

**BYLAWS**  
**OF**  
**JUNIOR BASEBALL ORGANIZATION, INC.**

**ARTICLE ONE**  
**Name; Type; No Members**

1.1 Name

The name of this Corporation is JUNIOR BASEBALL ORGANIZATION, INC.

1.2 Type; No Members

The corporation is a public benefit corporation without members, formed under the Oregon Nonprofit Corporation Act.

**ARTICLE TWO**  
**Mission Statement**

2.1 Mission Statement

Junior Baseball Organization Inc. is an Oregon non-profit corporation that exists to provide young boys and girls an opportunity to participate in an organized baseball experience. It is the goal of Junior Baseball to provide each child, regardless of skill level, an opportunity to compete in baseball against other players of equal skill and grade. We will purposefully aid in each athlete's development of positive character traits and values that will foster success throughout their lifetime. We will coach skills, mental and physical growth, a respect for the rules of the game, and essential principles of sportsmanship, safety, and fair play. Junior Baseball is devoted to creating an environment where coaches, parents, fans, umpires, and athletes work together to accomplish our mission.

**ARTICLE THREE**  
**Board of Commissioners**

3.1 Management

The operation of Junior Baseball organization, Inc. shall be managed by a Board of Commissioners, and each member thereof individually shall be known as a Commissioner. The Board of Commissioners retains all responsibility for management of Junior Baseball organization, Inc. except as otherwise granted in these bylaws, the Articles of Incorporation, or as required by law.

### 3.2 Number; Selection

The Board of Commissioners shall consist of a minimum of two members from each geographical district within the Organization, with the number and boundaries of such districts to be determined by the Board of Commissioners from time to time. The initial number as such districts is nine. Each commissioner shall be selected by the local district's organizational body and procedure, which shall not be subject to these bylaws. In addition, the officers of the corporation are members of the Board of Commissioners with full voting participation, except that the President shall vote only to break a tie. Vacancies on the Board of Commissioners created by the selection of officers from its membership shall be filled by the local district from which the new officer was elected as a commissioner.

#### 3.2.1 District Commissioners

It is the responsibility of each District Commissioner (DC) to act as liaison between the Junior Baseball Organization, Inc. and their respective district. Each DC has the responsibility to verify that their district is in compliance with the JBO Rules. The DC will submit all required paperwork to the Board of Commissioners by the deadlines specified: applications for participation, certificates of insurance, rosters, approved waivers, team fees, etc. All District Commissioners will be present at Championship Tournaments for all dates and times assigned.

#### 3.2.2 At-Large Commissioners

One of the initial districts will be known as an At-Large Commissioner. At-Large Commissioners are appointed by the President and approved by the Board of Commissioners. The President assigns duties and responsibilities to the At-Large Commissioners.

#### 3.2.3 Webmaster

The webmaster is responsible for maintaining the JBO website. He/she will ensure that accurate and up-to-date information is placed on the website in a prompt manner.

#### 3.2.4 Marketing Manager

The Marketing Manager will work closely with the President in recruiting partners to further the mission of JBO.

### 3.3 Terms of Office

Each Commissioner shall serve a term of two years or until his or her successor is elected, or such longer term as shall be adopted by resolution of the Board of Commissioners. If the Board of Commissioners enacts a longer term of office, it shall divide the Commissioners into three or more classes, staggering the expiration dates of individual Commissioners' terms of office so that no more than two fifths of the sitting Commissioners' terms of office shall expire at the same time.

### 3.4 Initial Commissioners

The initial members of the Board of Commissioners are:

Mike Schiele – President  
Richard Ness – Vice President  
Charles Eaton – Secretary  
Mike Winegar – Treasurer  
Doug Miller – Clackamas Co.  
Greg Bender – Clackamas Co.  
J.L. Hook – Santiam Valley  
Steve Rothermund – West Valley  
Gary Wilson – Washington Co.  
Dave Terry – West Hills  
Dave Purdy – Tri County  
Joni Anderson – Yamhill Co.  
Ed Coyle – At Large

### 3.5 Annual Meeting

An annual meeting of the Board of Commissioners shall be held each year on a date to be established by resolution of the Board of Commissioners. At the annual meeting, the Board of Commissioners shall elect the officers of the Corporation from its membership, and the President shall appoint standing committees as necessary. Notice of the annual meeting shall be given not less than 7 and not more than 50 days before the date of the meeting. Such notice may be given in any reasonable manner.

