

**BYLAWS OF
WESTSIDE YOUTH BASEBALL ASSOCIATION**

**ARTICLE 1.
DEFINITIONS**

- 1.1 **Westside Youth Baseball Association (WSYB).** The organized body of all JBO affiliated Associations as defined and assigned by Junior Baseball of Oregon (JBO) for the purpose of governance for an undetermined geographic area generally encompassing teams in Washington, Yamhill, Columbia and Tillamook Counties within the State of Oregon.
- 1.2 **Junior Baseball Organization (JBO).** Junior Baseball of Oregon, Inc. (JBO) is a non-profit organization formed to provide an opportunity for Oregon youth from ages 8-16 to participate in an organized baseball experience.
- 1.3 **Articles of Incorporation.** “Articles of Incorporation” means the Articles of Incorporation of the WSYB.
- 1.4 **Association(s).** Participating/affiliated junior baseball associations choosing to play JBO Baseball on an annual basis as accepted by the executive board of WSYB as a participating member.
- 1.5 **Board of Directors (Board).** Shall refer to the elected Board of Directors for WSYB as defined by these bylaws.
- 1.6 **Incorporation by Reference.** Except as otherwise provided herein, the terms that are defined in Article 1 of the Declaration are used in these bylaws as therein defined.

**ARTICLE 2.
PURPOSE, FORMATION & MEMBERSHIP**

- 2.1 **Purpose.** The purpose of the WSYB is to serve as the governing body of independent youth baseball associations located generally throughout the State of Oregon, within Columbia, Marion, Multnomah, Tillamook, Washington and Yamhill Counties. WSYB serves under the umbrella of JBO which is independent of any popular nationwide baseball organizations like "Little League", and governs separate districts such as the WSYB within Oregon. The JBO organization generally plays by the National Federation of State High School Associations (NFHS) rules. There are several modifications at the various age group levels that impact rules governing length of base paths and the pitching distances. JBO is set up for players 8-16 years of age, with four distinct age

groups, Midget, Junior, Senior and Cubs. Within each age group, there are also three distinct skill levels, National, American and Federal. Most member leagues also have their own independent "T-Ball" programs for younger children.

2.2 **Formation.** Acceptance of these bylaws by the invited representatives of the following organizations that choose to attend a meeting scheduled for September 24, 2012 constitutes formation of WSYB and acceptance of WSYB authority per these bylaws:

- a. Aloha JBO
- b. Banks Youth Sports
- c. Beaverton JBO
- d. CYO
- e. Dayton JBO
- f. Forest Grove JBO
- g. Gaston JBO
- h. Hillsboro Boys Baseball Association DBA Glencoe Youth Baseball
- i. Liberty Youth Baseball
- j. Lincoln Youth Baseball
- k. McMinnville JBO
- l. Neah-kah-nie
- m. Newberg JBO
- n. Reedville Baseball Inc.
- o. Sherwood
- p. Southridge
- q. Spartan JBO
- r. Seaside
- s. Sunset
- t. Tillamook JBO
- u. Tigard JBO
- v. Vernonia Youth Baseball
- w. Yamhill/Carlton JBO
- x. Westview Youth Baseball

2.3 **Compliance with State and Federal Law.** Post formation, WSYB is required to register with the State of Oregon as a non-profit corporation within thirty (30) days of formation will become null and void.

2.4 **Membership.** There shall be no members of WSYB. Each association will be required to submit an application for participation in WSYB to the Board on an annual basis. This application must include the following for consideration:

- a. Proof of liability insurance
- b. Association board member contact information, including name, address, phone and email (if applicable) of all members

- c. Waiver of liability for WSYB
- d. Acceptance of all WSYB adopted rules, schedules, bylaws and authority for administration of WSYB.

ARTICLE 3.
MEETINGS & VOTING

- 3.1 **Place of Meetings.** Meetings of the members of the WSYB shall be held at such reasonable place convenient to the members as may be designated in the notice of the meeting.
- 3.2 **Meeting Types.** There shall be four types of meetings: Executive, General, Special and Annual. The Executive meetings are for Board Members. Any additional parties to any part of the executive meeting is at the discretion of the Board. General meetings are open to anyone who has an interest in promoting the purposes and well-being of JBO and WSYB. The General meetings are attended by a representative from each Association.
- 3.3 **Annual Meeting.** The annual meeting of the Associations for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such reasonable hour and on such reasonable day as may be established by the Board of Directors or, if the Board should fail to designate a date by the first day of October, then at 7:00 p.m. on the second Wednesday in October.
- 3.4 **Special Meetings.** A special meeting of the WSYB may be called at any time by the President or by a majority of the Board of Directors. A special meeting shall be called upon receipt of a written request stating the purpose of the meeting from Directors having at least thirty percent (30%) of the voting rights entitled to be cast at such meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of meeting.
- 3.5 **Notice of Meeting.**
 - (a) Written or printed notice stating the place, day and hour of the meeting, the items on the agenda, including the general nature of any proposed amendment to the Declaration or these Bylaws, any budget changes, any proposal to remove a director or officer and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than fifty (50) days before the date of the meeting. Such notice shall be given either personally, by mail or by electronic (e) mail by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting and who have requested such notice. If mailed, such notice shall

