

BYLAWS OF
REEDVILLE BASEBALL INC.
P.O. Box 5932, Aloha, OR 97006

ARTICLE 1.
DEFINITIONS

- 1.1 **League.** “League” means **REEDVILLE BASEBALL INC.**, an Oregon Corporation principally located within Hillsboro School District 1J, with primary operations located Ladd Acres Elementary School, 2425 SW 219th Ave. Aloha, OR 97006.
- 1.2 **Articles of Incorporation.** “Articles of Incorporation” means the Articles of Incorporation of the League.
- 1.3 **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.
- 1.4 **Board of Directors.** Herein referred to as “Directors,” Members of the League elected by a plurality of the League membership at its Annual Meeting.

ARTICLE 2.
PURPOSE & MEMBERSHIP

- 2.1 **Purpose.** The purpose of the League will be to promote and conduct baseball programs for the Washington County, Oregon area each year for persons between the ages of five (5) and seventeen (17) years of age.
- 2.2 **Membership.** Membership in this organization shall be open to all adults eighteen (18) years of age or older and/or coaches who are interested in the promotion and conduct of a baseball program in the Washington County, Oregon area.
- 2.3 **Membership List.** The Secretary of the League will be responsible for maintaining an electronic list of Members and all birth certificates or other official documents establishing age.

ARTICLE 3.
MEETINGS & VOTING

- 3.1 **Place of Meetings.** Meetings of the members of the League shall be held at such reasonable place convenient to the members as may be designated in the notice of the meeting.
- 3.2 **Annual Meeting.** The annual meeting of the members 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 August, then at 7:30 p.m. on the second Wednesday in September.
- 3.3 **Special Meetings.** A special meeting of the League 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.
- 3.4 **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 email 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 League.
 - (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.

3.5 **Quorum.** A quorum shall constitute a majority of the members of the board as determined in 4.1 of this document.

3.6 **Voting Rights:**

Regular Meetings. Voting rights for regular meetings of the League are reserved to members of the Board only; each member of the board shall have one vote. All decisions made at a regular meeting shall be binding and final.

Annual Meeting. At the Annual Meeting of the League, all “paid members” of the League (defined as having paid for the registration of at least one child for league play during the calendar year) 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.

3.7 **Absentee Ballots and Proxies.** The League prohibits absentee ballots and proxies.

3.8 **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.

3.9 **Rules of Order.** Unless other rules of order are adopted by resolution of the League or the Board of Directors, all meetings of the League 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 nine (9) persons and no more than fifteen (15) persons shall govern the affairs of the League. All Directors shall be Paid Members of the League.

4.2 **Election and Tenure of Office.**

(a) Upon adoption of this document by the existing League Board of Directors for 2009, the following existing director positions will serve one (1) year terms ending at the 2009 annual meeting in an effort to ensure alternating annual elections and Board continuity:

- a. President
 - b. Senior Vice-President
 - c. Secretary
 - d. Director of Competitive Programs
 - e. Director of Recreational Programs
 - f. Director of Fields & Special Projects
 - g. Director of Player/Coach Development
- (b) At each Annual Meeting thereafter, former Directors shall relinquish their position and the members shall elect each Director 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 shall have been elected by the members. 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, 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 a vote of a majority of the number of votes entitled to be cast. 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 League, 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 League Articles of Incorporation, Bylaws and the following:

- (a) Carry out the League program for maintenance, upkeep, repair and replacement of any property required to be maintained by the Directors.
- (b) Determine the amounts required for operation, maintenance and other affairs of the League, and the making of such expenditures.
- (c) Prepare a budget for the League and collection plan for all membership dues.
- (d) Employ and dismiss such personnel as may be necessary for such maintenance, upkeep and repair.
- (e) Employ legal, accounting or other personnel for reasonable compensation to perform such services as may be required for the proper administration of the League.
- (f) Open bank accounts on behalf of the League and designating the signatories required therefore.
- (g) Prepare and file, or cause to be prepared and filed, any required income tax returns or forms for the League.
- (h) Obtain insurance or bonds pursuant to the provisions of these Bylaws and review such insurance coverage at least annually.
- (i) Enforce by legal means the provisions of these Bylaws and any rules and regulations adopted hereunder.
- (j) In the name of the League, maintain a current mailing address of the League, file annual reports with the Oregon Secretary of State, and maintain and keep current the information required to enable the League to comply with ORS 94.670(7).

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 any two directors.
- (d) Unless other rules of order are adopted by resolution of the League 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 membership 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 League 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.

4.8 **Notice of Meetings.**

- (a) Notice of the time and place of meetings shall be given to each director orally, or delivered in writing personally or by mail, email or facsimile, at least twenty-four (24) 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, emailed or faxed shall be directed to the address shown on the League'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 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 Declaration, the Articles of Incorporation or these Bylaws.

4.10 **Liability.** Neither a member of the Board of Directors nor an officer of the League shall be liable to the League 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 League, 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 League is made a party to any proceeding because the individual is or was a Director of the League, the League 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 League for acting as such.

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 League may vary year-by-year, except that each Board of Directors shall include a President, a Secretary, a Treasurer, and such Vice Presidents 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.
- 5.2 **Election and Vacancies.** The officers of the League shall be elected annually by the League membership at the Annual Meeting of each new Board to serve for two) 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 whenever, in their judgment, the best interests of the League will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.
 - (b) Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the League. 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 League against the officer so resigning.
- 5.4 **President.** The President shall be the chief executive officer of the League 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 League. 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 **Vice Presidents.** The Vice Presidents, if any, shall perform such duties as the Board of Directors shall prescribe. In the absence or disability of the President, the President's duties and powers shall be performed and exercised by the Senior Vice President as designated by the Board of Directors.

5.6 **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.

(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 League, 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) If there are no Vice Presidents, then in the absence or disability of the President, the President's duties and powers shall be performed and exercised by the Secretary.

5.7 **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 League, 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 League with such depositories as may be designated by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the League 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 League, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

5.8 **Compensation of Officers.** No officer who is a member of the Board of Directors shall receive any compensation from the League 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 League 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 League shall make reasonably available for examination and, upon written request, available for duplication, by Owners, lenders, and holders of any mortgage of a Lot that make the request in good faith for a proper purpose, current copies of the Articles of Incorporation, Bylaws, rules and regulations, amendments or supplements to such documents and the books, records, financial statements and current operating budget of the League. The League 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 League, and (c) the current operating budget of the League. The League, 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 League 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 League 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 \$1,000 signed by the President or other person authorized by the Board of Directors. Any voucher for non-budgeted items in excess of \$1,000 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 League. 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 League 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 League, may obtain an audit of the books and records pertaining to the League 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 League.

ARTICLE 7.

INSURANCE

- 7.1 **Types of Insurance.** For the benefit of the League 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 Insurance.**
- (i) The League shall maintain comprehensive general liability insurance coverage insuring the League, the Board of Directors against liability to the public, including legal liability arising out of lawsuits related to employment contracts of the League.
 - (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 insureds 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 League 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 League or to the Board of Directors shall be sent to the principal office of the League 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 Declaration, 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 League.

ARTICLE 9.

AMENDMENTS TO BYLAWS

- 9.1 **How Proposed.** Amendments to these Bylaws shall be proposed by either a majority of the Board of Directors or by members 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 League as being adopted in accordance with these Bylaws.