### 3.6 Regular Meetings

Regular meetings of the Board of Commissioners shall be held at such times and places as the Board of Commissioners may determine by resolution, but shall occur at least once per year in addition to the annual meeting. Notice of all regular meetings shall be given not less than 7 and not more than 50 days before the date of the meeting. Such notice may be given in any reasonable manner.

### 3.7 Special Meetings

Special meetings of the Board of Commissioners may be called by the President or upon written request by at least one third of the Commissioners in office setting forth the business they wish to have conducted at the special meeting. Notice of special meetings shall be given at least 24 hours before the meeting if called by the President or at least 72 hours before the meeting if called by the Commissioners. Such notice may be given in any reasonable manner

### 3.8 Place of Meetings; Other Means of Communication

All meetings of the Board of Commissioners shall be held at such place as is designated in the notice of the meeting. Any or all Commissioners may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Commissioners participating in the meeting may simultaneously hear each other during the meeting. A Commissioner participating in a meeting by such means shall be deemed present and in person at the meeting.

### 3.9 Quorum

A quorum for the transaction of business is a majority of Commissioners in office. A minority of the Commissioners in the absence of a quorum may adjourn the meeting but may not transact any business.

### 3.10 Action

The act of a majority of the Commissioners present at a meeting where there is a quorum shall be the act of the Board of Commissioners, unless otherwise provided in the Articles of Incorporation, these Bylaws, or by law. Except as specifically provided to the contrary in the Articles of Incorporation or these Bylaws, all Commissioners and committee members, including without limitation ex officio Commissioners and committee members, shall have voting rights in their capacity as members of the Board of Commissioners and committees on which they serve, Nevertheless, the President shall vote on matters coming before the full Board of Commissioners only to break a tie vote.

### 3.11 Disciplinary Action

The Board of Commissioners may enact a Code of Conduct with disciplinary actions, including censorship or suspension of voting privileges. Requires 2/3 of voting members to approve, amend and/or enact. The State Secretary shall be responsible to keep the records and inform the president of current status at all Regular Meetings.

## **ARTICLE FOUR Committees**

### 4.1 Board of Commissioners' Committees

The Board of Commissioners may, by resolution, adopted by a majority of Commissioners in office, designate Board Committees, each of which shall consist of two or more Commissioners, and may include one or more Advisors in a nonvoting capacity. To the extent permitted by law, these Bylaws and provide in such resolution, Board Committees shall have and exercise the authority of the Board of Commissioners in the management of the corporation. Unless otherwise provided in these Bylaws, the President shall appoint all members of Board Committees. The corporation shall have at least the following Board Committees: an Executive Committee. Each committee member shall hold office at the pleasure of the Board of Commissioners.

#### 4.2 Executive Committee

a) The Executive Committee consists of the President, Vice-President, Secretary, and Treasurer.

b) Between meetings of the Board of Commissioners, the Executive Committee shall have and exercise all of the authority of the Board of Commissioners.

c) All members of the Executive Committee will be present at Championship Tournaments for all dates and times assigned.

#### 4.3 Management Committees

The Board of Commissioners may create, assign functions to, and abolish Management Committees for such purposes as oversight of the various divisions of baseball, and any other purposes relating to management of ongoing programs. Management Committees shall have such authority in the operation and affairs of the corporation and authorized by the Board of Commissioners. The President shall appoint the chairman and all members of Management Committees. Management committees may include members of the Board of Commissioners, as well as other members as necessary at the discretion of the president.

#### 4.4 Quorum

A majority of the members of any committee shall constitute a quorum for the conduct of business.

#### 4.5 Meetings

a) Meetings of all committees shall be called by the chair of the committee, or a majority of the committee's members. Each committee shall meet as often as necessary to perform its duties, and, unless required by these Bylaws to meet more frequently, shall meet not less than once each year.

b) Notice of the time and place of all committee meetings may be given in any reasonable manner.

c) Board Committees may provide by resolution for the place, time and hour of regular meetings. Such resolution may provide that its adoption shall constitute notice of such meetings. If no such provision is made, notice of regular meetings shall be given in writing at least three days prior to the date of the meeting. Special meetings may be held on 24 hours notice given in a reasonable manner.

#### 4.6 Minutes

Each committee shall keep written minutes of its meetings, which shall be transmitted to the President. Each committee shall report to the Board of Commissioners on its work at every regularly schedule Board of Commissioners meeting.

