

BYLAWS OF THE SELLWOOD JUNIOR BASEBALL ASSOCIATION

(Revised April 10, 2014)

ARTICLE I

Purpose

The purpose for which this corporation is formed and the powers which it may exercise are set forth in the Articles of Incorporation and the laws of the State of Oregon.

The Sellwood Junior Baseball Association (hereafter “SJBA” or “Association”) is a nonprofit organization organized for the benefit of youth in the community and to promote athletics. The SJBA consists of a Board of Directors, coaches, registered players, and parents of players, and exists for the purpose of providing the opportunity for children between the ages of five years and fifteen years old to practice, play, and learn the games of baseball and softball. The objective of the SJBA is to provide the most positive and rewarding youth sports experience possible for all players of every eligible age and skill level, while providing the opportunity to maximize each player’s skill development, knowledge of the game, and recognition of the importance of sportsmanship and community. The Association’s official boundaries encompass the neighborhoods associated with Cleveland High School’s boundaries, as defined by Portland Public Schools. The SJBA allows for player participation from outside these boundaries, especially when there is no supporting baseball league or association near that player’s residence. The SJBA is also involved in activities necessary to raise funds to support the accomplishment of the general objectives of the Association. These activities include player registration, sponsorships from community businesses and individuals, and other fundraising activities.

ARTICLE II

Board of Directors

Section 1. Duties. The affairs of the SJBA shall be managed by the Board of Directors.

Section 2. Number. The following, at a minimum, shall compose the Board: President, Vice President/Secretary, and Treasurer. Additional positions may be added by a majority vote of existing Directors.

Section 3. Term and Election. The existing Director positions are as follows:

- President;
- Vice President/Secretary;
- Registrar;
- Treasurer;
- Equipment Coordinator;
- Farm/Tee-Ball Coordinator;
- Softball Coordinator;
- Sponsorship Coordinator

- Promotion and Events Coordinator
- Field Maintenance Coordinator:
- IT Coordinator;
- At Large;

Board members may nominate candidates for election thereto. Should a vacancy occur in any of the Board of Director positions, the President may (subject to the advice and consent of the rest of the Board) appoint a replacement to serve out the term.

Section 4. Removal. Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office. Nothing in these Bylaws is intended to preclude the possibility of interested Directors being considered for re-appointment after removal.

Section 5. Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, the time and place to be determined by the Board of Directors. The President shall ensure that each Board member is given notice of the date, time, place, and purpose of these meetings at least one week beforehand. Directors are expected to attend all regularly scheduled meetings and shall not delegate their participation or vote to any other individual. A Director must notify the President if the Director is unable to attend a board meeting within 48 hours after receiving notice of the meeting or after becoming unable to attend.

Section 6. Compensation/Reimbursement. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 7. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if said action is memorialized in a written consent, setting forth the action to be taken or so taken, and approved in writing by a majority of Directors then in office.

ARTICLE III

Committees

Section 1. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions. At present, the Board has not elected an Executive Committee.

Section 2. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by a majority vote of the Directors in office at that time.

Section 4. Quorum and Action. A quorum at a Committee meeting exercising Board functions shall be a minimum of three Directors. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. Limitations on the Powers of Committees. No committee; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE IV ***Directors***

Section 1. Titles. The Directors of SJBA shall be the President, Vice President/Secretary, Treasurer, Registrar, Sponsorship Coordinator, Equipment Coordinator, IT Coordinator, Farm/Tee-ball Coordinator, Softball Coordinator, Promotions and Events Coordinator, Field Maintenance Coordinator, and Umpire Coordinator and any other positions the board may deem necessary.

Section 2. Election. A person may be elected to the Board as the Board sees fit. As needed to fill vacancies, the Board of Directors shall elect new members.

Section 3. Vacancy. All vacancies shall be filled as soon as possible. Members may nominate individuals for vacant board positions, and nominees shall be elected with a majority vote of board members present.

Section 4. Other Positions. The Board of Directors may elect or appoint other positions, as it shall deem necessary and desirable. They shall hold their positions for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. Meeting Attendance & Voting. All Directors are expected to attend all Board meetings and all meetings of any individual committee on which the individual Director serves.

Section 6. President. The President shall be the chief Director of the SJBA and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors. Should the President resign from office, a new President shall be elected by a majority vote of Directors then in office.

Additionally, the President shall schedule and call Board meetings, Coaches meetings and any other applicable Association meetings; supervise the nomination and election of new as needed; supervise SJBA player assessments and drafts, and work with the coaches in forming teams; authorize all monetary expenditures; and resolve requests by players or parents for team changes. The President, with input from other Board members as they deem fit, shall also have the sole responsibility for determining if a coach or player should be disciplined, removed from a team, or barred from SJBA participation or functions.

