

## **BY-LAWS**

### **SHERWOOD FAST PITCH ASSOCIATION**

#### **ARTICLE I**

##### **NAME AND STATUS**

The name of this organization shall be the "Sherwood Fast Pitch Association", hereinafter referred to as "SFPA", which is organized as a State of Oregon non-profit corporation in accordance with the State of Oregon Non-Profit Statutes. The SFPA shall maintain its status as an Oregon non-profit corporation.

#### **ARTICLE II**

##### **PURPOSE OF SFPA**

SFPA is a non-profit fast pitch softball association serving the youth of our community and their families. The objective and purpose of SFPA is to promote, foster, develop, and maintain recreational and competitive youth softball for girls between the ages of 6 to 18. SFPA provides girls with an opportunity to participate in team sports, to develop athletic skills, to learn the meaning of sportsmanship, to make friends, to develop positive self-esteem and self-confidence and, above all, to have fun.

#### **ARTICLE III**

##### **MEMBERSHIP, VOTING, DUES, PARTICIPATION AND TEAMS**

- A. Membership: Members of SFPA shall consist of one adult family member representing each registered participant in the SFPA program, plus the coaches and members of the Board of Directors. Membership shall be determined as of the registration deadline and shall not be updated until the next succeeding registration.
- B. Voting: Each member of SFPA shall be entitled to one (1) vote at each annual meeting of the membership for the purpose of electing the Board of Directors of SFPA. Board positions will be held for 2 years.
- C. Dues: The Board of Directors of SFPA shall review the financial status of SFPA annually and shall determine whether participants are to be assessed dues and if so, the amount and payment date thereof. The Board of Directors may, in its sole and absolute discretion, waive the payment of dues for any participant, or terminate the participation of any participant for non-payment of dues.

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- D. Participation: Any child living at a Sherwood address or attending school in the Sherwood School District shall be eligible to participate in the age appropriate SFPA program(s) being offered. Non-Sherwood girls may participate on an "as needed" basis at the discretion of SFPA's Player & Coach Agent and the Board of Directors. Players must be properly registered, of suitable health, have fees paid and in good standing with SFPA to be eligible for tryouts and placement on a SFPA team roster. In addition, players must register with the consent of their parents and acceptably complete a SFPA medical release form. Each member of SFPA is invited to attend the membership meetings of SFPA and meetings of the Board of Directors, to make suggestions regarding the administration and execution of SFPA's program(s). The Board of Directors of SFPA may, in their sole and absolute discretion, terminate the participation of any participant.
- E. Teams: The number of teams formed in each age classification will be based on registration count and the number of available SFPA Board approved Managers/Coaches.

## **ARTICLE IV**

### **MEETINGS OF SBO MEMBERS**

- A. Place: The meetings of members of SFPA shall be held at such places as shall be designated in the notices of meetings of members as hereinafter set forth.
- B. Other meetings of members: SFPA members shall hold such meetings at such place, date and time as determined by the Board of Directors. Notice stating the place, date, time and purpose of the meeting shall be delivered no less than ten (10) days nor more than fifty (50) days before the date of the meeting.
- C. Notices: Any notices required under the terms of these By-Laws will be presented, delivered, posted, or displayed in a manner reasonably designed to notify the membership of SFPA.

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#### ARTICLE V

#### DIRECTORS

- A. Number and Election: Annually members of SFPA shall elect a Board of Directors consisting of no fewer than five (5) and no more than seventeen (17) Directors. Members shall vote to fill each position that has had been occupied for 2 years or is newly vacant on the Board. The candidate with the largest number of votes shall be declared the winner. The election will be administered by the President.
- B. Non-voting Members of the Board: The Board may, in its discretion, select any other person or persons with an interest in SFPA to become non-voting members of the Board.
- C. Duties and Terms: The business and affairs of SFPA shall be managed by the Board of Directors. All Directors elected shall hold office for two years. Directors and officers of SFPA shall not be liable for their actions undertaken in good faith.
- D. Nomination of Candidates for the Board: All candidates for the Board shall be selected from the membership of SFPA. Thirty (30) days prior to the annual meeting of members, the Board of Directors shall propose a slate of candidates to be considered for election to the Board at the annual meeting. Nominations may also be made by the members at the annual meeting and shall not be limited to the slate of candidates proposed by the Board.
- E. Vacancies: Any vacancy occurring on the Board of Directors may be filled by an affirmative vote of the remaining Directors provided that the number of affirmative votes is no less than a quorum of the Board of Directors. A director elected by the Board of Directors to be filled by reason of an increase in the number of directors shall be filled only at an annual meeting of members or at a special meeting of members specifically called for that purpose.
- F. Meetings of the Board: A regular meeting of the Board shall be held each year promptly after the annual meeting of the members of SFPA. Other regular meetings of the Board shall be held at such times and places as determined by the Board. Special meetings of the Board may be called from time to time by the President or any Director no less than forty-eight (48) hours notice to each director. Any business may be transacted at a special meeting of the Board.
- G. Quorum and Voting: A minimum of fifty one percent (51%) of the Directors shall constitute a quorum for a transaction of business.