#### 4.7 Tenure, Removal and Vacancies

a) Unless otherwise provided in these Bylaws, the members of each Board Committee shall be appointed at the annual meeting of the Board of Commissioners. Board Committee members shall hold their position until the next annual meeting of the Board of Commissioners and until their successors are appointed, unless they shall sooner resign, be removed from the committee, or cease to hold the position which is the basis for their appointment.

b) The Board of Commissioners may remove any appointed member of any Board Committee and, unless otherwise provided in these Bylaws, the Executive Committee may remove any appointed member of a Management Committee. Any person who is a member of a committee because he or she holds a designated position shall cease to be a member of the committee when he or she ceases to hold such position.

c) Vacancies in any committee may at any time be filled for the unexpired portion of the term in the manner provided in these Bylaws for regular appointment to such position.

### **ARTICLE FIVE Advisors**

The Board of Commissioners may, by resolution, create other boards or committees of advisors for purposes it deems necessary and appropriate, but no such board or committee created under this Article shall fulfill any role in the management of Junior Baseball organization, Inc.'s operations that have been reserved to another person or body by the Articles of Incorporation or these Bylaws.

### **ARTICLE SIX Officers**

#### 6.1 Designation and Qualification

The officers of JUNIOR BASEBALL ORGANIZATION, INC. shall be President, Vice President, Secretary, and Treasurer.

## 6.2 Election and Vacancy

a) The officers shall be elected from the Board of Commissioners by the Board of Commissioners (including its newly elected members) at its annual meeting.

b) A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Commissioners, at any meeting, for the unexpired portion of the term in the manner prescribed in these Bylaws for regular elections to such office.

c) If the Board of Commissioners is unable to fill a vacancy for an officer position, that position shall be open to all persons with a demonstrated commitment to advancing the interests of Junior Baseball Organization, Inc.

## 6.3 Term

a) Each officer shall hold office for a term of two years, commencing immediately following the annual meeting of the Board of Commissioners in the year of election, or until his/her successor is elected.

b) Vice President and Secretary shall be elected in even years; Treasurer and President in odd numbered years.

## 6.4 Removal and Resignation

Subject to the provisions of any employment contract, an officer may be removed, either with or without cause, by the Board of Commissioners, with an affirmative vote of 2/3 of the Board of Commissioners. Subject to the provisions of any employment contract, an officer may resign at any time by giving written notice to the Board of Commissioners, the President or the Secretary.

## 6.5 President

The President presides over all meetings of the Board of Commissioners without a vote, except in the case of ties. He/she works with the Board of Commissioners and the community to further JBO's mission and serves as an ex officio member on all Board Committees. The President must have knowledge of the by-laws, policies and procedures, and financial situation of the organization. The President must demonstrate community leadership, be able to lead the board in handling difficult issues, communicate, listen, and seek input from others. The President acts as a spokesperson to the larger community and speaks on behalf of the organization, actively recruiting partners to help further the mission of JBO.

## 6.6 Vice President

The Vice President carries out all duties as assigned by the President. He/she presides at any meeting of the Board of Commissioners in the absence of the President. The Vice President maintains all active rosters and waivers, and accepts written appeals for rulings,

### 6.7 Secretary

The Secretary records and maintains minutes of all of the meetings of the Board of Commissioners and the Executive Committee. He/she will mail out all minutes to board members, issue notices of meetings, prepare meeting agendas, obtain meeting space, and provide an annual calendar of events. The Secretary will receive and maintain all participant applications and certificates of insurance. He/she will also maintain all forms and documents and perform the customary duties of the office of secretary. The Secretary will serve as secondary signer on the financial account.

### 6.8 Treasurer

The Treasurer maintains all financials for league business, including issuing and receiving payments as approved by the Board. He/she files financial reports at every scheduled board meeting for the organization. The treasurer submits a yearly report at the annual meeting of the Board of Commissioners.

### 6.9 Assistants

The Board of Commissioners may appoint or authorize the appointment of assistants to the Secretary or Treasurer. Such assistants may exercise the power of the Secretary or Treasurer, as the case may be, and shall perform such duties as the Board of Commissioners may prescribe.

### 6.10 Other Administrative Officers; Employees

With the approval of the Board of Commissioners, the President may appoint other administrative officers and employees with such titles and responsibilities as may be appropriate.

## **ARTICLE SEVEN Records and Execution**

### 7.1 Records

The corporation shall maintain adequate and correct books, records and accounts of its business and properties. All such books, records and accounts shall be kept at its place of business.

### 7.2 Inspection

All books, records and accounts of the corporation, and the original or a certified copy of the Articles of Incorporation, the Bylaws and any amendments thereto, and the minutes of meetings of the Board of Commissioners and all committees shall be open to inspection by the Commissioners in the manner required by law, upon reasonable notice to the Secretary.

### 7.3 Signature Authority

All checks, drafts, or other orders for payment of money, issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Commissioners.

