odd-numbered years.
- c) A star will be placed before each incumbent's name.
- d) Absentee ballots will not be allowed. No proxy voting is allowed.
- e) The boxes must be sealed at the end of the meeting and stored in a committee-approved storage area.
- f) All ballots and committee paperwork will be kept for six months.
- g) If a nominated member is not on the ballots which are distributed to the membership, prior to the election, than that member(s) shall contact the Secretary immediately upon notice.
If time allows for a new ballot to be mailed to the membership base, than the club shall do so. If time is not adequate to mail new ballots, than a concerted effort should be made to announce that the nominated member(s) is in fact a candidate and no limitation of that candidates rights should be restricted.

3. Valid Ballots: The following procedure will be used to complete all ballots

- a) Locate name on voter list and sign in the space provided. The election judge must initial your signature.
- b) Upon receipt of the official ballot, one mark per number of vacancies. Only one vote per nominee will be permitted. A ballot marked in a different manner will be considered invalid and will be destroyed.
- c) When you have completed voting, fold the ballot in half. The election judge must initial and or stamp your ballot.
- d) The ballot will be returned to you for deposit in the ballot box.
- e) Any ballot deemed to be invalid must contain one (1) election official and two (2) director's signatures prior to eliminating such ballot.

4. Election Results

- a) Ballots will be tabulated within twenty-four (24) hours. If a member of the committee is unable to be complete such task, the current club President shall appoint a substitute.
- b) Nominees elected to the Board will be notified after vote tabulation is complete. No later than seventy-two (72) hours after certification by the election committee. Election results will be published at the club internet web site, within a period not to exceed seventy-two (72) hours. The total number of votes cast for each nominee will not be published. However, any candidate may request the election results, with a written request to the newly elected board of directors.
- c) Ties will be decided by a paper ballot of prior (current) and newly elected Board members at a special meeting with quorum representation will be held within seventy-two hours (72). If a tie remains after this balloting, the prior (current) officer's of the club will take a paper ballot. If a tie still remains the prior (current) Club President shall approve one nominee.

Section 3.05.

Section 3.05. **Organization.** At each meeting of the Board of Directors, the President or, in his or her absence, a senior member of the Executive Committee shall preside. The Secretary of the Corporation or, in his or her absence, any person who the President shall appoint, shall act as secretary of the meeting.

Section 3.06. **Resignation.** A Director may resign at any time by a letter of resignation to the President or the Secretary of the Corporation. The resignation of a Director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the President and or Secretary.

Section 3.07. **Vacancies.** Any vacancy in the Board of Directors caused by death, resignation, removal, or any other cause, shall be filled by a vote of the remaining Directors, and the successor shall hold office until that vacated Director's term expires. Vacancies resulting from the addition of a new position on the Board shall also be filled by a majority vote of the Directors with a quorum representation; however, the terms of these appointed Director's will be one (1) year, or to the end of term as defined in Section 3.02. Any vacated directors positions, must be filled within thirty (30) days, to fulfill the requirement of maintaining a minimum of seven (7) directors positions at all times.

Section 3.08. **Removal of Directors.** Unless otherwise restricted by the Articles of Incorporation, local law or by these Bylaws, a Director may be removed with or without cause only by the majority vote of all of the Board of Directors then in office with a quorum representation, with or without the presence of the Director, which is being voted upon. The vote can be within a regular meeting, provided such action was on the published agenda, and only by an affirmative vote of the Board of Directors. If a Director is absent without the permission of the President, from two or more scheduled meetings within their term, the President at his/her discretion may introduce a motion for removal of the offending Director. If the Director is not in good financial standing, for a period of over thirty (30) days than the President will introduce a motion for removal of the offending Director. If a director is not in good standing due to misconduct as defined in the bylaws, than the President will introduce a motion for removal of the offending director. An alternative process of removal would be an affirmative vote of at least two-thirds (2/3) of the membership during a general or special meeting, for as long as a quorum is present.

Section 3.09. **Place of Meetings.** The Board of Directors may hold its meetings at such place or places, within or out of the State of Missouri, as it from time to time determines. No meeting shall ever be in a location which any purpose of the meeting is to limit or avoid any membership or director participation.

Section 3.10. **Regular Meeting.** The Board of Directors shall designate the date, time, and location of its regular meetings. The Board shall not meet less than three (3) times per year. The President may conduct so much of the meeting in executive session as deemed appropriate given the subject matter. All issues brought before the Board of Directors will be discussed, voted upon, tabled, or dismissed. Tabled items will be addressed at the next Board Meeting until voted upon or dismissed.

Section 3.11. **Special Meetings: Notice.** Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Directors. Notice of each such special meeting shall be mailed electronically to each Director, addressed to him or her at his or her residence or usual place of business, at least forty-eight (48) hours before the date on which the meeting is to be held, or to be delivered to him or her personally, or by telephone, not later than twenty-four (24) hours before the time on which the meeting is to be held. Each such notice shall state the time, place and purpose of the meeting. All issues brought before the Board of Directors will be discussed, voted upon, tabled, or dismissed. Tabled items will be addressed at the next Board Meeting until voted upon or dismissed.

Section 3.12. **Notices Excused.** Notice of any meeting of the Board of Directors need not be given to any Director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the Directors of the Corporation then in office shall be present there at or waive such notice in writing before, at, or after such meeting.

Section 3.13. **Quorum and Manner of Acting.** Except as otherwise provided by statute or by these Bylaws, not less than a majority of the total number of Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.14. **Proxies/Rules.** Proxies shall not be allowed or used. Robert's Rules of Order, most current version, shall apply to all meeting of the Board of Directors. In places of conflicting guidance between the corporation bylaws and the Robert's Rules of Order, the corporation bylaws shall preside.

Section 3.15 **Impartiality.** Directors, and appointed positions shall maintain impartiality in all dealings with regard to the organization. All Directors, and appointed positions shall refrain from conflict of interest situation. Disclosure to the Board and or membership shall be made known if a professional conflict of interest arises.