Wells Youth Baseball

Bylaws

**Article I** – *Name*

The name of the corporation shall be known as **Wells Youth Baseball**, which shall be organized as an Oregon non-profit public benefit corporation, in accordance with the Oregon non-profit corporation laws. The corporation shall continuously maintain its corporate standing with the State of Oregon.

**Article II** – *Objective*

# 2.1 **Objective**. The objective of the **Wells Youth Baseball** shall be to instruct or train baseball players with the goal of preparing them to play high school baseball for Ida B. Wells High School, and to promote the ideals of good sportsmanship, honesty, loyalty, courage and teamwork.

# 2.2 **Method; Restrictions**. **Wells Youth Baseball** shall operate exclusively as a non-profit organization providing a supervised program of competitive baseball consistent with the baseball program of Junior Baseball Organization, Inc. (JBO). No part of the net earnings shall inure to the benefit of any private individual. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

### 2.3 **Fees**. Fees for participation in **Wells Youth Baseball** activities may be assessed from time to time by the Board of Directors, but at no time may payment of any fee be a prerequisite for participation in the regular JBO program of **Wells Youth Baseball**. Payment of fees may be a prerequisite to additional play pursuant to Section 7.3 below.

2.4 **Territorial Boundaries**. The boundaries of **Wells Youth Baseball** shall be coterminous with the boundaries of Ida B. Wells High School as established by Portland Public Schools from time to time.

**Article III** – *Board of Directors*

3.1 **Board and Number**. The management of the property and affairs of **Wells Youth Baseball** shall be vested in the Board of Directors. The number of Board Members shall not be less than four (4). The Board Members upon election shall immediately enter upon the performance of their duties and shall continue in office until their successors have been duly elected and qualified. Each term of office is for one calendar year. Board Members may serve without limitation of the number of terms.

3.2 **Annual Meeting**. The Annual Meeting of the Board shall be held on the first Sunday in December of each year, at which time the Board shall receive an annual financial report of the Treasurer for the current year, and shall elect the Board of Directors for the coming year.

3.3 **Vacancies**. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, the position may be filled by a majority vote of the remaining Board Members.

3.4 **Meetings, Notice, and Quorum**. Regular meetings of the Board of Directors shall be held at a day, place and time determined by the Board for the purpose of conducting official business. The President may call a special meeting of the Board upon reasonable prior notice, which may be by e-mail. The presence in person of one-half of the Board Members shall be necessary to constitute a quorum. All Board meetings are open to any interested person. There shall be no closed Board meetings except as reasonably necessary for confidentiality reasons, as determined by the President. Unless otherwise expressly stated in these Bylaws, all Board action shall be by majority vote.

3.5 **E-mail Voting**. The President may call for a vote of the Board by e-mail by sending notice to the Board by e-mail describing with specificity the matter to be voted upon. Board Members may register their vote by e-mail or other written response to the President no later than three business days after issuance of the notice for an e-mail vote. A quorum shall exist if one-half of the Board Members vote on the matter, and approval shall be by majority vote. Any matter approved or rejected by e-mail vote shall be memorialized on the record and in the minutes of the next regularly-scheduled Board meeting.

3.6 **Duties and Powers**. The Board of Directors shall be responsible for the overall management and operation of the league. The Board may adopt such motions, resolutions, rules and regulations for the conduct of its meetings and the management and operation of **Wells Youth Baseball**, as it may deem proper. The Board shall have the power by a two-thirds vote of those present at any regular or special meeting to discipline, suspend, or remove any Board Member.