### 7.4 Fiscal Year

The fiscal year of the corporation shall be the annual period beginning on September 1 and ending August 31.

### 7.5 Execution of Documents

Except as otherwise provided in these Bylaws, the Board of Commissioners may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

## **ARTICLE EIGHT Indemnification, Insurance, and limitation of Liability**

### 8.1 Indemnification

The corporation shall indemnify to the fullest extent not prohibited by law any Indemnified Person (as hereafter defined) who was or is a party or is threatened to be made a party to any Proceeding (as hereafter defined) against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such Proceeding.

### 8.2 Advancement of Expenses.

Expenses incurred by an indemnified Person in defending a Proceeding shall in all cases be paid by the corporation in advance of the final disposition of such Proceeding at the written request of the Indemnified Person, if the Indemnified Person furnishes the corporation:

a) A written affirmation of the Indemnified Person's good faith belief that the Indemnified Person is entitled to be indemnified by the corporation under this Article or under any other indemnification rights granted by the corporation to the Indemnified Person; and

b) A written undertaking by or on behalf of the Indemnified Person to repay the advance to the extent it is ultimately determined by a court that the Indemnified person is not entitled to be indemnified by the corporation under this Article or under any other indemnification rights granted by the corporation to the Indemnified Person.

### 8.3 Definitions

a) The term “Indemnified Person” shall mean any person who is or was (i) a Commissioner, Advisor, officer, member of a committee, employee or, to the extent authorized by the Board of Commissioners in the specific case, an agent of the corporation, or (ii) a fiduciary within the meaning of the employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

b) The term “Proceeding” shall include any threatened, pending or completed action, suit or proceeding, whether brought in the right of the corporation or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact that the person is an Indemnified Person.

### 8.4 Non-Exclusivity and Continuity of Rights

The indemnification and entitlement to advancement of expenses provided by this

Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation of any stature, agreement, general or specific action of the Board of Commissioners, or otherwise, shall continue as to a person who has ceased to be a person described within the definition of Indemnified Person, shall inure to the benefit of the heirs, executors and administrators of such an Indemnified Person and shall extend to all claims for indemnification of advancement of expenses made after the adoption of this Article. The corporation may enter into agreements to indemnify any Indemnified Person.

### 8.5 Amendments

Any repeal of this Article shall only be prospective and no repeal, amendment or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any act or omission to act that is the cause of any Proceeding.

### 8.6 Limitation of Liability

The civil liability of Commissioners, advisors, committee members, officers, employees and agents of the corporation shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act.

### 8.7 Insurance

The corporation shall be authorized to purchase and maintain in effect a policy or policies of insurance covering any liability of Commissioners, advisors, officers, committee members, employees and agents of the corporation, regardless of whether the corporation would have the power to indemnify such persons against the liability so insured.

**ARTICLE NINE**  
**Amendment**

9.1 Review

These bylaws shall be reviewed at least once every four years by a committee of the Board of Commissioners appointed for that purpose, which shall propose amendments to the Board of Commissioners it believes necessary or appropriate.

9.2 Procedure

These Bylaws may be amended or repealed or new bylaws adopted upon receiving the affirmative vote of 2/3 of the Commissioners in office.

**ARTICLE TEN**  
**General Provisions**

10.1 Parliamentary Authority

The parliamentary rules contained in Robert's Rules of Order shall govern in all cases where they do not conflict with any other rules of procedure adopted by this corporation.

10.2 Action Without A Meeting (e-mail voting)

a) Unless the articles or bylaws provide otherwise, action required or permitted to be taken at the Board of Commissioners' meeting may be taken without a meeting if the action is taken by all members of the Board of Commissioners. The action shall be evidenced by one or more written consents describing the action taken, signed by each commissioner, and included in the minutes or filed with the corporate records reflecting the action taken.

b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

c) A consent signed under this Article has the effect of a meeting vote and may be described as such in any document.

d) Abstention from voting reflects a no vote.

### 10.3 Waiver of Notice

A waiver of notice of any Board of Commissioners or committee meeting in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. Attendance at a meeting shall constitute a waiver of notice of the meeting, except where the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of the time and place of holding an adjourned meeting need not be given if such time and place is fixed at the meeting adjourned.

Adopted: January 10, 1999

Rev: Upon board approval <rev. 02-13-08>

Rev: Upon board approval <rev. 02-14-10>

Revised by approval of the Board of Commissioners on 08-26-15

Revised by approval of the Board of Commissioners on 11-13-16

Revised by approval of the Board of Commissioners on 04-03-18