Section 7. Vice President/Secretary. The Vice-President/Secretary position shall be accepted with the understanding and intention that the individual shall succeed to the position of President after serving as the Vice-President/Secretary. In the absence of the SJBA President, the Vice President/Secretary shall exercise all powers of the President. The Vice President/Secretary shall also serve as the SJBA Area Head representative to the Clackamas County Junior Baseball Association (CCJBA). In such capacity they shall ensure that SJBA has a representative in attendance at all CCJBA meetings, and shall advise the Board on all CCJBA matters affecting the SJBA, including but not limited to: the resolution of player waivers; JBO or CCJBA rule changes; issues related to umpires, players/coaches, parents/coaches, team changes and aid in the resolution of these issues; investigate on behalf of the Board, complaints related to umpires', coaches', and players' actions; and relay all requests by players and/or parents for team changes to the board. The secretarial duties of the Vice-President/Secretary include drafting and publishing correspondence for all SJBA activities, including minutes of Board meetings.

Section 8. Treasurer. The Treasurer shall supervise all money belonging to the SJBA, deposit all monies in a reliable bank, supervise the disbursement of funds, and keep accurate and current records of account activities. The Treasurer or the President must sign all checks issued by the SJBA. Additionally, the Treasurer shall regularly advise the Board of the current status of the financial accounts at each regular Board of Directors meeting. The Treasurer shall also arrange insurance coverage as directed by the Board of Directors for SJBA.

Section 9. Registrar. The Registrar shall supervise player registration for the Association, oversee the ordering of uniforms for registered players, and coordinate the distribution of uniforms and fan apparel to players/customers. The Registrar will work closely with the President and Vice President/Secretary to ensure that registration issues are handled in a timely fashion and shall keep accurate and current records of registration activities. Additionally, the Registrar shall work with the SJBA Treasurer to monitor electronic money transfers associated with web-based registration transactions, and work with the Fundraising coordinator to ensure that sponsor logos are appropriately assigned to teams.

Section 10. Sponsorship Coordinator. The Sponsorship Coordinator shall coordinate and conduct fund-raising activities for the SJBA, including close attention to maintaining community sponsorships. The Sponsorship Coordinator shall research and develop new fundraising possibilities, providing the Board with a choice of alternative fundraisers. Additionally, the Sponsorship Coordinator shall solicit volunteers as needed to conduct fundraising activities; supervise correspondence with prospective sponsors; work with the Registrar to ensure that sponsor logos are assigned appropriate teams; work with the Treasurer in collecting and depositing any money raised; provide the Board with a full report of the amount of money raised via sponsorships and other SJBA fund-raising activities.

Section 11. Equipment Coordinator. The Equipment Coordinator is responsible for all facets of acquisition, distribution, maintenance, and storage of equipment and uniforms. The Equipment Coordinator is specifically responsible for all equipment owned by the SJBA, the inventory of such equipment at the beginning of each season and the recommendation of additional equipment to be purchased each year. Additionally, the Equipment Coordinator shall

supervise the distribution and collection of all SJBA equipment from coaches at the beginning and end of each season, respectively.

Section 12. Umpire Coordinator. The Umpire Coordinator is responsible for the coordination of all activities relating to officiating baseball games for the SJBA. The Umpire Coordinator shall act as the liaison between the umpire crews, coaches and the Board of Directors. The Umpire Coordinator has the responsibility for the following: scheduling of umpires for all SJBA-related home games at the County and Sellwood National League levels; coordinating and supervising the annual umpire training clinics required by JBO/CCJBA for purposes of umpire certification and training for SJBA umpires; assisting in the regular recruitment of umpires to ensure sufficient coverage to officiate league and/or tournament games; regularly reviewing and monitoring the performance and effectiveness of umpires during the baseball season; assist with resolving conflicts between umpires and coaches/players/parents; and assist with providing additional individualized umpire training as needed.

Section 13. Field Maintenance Coordinator. The Field Maintenance Coordinator is responsible for the coordination of all maintenance activities related to the various fields SJBA permits for use. This position shall liaison with Portland Parks and Recreation and Portland Public Schools as needed. This position shall coordinate with the treasurer and purchase field conditioners and other needed supplies for baseball and softball activities.

ARTICLE V

Meeting Procedure, Voting Rights, and Quorum

Section 1. Special meetings of the Board may be called at any time by the President or by a petition approved in writing by not less than half of the existing Board of Directors, setting forth therein the reason for calling such a meeting. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by e-mail or by mail not less than 48 hours before the special meeting.

Section 2. A quorum shall be at least seven Directors of the SJBA. A motion shall be passed or defeated by a majority of those Directors voting at a meeting where a quorum has been established. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by the majority as required by law.

ARTICLE VI

Indemnity

This Association will indemnify its Directors and their appointees to the fullest extent allowed by Oregon law.

ARTICLE VII
Dissolution

The dissolution of the Association shall occur only by the unanimous vote of the entire Board of Directors. In the event of the dissolution and after paying or adequately providing for the just debts of the Association, any remaining funds shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific or philanthropic institution or corporation to be selected by unanimous vote of the then-existing Board of Directors according to the state law of Oregon.

ARTICLE VIII
Amendments to bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of the Directors present, if a quorum is present. Before the adoption of the amendment, each Director shall be given at least 48 hours' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

DATE ADOPTED:

SIGNATURE OF SJBA DIRECTOR: _____ SJBA President

WITNESS: _____, SJBA Vice President/Secretary