

# BYLAWS OF JUNIOR BASEBALL OF OREGON-SHERWOOD

## ARTICLE 1. DEFINITIONS

- 1.1 Junior Baseball of Oregon- Sherwood.** The organized body for governance encompassing recreational and competitive baseball teams within the boundaries of the Sherwood School District. They are also known as the Sherwood Junior Baseball Organization.
- 1.2 Junior Baseball of Oregon-Sherwood. (SJBO)** It is a non-profit organization formed to allow Sherwood youth from ages 5-16 to participate in an organized baseball experience, also known as the Sherwood Junior Baseball Organization (SJBO).
- 1.3 Articles of Incorporation.** “Articles of Incorporation” means the Articles of Incorporation of the SJBO.
- 1.4 Board of Directors (Board).** Shall refer to the elected Board of Directors for SJBO as defined by these bylaws.
- 1.5 Coordinators.** Shall refer to the elected coordinators that serve as the Board of Directors for SJBO under the bylaws.
- 1.6 Incorporation by Reference.** Unless otherwise provided herein, the terms defined in Article 1 of the Declaration are used in these bylaws as described.

## ARTICLE 2. PURPOSE, MEMBERSHIP & FORMATION

- 2.1 Purpose.** The purpose of the SJBO is to serve as the governing body for independent youth baseball teams located within the Sherwood School District Boundaries. SJBO serves under the umbrella of JBO, independent of any popular nationwide baseball organizations like "Little League," and governs separately within districts such as the Westside Youth Baseball Association (WSYB) within Oregon. The JBO organization generally follows the rules of the National Federation of State High School Associations (NFHS).
- 2.2 Membership.** Sherwood Junior Baseball Organization consists of the below member classes:
- (a) Player Members:** Any child meeting the requirements set forth by the Board of Directors and who resides within the authorized boundaries of the Organization shall be eligible for participation but shall have no rights, duties, or obligations in the management or the property of the Organization. Player members will have no voting privileges. Players are categorized into the following categories:
    - (i) Ages 5-8 are in recreational programs of T-Ball, Rookies and Futures
    - (ii) Ages 8-16 are in competitive programs for minors, juniors, and seniors with skill levels of National, American, and Federal as defined by the JBO parent organization.
  - (b) Regular Members:** Any adult may participate as a regular member. A regular member is:
    - (i) A parent, stepparent, or guardian who pays the fee of any player participating in the SJBO program.
    - (ii) Any Board member, coach, assistant coach, or other interested person admitted, elected or appointed to the Board of Directors.
  - (c) Honorary Members:** Any person may be elected as an honorary member by the unanimous vote of all Board members present at any duly held meeting of the Board of Directors but shall have no rights, duties or obligations in the management or property of SJBO.

**2.3 Formation.** Acceptance of these bylaws by the invited representatives of the following organizations that choose to attend a meeting scheduled for January 16, 2024, constitutes the formation of SJBO and acceptance of SJBO authority per these bylaws:

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

### **ARTICLE 3. MEETINGS & VOTING**

**3.1 Place of Meetings.** Meetings of the members of the SJBO 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 are at the discretion of the Board. General meetings are open to anyone interested in promoting the purposes and well-being of JBO, WSYB, or SJBO.

**3.3 Annual Meeting.** The annual meeting for the election of directors and 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 September, then at 7:00 p.m. on the second Wednesday in September.

**3.4 Special Meetings.** A special meeting of the SJBO 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 the meeting. A quorum for special meetings requires a minimum of the President and two other members of the Executive Board or four members of the Board of Directors.

#### **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 coordinator 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 SJBO.

(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, a 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. A quorum is not required for Annual Meetings.

### **3.7 Voting Rights.**

**Executive, General, and Special Meetings.** Voting rights for Executive and Special meetings of the SJBO are reserved for members of the Board only; each member shall have one vote. All executive or special meeting decisions shall be binding and final.

**Annual Meeting.** At the annual meeting of the SJBO, all directors shall have the right to nominate and elect members of the Board. Each nomination shall include a “second” and carries with a plurality vote of the membership present at the Annual Meeting. All decisions made at the annual meeting are binding and final.