be deemed to be delivered when deposited in the United States mail, with postage fully prepaid thereon, addressed to the member at his or her most recent address as it appears on the records of the WSYB.

- (b) When a meeting is adjourned for thirty (30) days or more, or when a redetermination of the persons entitled to receive notice of the adjourned meeting is required by law, notice of the adjourned meeting shall be given as for an original meeting. In all other cases, no notice of the adjournment or of the business to be transacted at the adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken.

3.6 **Quorum.** A quorum shall constitute a majority of the members of the Board as determined in 4.1 of this document. No quorum shall be required for Annual Meetings.

3.7 **Voting Rights:**

Executive and Special Meetings. Voting rights for Executive and Special meetings of the WSYB are reserved to members of the Board only; each member of the board shall have one vote. All decisions made at an executive or special meeting shall be binding and final.

General Meetings. Voting rights for general meetings of the WSYB are reserved to members of the Board designated Association Representatives; each member of the board and each Association shall have one vote. All decisions made at a general meeting shall be binding and final.

Annual Meeting. At the annual meeting of the WSYB, all participant associations of the WSYB (defined as having been accepted as a participating organization for the year in which the election is held) shall have the right to nominate and elect members of the Board. Each nomination shall include a “second” and carries with plurality vote of the membership present at the Annual Meeting. All decisions made at the annual meeting are binding and final.

3.8 **Attendance.** It is very important that each Association sends a representative to every general meeting as critical information is discussed and distributed. Any Association missing two (2) general meetings in a calendar year will be fined \$100. The fined Association will not be allowed to participate in pre-qualification or County Tournament games until the fine is paid in full. Failure of an Association to adhere to any and all disciplinary actions may result in, but is not limited to suspension or expulsion from participation in JBO and WSYB. Enforcement of this rule will be as deemed by majority vote of the Board.

- 3.9 **Absentee Ballots and Proxies.** The WSYB prohibits absentee ballots and proxies.
- 3.10 **Majority Vote.** The vote of a majority of the voting rights entitled to be cast by the Directors present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law, by the Articles of Incorporation, or by these Bylaws.
- 3.11 **Rules of Order.** Unless other rules of order are adopted by resolution of the WSYB or the Board of Directors, all meetings of the WSYB shall be conducted according to the latest edition of Robert's Rules of Order, published by Robert's Rules Association.

ARTICLE 4.

DIRECTORS: MANAGEMENT

- 4.1 **Number and Qualification.** A Board of Directors of no less than three (3) persons and no more than seven (7) persons shall govern the affairs of the WSYB.
- 4.2 **Election and Tenure of Office.**
- (a) Upon adoption of this document by attending organizations cited in 2.2 of this document, the following Director positions will serve terms as specified by the number placed next to the position. These terms will be considered "served" on an annual basis at the next scheduled annual meeting but no later than the second Wednesday of October each year:
- a. President (2)
 - b. Treasurer (2)
 - c. Secretary (2)
 - d. Director #1 (if filled) (1)
 - e. Director #2 (if filled) (2)
 - f. Director #3 (if filled) (1)
 - g. Director #4 (if filled) (2)
- (b) At each Annual Meeting thereafter, Directors shall relinquish their position and the members shall elect each Director/Officer to serve for two (2) year terms. In the event of a tie, selection shall be by random means.

- (c) All directors shall hold office until their respective successors have been elected by participants at the Annual Meeting or resignation. Election shall be by plurality.

4.3 **Vacancies.**

- (a) A vacancy in the Board of Directors shall exist upon the death, resignation or removal of any Director, or if the authorized number of directors is increased, or if the members fail at any annual or special meeting of members at which any director or directors are to be elected to elect the full authorized number of directors to be voted for at that meeting.
- (b) Vacancies in the Board of Directors may be filled by a majority of the remaining Directors even though less than a quorum may exist, or by a sole remaining Director. Each Director so elected shall hold office for the balance of the unexpired term and until his or her successor is elected.