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The vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

- H. Notices: Notice of place, date and time of special meetings of the Board of Directors may be by telephone or in writing (including email), delivered to each Director personally or left at his residence address or usual place of business. Neither the business to be transacted nor the purpose of any special meeting need be stated in the notice. Directors shall be given notice no less than forty-eight (48) hours from the time of the meeting. Attendance of a Director at any 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 was not lawfully called or convened.
- I. Removal: All or any number of the Board of Directors may be removed from office by a vote of a majority of the members of SFPA present at a meeting duly called for the purpose whenever, in the judgment of such members, the best interests of SFPA would be served. A Director shall automatically be removed from Board if a Director does not attend three (3) consecutive Board meetings.

## **ARTICLE VI**

### **AMENDMENTS OF BY-LAWS**

A summary of all proposed amendments, repeals or alterations of all or any part of these By-Laws shall be given to the Board of Directors at least twenty (20) days prior to the meeting of the Board called for the purpose of voting thereon. The By-Laws may be amended, repealed, or altered in whole or in part by majority vote of the Board of Directors at which a quorum is present.

## **ARTICLE VII**

### **DISTRIBUTION OF PROPERTY UPON DISSOLUTION**

In the event of dissolution or final liquidation of SFPA, after all outstanding claims and debts have been satisfied, the remaining property of SFPA shall be distributed to the Sherwood School District, the City of Sherwood, or such other nonprofit organization as may be selected by the Board.

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#### ARTICLE IX

##### OFFICERS

- A. The Board of Directors of SFPA shall select a minimum of President, Secretary, Treasurer, Recreation Coordinator, and Registrar. The election of these officers shall take place at the annual meeting of the Board, with responsibilities being assumed promptly upon election. The duties of the officers shall be:
- a. President: The President shall preside at all meetings of the Board and membership and shall have general charge of and control over all of the general affairs of SFPA subject to the Board. The President shall be authorized to represent SFPA in such appearances as may be required during his/her term of office. The President shall sign all contracts or other documents necessary as authorized by the Board of Directors and shall perform all such other duties as are incident to the office or are required by the Board of Directors.
  - b. Secretary: The Secretary shall keep a record of the proceedings of the membership and the Board. The Secretary shall make such reports to the Board and members of SFPA as may be required of him/her by the Board. The Secretary shall also perform such other duties, as the Board shall delegate to the Secretary.
  - c. Treasurer: The Treasurer shall have custody of all financial books, records, and papers of SFPA except as shall be in the charge of some other person authorized to have custody and possession thereof by resolution of the Board of Directors. The Treasurer shall make such reports to the Board, the members of SFPA, and the federal regulators as may be required of him/her by the Board. This shall include filings regarding corporate and non-profit status and the preparation and filing of Federal Income tax returns. The Treasurer shall keep account of all the monies of SFPA received or disbursed and shall deposit all the moneys in the name of and to the credit of SFPA in such banks and depositories as the Board shall designate, subject to withdrawal in the manner set by the Board and subject to the control of the Board. The Treasurer shall issue a Treasurer's report at each Board meeting and at such other times as may be required by the Board. The Treasurer shall also perform such other duties, as the Board shall delegate to the Treasurer.

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- d. Registrar: The Registrar shall be responsible for enrolling qualified participants. The Registrar shall provide registration information to the Board and members of SFPA as may be required of him/her by the Board. All board members will assist in this
- e. Recreation Coordinator shall be responsible for the coordination and scheduling of interlock games. All board members should assist in this.

## **ARTICLE X**

### **ADDITIONAL BOARD POSITIONS**

Additional Board members may be elected by the board to perform specific duties. Most of these positions are listed below.

- A. Members at Large: The Officers may at any time elect two (2) members at large.
- B. Fundraising/Sponsorships: Responsible for leading fundraising efforts to support the program
- C. Equipment Manager & Safety Coordinator: The Equipment Coordinator shall be responsible for ordering and delivery of team equipment for every SFPA team. Ordering of supplies and maintenance of any other equipment deemed necessary. Shall be responsible for ordering and delivery of first aid kits and ice packs to every SFPA coach.
- D. Apparel: Responsible for ordering of fireball apparel and uniforms as deemed necessary by the board.
- E. Tournament Coordinator: Works with the board to assign responsible teams to work the tourneys as well as advertising/marketing, umpire coordination, etc.
- F. High school Liaison: Represents the high school softball programs, and works jointly with SFPA Board to support the SFPA program and the high school program.
- G. Coach of Coaches - Responsible for recruiting and training coaching staff for various teams. Serves as the common point person for coaches ensuring all activities are aligned with the SFPA program.