**3.8 Attendance.** Each Director should attend each meeting as critical information is discussed and distributed. Failure of a Director to have regular attendance may result in suspension, or expulsion from the SJBO Board may be enforced, deemed by a majority vote of the Board.

**3.9 Absentee Ballots and Proxies.** The SJBO 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 SJBO or the Board of Directors, all meetings of the SJBO shall be conducted according to the latest edition of Robert’s Rules of Order, published by Robert’s Rules Association.

## **ARTICLE 4.**

### **Board of Directors: MANAGEMENT**

**4.1 Number and Qualification.** A Board of Directors of at least three (3) persons, including the President, Secretary, Treasurer, and coordinators, shall govern the affairs of the SJBO.

### **4.2 Election and Tenure of Office.**

(a) Upon adoption of this document by attending organizations cited in 2.2, all Director and Coordinator positions will serve a (2) two-year term. These terms will be considered “served” on an annual basis at the next scheduled annual meeting but no later than the second Wednesday of September each year:

(b) Directors and coordinators shall relinquish their position at each Annual Meeting after a two-year term, and the members shall elect each Director/Coordinator to serve for two-year terms. In the event of a tie, selection shall be by random means.

(c) All Directors and Coordinators shall hold office until their respective successors have been elected by Adult participants at the Annual Meeting or resignation and help with the transition. Election shall be by plurality.

#### **4.3 Vacancies.**

(a) A vacancy in the Board of Directors or Coordinators shall exist upon the death, resignation, or removal of any Director or Coordinator 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 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 and Coordinators.** All or any number of the Directors/Coordinators may be removed, with or without cause, at any meeting of Directors/Coordinators at which a quorum is present, by an affirmative vote of seventy-five percent (75%) of the Board of Directors and Coordinators. No removal of a director/coordinator shall be effective unless the matter of removal was an item on the agenda and stated in the meeting notice as provided in these Bylaws.

**4.5 Powers.** The Board of Directors and Coordinators shall have all the powers and duties necessary for administrating the affairs of the SJBO. The Board of Directors and Coordinators may delegate responsibilities to committees but shall retain ultimate control and supervision. The powers and duties to be exercised by the Board of Directors and Coordinators shall include, but not be limited to, those set forth by Oregon State Law, the SJBO Articles of Incorporation, Bylaws, and the following:

(a) Determine and execute expenditures required for operation, maintenance, and other affairs of the SJBO.

(b) Prepare a budget for the SJBO 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 SJBO.

(d) Treasurer - Open bank accounts on the SJBO's behalf and designate the required signatories. A minimum of 2 signatures is required for payments.

(e) Prepare and file, or cause to be prepared and filed, any required income tax returns or forms for the SJBO.

(f) Obtain insurance or bonds according 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 SJBO, maintain a current mailing address of the SJBO, file annual reports with the Oregon Secretary of State, and maintain and keep current the information required to enable the SJBO 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) Executive 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 a majority of the Board of Directors and Coordinators.

(d) Unless other rules of order are adopted by resolution of the SJBO 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 the public except that, at 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 SJBO 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 on whether to meet in executive session. If the Board of Directors votes to meet in executive session, the presiding coordinator shall state the general nature of the action to be considered as precisely as possible. The meeting minutes shall include the statement, motion, or decision to meet in the executive session. Any contract or action considered in the executive session shall only become effective if the Board, following the executive session, reconvenes in an 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 telephone 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.

(c) The Board of Directors can make decisions using electronic communication methods like email or via a virtual Board Meeting via video conferencing. This option is considered when it is not feasible for the board to convene in person, typically due to an emergency or the urgency of a matter. In such cases, a State of Emergency or a condition of extreme time sensitivity must be declared by a majority of the Board of Directors before voting via electronic media.

#### **4.8 Notice of Meetings.**

(a) Notice of the time and place of Board meetings shall be posted publicly and given to each Director orally or by email at least 72- hours before the meeting. Notice sent, electronic (e) mail shall be directed to the address shown on the SJBO's records or to the Director's address ascertained by the person giving the notice. Such notice need not be given for an adjourned meeting if such time and place are fixed at the adjourned meeting.