4.4 **Removal of Directors.** All or any number of the Directors may be removed, with or without cause, at any meeting of Directors at which a quorum is present, by an affirmative vote of seventy-five percent (75%) of the Board of Directors and Associations. No removal of a director shall be effective unless the matter of removal was an item on the agenda and stated in the notice of the meeting as provided in these Bylaws.

4.5 **Powers.** The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the WSYB, except such powers and duties as by law or by these Bylaws may not be delegated to the Board of Directors by the Owners. The Board of Directors may delegate responsibilities to committees or a managing agent, but shall retain ultimate control and supervision. The powers and duties to be exercised by the Board of Directors shall include, but not be limited to, those set forth by Oregon State Law, the WSYB Articles of Incorporation, Bylaws and the following:

- (a) Determine and execute expenditures required for operation, maintenance and other affairs of the WSYB and the levy of fees upon participating organizations for covering expenses.
- (b) Prepare a budget for the WSYB and collection plan for all participation fees.
- (c) Employ legal, accounting or other personnel for reasonable compensation to perform such services as may be required for the proper administration of the WSYB.

- (d) Treasurer - Open bank accounts on behalf of the WSYB and designate the signatories required therefore. A minimum of 1 signature is required for payments.
- (e) Prepare and file, or cause to be prepared and filed, any required income tax returns or forms for the WSYB.
- (f) Obtain insurance or bonds pursuant to the provisions of these Bylaws and review such insurance coverage at least annually.
- (g) Enforce by legal means the provisions of these Bylaws and any rules and regulations adopted hereunder.
- (h) In the name of the WSYB, maintain a current mailing address of the WSYB, file annual reports with the Oregon Secretary of State, and maintain and keep current the information required to enable the WSYB to comply with ORS 94.670(7) and IRS tax exempt status as a 501c3 organization if applicable.

4.6 **Meetings.**

- (a) Meetings of the Board of Directors shall be held at such place as may be designated from time to time by the Board of Directors or other persons calling the meeting.
- (b) At least one (1) Regular Meeting of the Board of Directors shall be held within thirty (30) days following the adjournment of the Annual Meetings of the members.
- (c) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by a majority of the Board of Directors.
- (d) Unless other rules of order are adopted by resolution of the WSYB or the Board of Directors, all meetings of the Board of Directors shall be conducted according to the latest edition of Robert's Rules of Order, published by Robert's Rules Association.

4.7 **Open Meetings.**

- (a) All meetings of the Board of Directors shall be open to Associations except that, in the discretion of the Board, the following matters may be considered in executive session: (i) consultation with legal counsel concerning the rights and duties of the WSYB regarding existing or potential litigation, or criminal matters; (ii) personnel matters, including salary negotiations and employee discipline; (iii) negotiation of contracts

with third parties; and (iv) collection of unpaid assessments. Except in the case of an emergency, the Board of Directors shall vote in an open meeting whether to meet in executive session. If the Board of Directors votes to meet in executive session, the presiding officer shall state the general nature of the action to be considered, as precisely as possible, when and under what circumstances the deliberations can be disclosed to Owners. The statement, motion or decision to meet in the executive session shall be included in the minutes of the meeting, and any contract or action considered in executive session shall not become effective unless the Board, following the executive session, reconvenes in open meeting and votes on the contract or action, which shall be reasonably identified in the open meeting and included in the minutes.

- (b) Meetings of the Board of Directors may be conducted by telephonic communication or by other means of communication that allows all members of the Board participating to hear each other simultaneously or otherwise to be able to communicate during the meeting. Only emergency meetings of the Board of Directors may be conducted by telephonic communication or such other means. The meeting and notice requirements of this Section may not be circumvented by chance or social meetings or by any other means.
- (c) The Board of Directors may choose to make a decision via electronic (e) mail only in the event an emergency or time sensitive issue will not allow the Board of Directors to meet in the open format as defined by these Bylaws. A State of Emergency or extreme time sensitivity must be declared prior to the vote by a majority of the Board of Directors via electronic (e) mail.