3.7 **Composition of the Board**. The Board of Directors of **Wells Youth Baseball** shall consist, at a minimum, of a President, Secretary, Treasurer and Area Head. A single person may hold no more than one Board position. The responsibilities of the Board Members are as follows:

**President**. The President shall be the principal executive officer of the league and shall, when present, preside at all meetings of the Members and of the Board of Directors. In his/her absence, the President may select any Member of the Board to chair the meeting; in the absence of a selection, the Secretary shall chair the meeting. The President shall assume full responsibility for the operation of **Wells Youth Baseball** and shall supervise all business and affairs, the baseball program, funds and the acquisition and management of all property of **Wells Youth Baseball**. The President shall sign, with the Secretary or any other designated officer of the corporation authorized by the Board of Directors, any and all documents or instruments on behalf of **Wells Youth Baseball**, and shall perform all duties incident to the office of President and such other duties as may be prescribed in these Bylaws, and shall ensure that league personnel are properly briefed on all phases of rules, regulations and policies of the league. The President will be notified and have knowledge of all complaints being investigated, irregularities and conditions detrimental to the league and report thereon the Board of Directors as circumstances warrant.

**Secretary**. The Secretary shall be responsible to keep the official minutes of meetings of the Board of Directors; to see that all notices are duly given in accordance with the provisions of the league Bylaws or as required by State of Oregon law; to cause the league to continue its good standing with the State of Oregon by preparing with the President and filing the annual report and statement required by law prior to the delinquency date; to keep and maintain a current list of the names and addresses of all Board Members of **Wells Youth Baseball**; to perform all duties normally incident to the office of Secretary; and to perform all other duties as assigned by the President or by action of the Board of Directors. A copy of all minutes and resolutions shall be kept by the Secretary and shall be available to any Board Member requesting a copy.

**Treasurer**. The Treasurer shall receive, receipt for when necessary, have charge and custody, preserve and safeguard all funds received by **Wells Youth Baseball** from any source whatsoever; deposit all funds in a bank account as directed by the Board of Directors; make and preserve a faithful record of all receipts and disbursements of such funds; file all tax returns and make regular reports to the Board of Directors on all receipts and expenditures and the amount and nature of the funds in the possession and custody of the Treasurer. No Board Member shall have authority to incur any indebtedness on behalf of **Wells Youth Baseball** and the Treasurer shall not pay out or otherwise disburse any funds of the league except when authorized to do so by a general or special resolution enacted by the Board of Directors or as approved by the President and one other Board Member. The Treasurer and the President shall be signatories on all league bank accounts. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or by action of the Board of Directors.

**Area Head**. The Area Head shall be in charge of recruiting and signing up players; shall organize annual tryouts and a player selection process; shall have primary responsibility for determining the eligibility of players; shall serve as the primary liaison to other JBO organizations and shall generally supervise and coordinate the transfer of players to or from other JBO leagues. The Area Head shall also have primary responsibility for identifying coaches and other adult volunteers, and ensuring that such volunteers meet applicable eligibility requirements. The Area Head shall be responsible for identifying and maintaining the league's game and practice fields.

3.8 **Liaisons**. The head varsity baseball coach at Ida B. Wells High School, and such other representatives of Ida B. Wells High School as the head varsity baseball coach may appoint, shall be non-voting members of the Board.

3.9 **Past President**. At the option of the President, the immediate past President may also be a non-voting member of the Board.

**Article IV** –*Coaches and Umpires*

4.1 **Coaches**. Coaches will be selected annually by the Board on the recommendation of the Ida B. Wells High School head varsity baseball coach and the Area Head. Managers or coaches may be removed by the President upon recommendation of any Board Member for conduct unbecoming to the league. All coaches must pass a background check and meet any other applicable legal requirements.

4.2 **Umpires**. The President shall be responsible for providing umpires for league games and tournaments. The President shall take reasonable steps to ensure that all umpires have passed background checks and met other applicable legal requirements.

4.3 **Board Members as Coaches or Umpires**. Voting Board Members are discouraged from serving as coaches or umpires.

**Article V** – *Committees*

The Board shall have the power to appoint such standing committees as it determines appropriate and to delegate such powers to them as the Board deems advisable and which it may properly delegate.