(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 business transaction. 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 a coordinator of the SJBO shall be liable to the SJBO 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 SJBO, 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 SJBO is made a party to any proceeding because the individual is or was a Director of the SJBO, the SJBO 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 or coordinator shall receive compensation from the SJBO for acting as such. This does not include reasonable reimbursement for expenses with proper documentation.

**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.

**4.13 President.** The President shall be the chief executive officer of the SJBO 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 SJBO. 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.

#### **4.14 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 on the SJBO website within 7 days of the meeting.

(b) The Secretary shall give or cause to be given such notice of the meetings of the members and the Board of Directors as is required by these Bylaws or by law. The Secretary shall keep the seal of the SJBO, 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.

#### **4.15 Treasurer.**

- (a) Shall keep a complete and accurate account of receipts and expenditures.
- (b) Shall make disbursements as authorized by the President, Board of Directors, or association by the budget adopted by the SJBO.
- (c) Shall present a financial statement at every SJBO meeting and other times when requested by the Board of Directors and shall provide a full and accurate report.
- (d) Shall be responsible for the maintenance of such books of account and records.
- (e) Shall be responsible for double counting all funds submitted by the Board of Directors.
- (f) Shall be in charge of depositing all funds submitted to SBJO.
- (g) Shall be responsible for filing all government required forms.
- (h) Shall have checks or vouchers signed by two persons as designated by the Board of Directors and not living in the same household.

## **ARTICLE 5.**

### **Coordinator Roles and Responsibilities**

**5.1 Designation and Qualification.** The composition of the SJBO coordinators may change from year to year. All coordinators must be members of SJBO and serve a two-year term. While the same individual may hold any two offices, except for President, Secretary, and Treasurer, they maintain only one (1) vote as a Director.

**5.2 Election and Vacancies.** The coordinators of the SJBO shall be elected annually by the membership and serve a two-year term. If any office shall become vacant because of death, resignation, removal, disqualification, or any other cause, the Board of Directors shall elect a successor to fill the unexpired term at any Board of Directors meeting.

### **5.3 Removal and Resignation.**

(a) Any coordinator may be removed upon the affirmative vote of a majority of the directors and Associations whenever, in their judgment, the best interests of the SJBO will be served thereby.

(b) Any coordinator may resign by giving written notice to the Board of Directors, the President, or the Secretary of the SJBO. Any 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 coordinator. The effectiveness of such resignation shall not prejudice the contract rights, if any, of the SJBO against the coordinator resigning.

## ARTICLE 6.

### RECORDS AND REPORTS

**6.1 Records.** The SJBO 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 SJBO 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 SJBO to any participating organization. The SJBO 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 SJBO, and (c) the current operating budget of the SJBO. The SJBO, 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 SJBO 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 SJBO 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 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 above \$500 shall require the authorization of the President and/or approval 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 coordinator or agent to enter into any contract or execute any instrument in the name of and on behalf of the SJBO. Such authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no coordinator, agent, or employee shall have any power or authority to bind the SJBO by any contract or engagement, pledge its credit, or render it liable for any purpose or monetary 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 SJBO, may obtain an audit of the books and records pertaining to the SJBO and furnish copies thereof to the members. At any time, any member may, at their own expense, cause an audit or inspection of the books and records of the SJBO.

## **ARTICLE 7.**

### **INSURANCE**

**7.1 Types of Insurance.** For the benefit of the SJBO 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 SJBO shall maintain comprehensive general liability insurance with Directors and Officers coverage, insuring the SJBO Board of Directors against liability to the public, including legal liability arising out of lawsuits related to employment contracts of the SJBO.

(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. They shall provide a cross-liability endorsement wherein the rights of the named insured under the policy or policies shall not be prejudiced as respect to his, her, or their action against another named insured.

(b) Workers' Compensation Insurance. The SJBO 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 SJBO or the Board of Directors shall be sent to the principal office of the SJBO or 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 such different 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 giving 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 SJBO.

## **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 included in the notice of any meeting at which action is to be taken or attached to any request for consent to the amendment.

**9.2 Execution and Recording.** An amendment shall only be effective once certified by the President and Secretary of the SJBO as being adopted in accordance with these Bylaws.