4.8 **Notice of Meetings.**

- (a) Notice of the time and place of Board meetings shall be given to each Director orally, or delivered in writing personally or by mail, email or facsimile, at least 72 - This needs to be a longer period as it limits or opens up the board for personal agendas) hours before the meeting. Notice shall be sufficient if actually received at the required time or if mailed, emailed or faxed not less than seventy-two (72) hours before the meeting. Notice mailed, electronic (e) mail or faxed shall be directed to the address shown on the WSYB's records or to the Director's actual address ascertained by the person giving the notice. Such notice need not be given for an adjourned meeting if such time and place is fixed at the meeting adjourned.
- (b) Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express

purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.9 **Quorum and Vote.**

- (a) A majority of the Directors shall constitute a quorum for the transaction of business. A minority of the Directors, in the absence of a quorum, may adjourn from time to time and discuss any issue, but may not transact any business.
- (b) The action of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

4.10 **Liability.** Neither a member of the Board of Directors nor an officer of the WSYB shall be liable to the WSYB or any third party for any damage, loss or prejudice suffered or claimed on account of any action or failure to act in the performance of his or her duties so long as the individual acted in good faith, believed that the conduct was in the best interests of the WSYB, or at least was not opposed to its best interests, and in the case of criminal proceedings, had no reason to believe the conduct was unlawful. In the event any member of the Board of Directors of the WSYB is made a party to any proceeding because the individual is or was a Director of the WSYB, the WSYB shall defend such individual against such claims and indemnify such individual against liability and expenses incurred to the maximum extent permitted by law.

4.11 **Compensation.** No Director shall receive any compensation from the WSYB for acting as such. This does not include reasonable reimbursement for expenses with proper documentation of said expenses.

4.12 **Executive, Covenants and Other Committees.** Subject to law, the provisions of the Articles of Incorporation and these Bylaws, the Board of Directors, may appoint an Executive Committee and such other standing or temporary committees as may be necessary from time to time consisting of members and at least one member of the Board of Directors and having such powers as the Board of Directors may designate. Such committees shall hold office at the pleasure of the Board.

ARTICLE 5.

OFFICERS

5.1 **Designation and Qualification.** The officers of the WSYB may vary year-by-year, except that each Board of Directors shall include a President, a Secretary, a Treasurer, and such Directors and subordinate officers, as the Board of Directors shall from time to time appoint. Each officer shall be a member of the Board of

Directors. The same person may hold any two offices, except the offices of President and Secretary, but maintains only one (1) vote as a Director.

5.2 **Election and Vacancies.** The officers of the WSYB shall be elected annually by the years and until their respective successors are elected. If any office shall become vacant by reason of death, resignation, removal, disqualification or any other cause, the Board of Directors shall elect a successor to fill the unexpired term at any meeting of the Board of Directors.

5.3 **Removal and Resignation.**

- (a) Any officer may be removed upon the affirmative vote of a majority of the directors and Associations whenever, in their judgment, the best interests of the WSYB will be served thereby.
- (b) Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the WSYB. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided, however, that the Board of Directors may reject any postdated resignation by notice in writing to the resigning officer. The effectiveness of such resignation shall not prejudice the contract rights, if any, of the WSYB against the officer so resigning.

5.4 **President.** The President shall be the chief executive officer of the WSYB and shall, subject to the control of the Board of Directors, have powers of general supervision, direction and control of the business and affairs of the WSYB. He or she shall preside at all meetings of the members and of the Board of Directors. He or she shall be an ex officio member of all standing committees, including the executive committee, if any, shall have the general powers and duties of management usually vested in the office of president of a nonprofit corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

5.5 **Secretary.**

- (a) The Secretary shall keep or cause to be kept a book of minutes of all meetings of directors and members showing the time and place of the meeting, whether it was regular or special, and if special, how authorized, the notice given, the names of those present at directors' meetings, the number of memberships present or represented at members' meetings and the proceedings thereof. Minutes shall be shared with the associations within 7 days of the adjournment of meetings.
- (b) The Secretary shall give or cause to be given such notice of the meetings of the members and of the Board of Directors as is required by these Bylaws or by law. The Secretary shall keep the seal of the WSYB, if any,

and affix it to all documents requiring a seal, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

- (c) In the absence or disability of the President, the President's duties and powers shall be performed and exercised by the Secretary.

5.6 **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the WSYB, including accounts of its assets, liabilities, receipts and disbursements. The books of accounts shall at all reasonable times be open to inspection by any director. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the WSYB with such depositories as may be designated by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the WSYB as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the WSYB, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

5.7 **Compensation of Officers.** No officer who is a member of the Board of Directors shall receive any compensation from the WSYB for acting as an officer, unless such compensation is authorized by a resolution duly adopted by the members. The Board of Directors may fix any compensation to be paid to other officers.

ARTICLE 6.