**Article VI** – *Complaint Process*

6.1 **Persons Other Than Coaches**. All complaints and concerns about individuals (other than coaches) in the league shall be put in writing and delivered to the President who will investigate all charges. A report will be made to the Board of Directors by the President with his/her recommended resolution. Board approval may or may not be warranted at the discretion of the President. All responses to any complaint/concern or to any incident are recommended to be in writing.

6.2 **Coaches**. All complaints and concerns about coaches in the league shall be put in writing and delivered to the Area Head who will investigate all charges. A report will be made to the Board of Directors by the Area Head with his/her recommended resolution. Board approval may or may not be warranted at the discretion of the Area Head. All responses to any complaint/concern or to any incident are recommended to be in writing. The President and the Ida B. Wells High School head varsity baseball coach will be consulted on all complaints/concerns regarding any coach raised by parents or volunteers.

**Article VII** – *Affiliation*

7.1 **Rules and Regulations.** The Official Playing Rules and Regulations and other governing documents, as published by JBO, shall be binding on **Wells Youth Baseball**. Local rules of **Wells Youth Baseball** may be adopted by the Board of Directors at a meeting to be held prior to the first scheduled game of the season, but shall in no way conflict with the Rules and Regulations of JBO.

7.2 **Additional Play**. The Board of Directors may create teams and enter teams in tournaments and other games outside of the regular JBO game schedule, at the Board's discretion. The cost, if any, of such additional play shall be paid as directed by the Board.

**Article VIII** – *Financial and Accounting*

8.1 **Fairness**. The Board of Directors shall decide on all matters pertaining to the finances of **Wells Youth Baseball** and it shall place all income in a common league treasury, directing the expenditure of same in such manner as will not give to any individual or team an advantage over those in competition with such individual or team.

8.2 **Waiver or Payment of Player Expenses**. The President, and the Treasurer may approve expenses necessary to allow participation of **Wells Youth Baseball** players. These expenses may include payment or waiver of charter extensions, participation fees, field permits or any other fees necessary for participation. Board approval is only necessary when the President and Treasurer cannot agree and a special Board meeting may be called for that purpose.

8.3 **No Favoritism**. The Board of Directors shall not permit the contribution of funds or property to individual teams, but shall solicit same for the general account of **Wells Youth Baseball**, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of **Wells Youth Baseball**.

8.4 **Use of League Name**. The Board of Directors shall not permit the name of **Wells Youth Baseball** to be used for any non-league purpose, and any funds solicited under the league name must beplaced in the general account.

8.5 **Official Business**. The Board of Directors shall not permit the disbursement of funds for other than the conduct of league activities or official league business as determined by the Board of Directors, in accordance with the rules and policies of JBO.

8.6 **No Compensation**. No Board Member of **Wells Youth Baseball** shall receive, directly or indirectly, any salary, compensation, or emolument from the league for services rendered as a Board Member. The provision of directors and officers insurance by the Board shall not be a violation of this Section.

8.7 **Check Signing Authority**. All monies received shall be deposited in the league treasury at any financial institution as determined by the Treasurer. All checks shall be signed by the Treasurer or the President. The names and number of any other Board Members allowed to sign checks will be determined by the Board of Directors at a scheduled Board of Directors meeting scheduled sometime after the Annual Meeting of the Members. No Board Member may sign any checks made payable to him/her.

8.8 **Fiscal Year**. The fiscal year of **Wells Youth Baseball** shall be the calendar year.

### 8.9 **Distribution of Property upon Dissolution.** Upon dissolution of **Wells Youth Baseball**, and after all outstanding debts and claims have been satisfied, the Board of Directors shall direct the remaining property of the league another non-profit entity which maintains the same objectives as set forth herein, or if no such entity exists, then to SW Portland Little League or its successor.

**Article IX** – *Amendments*

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Board where a quorum is present, provided notice of the proposed change is included in the notice of such meeting. All proposed changes must be submitted to the Secretary so that they can be distributed to the existing Board of Directors prior to the scheduled meeting.

These Bylaws approved by **Wells Youth Baseball** Board of Directors on December 6, 2021.

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Secretary President