RECORDS AND REPORTS

6.1 **Records.** The WSYB shall keep within the State of Oregon correct and complete financial records sufficiently detailed for proper accounting purposes and keep minutes of the proceedings of its members.

6.2 **Inspection of Books and Records.** The WSYB shall make reasonably available for examination and, upon written request, available for duplication, Bylaws, rules and regulations, amendments or supplements to such documents and the books, records, financial statements and current operating budget of the WSYB to any participating organization. The WSYB shall maintain a copy, suitable for purposes of duplication, of each of the following: (a) the Declaration, these Bylaws, the Rules and Regulations and any amendments or supplements to them, (b) the most recent financial statement of the WSYB, and (c) the current operating budget of the WSYB. The WSYB, within thirty (30) business days after receipt of a written request by a member, shall furnish copies of such documents to the requesting member. Upon written request, the WSYB shall make such documents, information and records available to such persons for duplication

during reasonable hours. The Board of Directors, by resolution, may adopt reasonable rules governing the frequency, time, location, notice and manner of examination and duplication of WSYB records and the imposition of a reasonable fee for furnishing copies of such documents, information or records. The fee may include reasonable personnel costs for furnishing the documents, information or records.

- 6.3 **Payment of Vouchers.** The Treasurer or managing agent shall pay all vouchers for all budgeted items and for any non-budgeted items, up to \$500 signed by the President and other person authorized by the Board of Directors. Any voucher for non-budgeted items in excess of \$500 shall require the authorization of the President or a resolution of the Board of Directors.
- 6.4 **Execution of Documents.** The Board of Directors may, except as otherwise provided in the Articles of Incorporation, or these Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the WSYB. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the WSYB by any contract or engagement, to pledge its credit, or to render it liable for any purpose or for any amount.
- 6.5 **Reports and Audits.** An annual financial statement consisting of a balance sheet and an income and expense statement for the preceding year shall be rendered by the Board of Directors within ninety (90) days after the end of each fiscal year. From time to time, the Board of Directors, at the expense of the WSYB, may obtain an audit of the books and records pertaining to the WSYB and furnish copies thereof to the members. At any time any member may, at their own expense, cause an audit or inspection to be made of the books and records of the WSYB.

ARTICLE 7.

INSURANCE

- 7.1 **Types of Insurance.** For the benefit of the WSYB and the Owners, the Board of Directors shall obtain and maintain at all times, and shall pay for out of the Operations Fund, the following insurance:
- (a) **Liability/Directors and Officers Insurance.**
- (i) The WSYB shall maintain comprehensive general liability insurance with Directors and Officers coverage insuring the WSYB, the Board of Directors against liability to the public, including legal liability arising out of lawsuits related to

employment contracts of the WSYB.

(ii) Limits of liability under such insurance shall not be less than One Million Dollars (\$1,000,000) on a combined single-limit basis.

(iii) Such policy or policies shall be issued on a comprehensive liability basis and shall provide a cross-liability endorsement wherein the rights of named insured's under the policy or policies shall not be prejudiced as respects his, her or their action against another named insured.

(b) **Workers' Compensation Insurance.** The WSYB shall maintain workers' compensation insurance to the extent necessary to comply with any applicable laws.

ARTICLE 8.

GENERAL PROVISIONS

8.1 **Seal.** The Board of Directors may, by resolution, adopt a corporate seal.

8.2 **Notice.** All notices to the WSYB or to the Board of Directors shall be sent to the principal office of the WSYB or to such other address as the Board of Directors may hereafter designate from time to time. All notices to members shall be sent to the member's address or to such other address as may have been designated by the member from time to time in writing to the Board of Directors.

8.3 **Waiver of Notice.** Whenever any notice to any member or director is required by law, the Declaration, the Articles of Incorporation, or these Bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice.

8.4 **Action Without Meeting.** Any action that the law, the Articles of Incorporation or the Bylaws require or permit the members or directors to take at any meeting may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed in the records of minutes of the WSYB.

ARTICLE 9.

AMENDMENTS TO BYLAWS

9.1 **How Proposed.** Amendments to these Bylaws shall be proposed by a majority of the Board of Directors and by Associations holding at least thirty percent (30%) of the voting rights entitled to be cast for such amendment at the Annual Meeting.

The proposed amendment must be reduced to writing and shall be included in the notice of any meeting at which action is to be taken thereon or be attached to any request for consent to the amendment.

- 9.2 **Execution and Recording.** An amendment shall not be effective until certified by the President and Secretary of the WSYB as being adopted in accordance with these Bylaws.