

Aloha Junior Baseball Organization By-Laws

Created April 2014

Modified May 2025

Article I: Name

Section 1. The name of this organization shall be known as Aloha Junior Baseball Organization (AJBO), an Oregon Non-Profit Corporation as defined and provided for in the Oregon Revised Statutes, Chapter 65.

Article II: Purpose

Section 1. Aloha Junior Baseball Organization is a non-profit organization affiliated with Junior Baseball of Oregon. The organization consists of a Board of Directors, coaches and players and exists for the purpose of providing a safe, fun, competitive and instructional environment for all Aloha, Oregon children ages 5-17.

The Association will achieve this purpose through the promoting and conducting of baseball programs for the Washington County, Oregon area each year.

Our objective is to provide the most positive and rewarding baseball experience possible for all players of every skill level while providing the opportunity to maximize each player's skill development, knowledge of the game of baseball, and recognition of the importance of good sportsmanship.

Article III: Meetings

Section 1. Annual Meeting: The AJBO annual meeting shall be held during the month of June for the purpose of electing new directors and to conduct any other business that needs to be addressed at that time. The time and location for all meetings, whether annual or special, shall be designated by the Board of Directors and included in the meeting notice.

Section 2. Special Meetings: The President or a majority of the Board of Directors shall call special meetings for any purpose. Notice of a special meeting shall be given by or at the direction of the President or the Secretary by written notice at least three days prior to the special meeting.

Section 3. Regular Meetings: Regular Board meetings will be held monthly. The Secretary will be responsible for informing all Board members and the general public if any changes to this schedule occur.

Section 4. Rules of Order: The Board of Directors may adopt such rules and regulations for the conduct of its meetings and the management of the Organization, as it may deem proper. The President will have the authority to set and change the parameters for meeting discussions as needed. Meetings may be open to the public, but the public is not allowed to take part in discussions unless recognized. The President may close the meeting to the public at any such time as deems necessary. Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 5. Voting:

Section 5.1. Only the elected Board of Directors may vote in Regular or Special meetings of the association. Each individual shall be entitled to one (1) vote and a majority vote of the quorum shall govern all issues. All issues voted upon in Regular or Special meetings shall be decided by a majority vote. Should a vote end in an equal number of votes, the President shall cast the deciding vote. If the President fails to vote, the issue shall be tabled until the next meeting.

Section 5.2. All association members are eligible to vote at the Annual Meeting. Each member in attendance shall be entitled to one (1) vote and a majority vote shall govern all issues. A quorum necessary to conduct business at any Annual Meeting shall be greater than 50% of the total membership of the Board of Directors plus one (1) association member not currently holding a board position.

Section 6. Quorum: A quorum necessary to conduct business at any Regular or Special Board meeting shall be greater than 50% of the total membership of the Board of Directors. If a quorum cannot be reached at any meeting, the meeting may adjourn until such a time as may be decided upon by the majority of the Board.

Section 7. Proxies: Proxy voting is prohibited.

Article IV: Board of Directors

Section 1. General: The management of the property and affairs of this Association shall be vested in the Board of Directors. The Board shall establish the objectives of the Association and determine the policy for the development of such objectives. All Board positions are voluntary. No Board member may be compensated for participating on the Board, however, Directors may be reimbursed for authorized expenses incurred on behalf of the Association provided that appropriate documentation is submitted at the time of the request for reimbursement.

Section 2. Board Membership

Section 2.1. The Board shall have a membership of no less than 5 individuals and include at a minimum the following positions:

- President
- Vice-President
- Secretary
- Treasurer

Section 2.2. The Board may include the following positions: Fields Coordinator, Concessions Coordinator, Competitive Baseball Director, Division Coordinator(s) (one (1) each for Rookie, -Minor, Junior and Senior divisions), Equipment Manager, Fundraising Coordinator, Player Agent, Sponsorship Coordinator, Communications Coordinator, Tournament Director, and Member At-Large. Each position shall be filled by one (1) individual with the exception of Member At-Large which shall be limited to two (2) individuals.

Section 2.3. A single individual may hold no more than two Board positions. An individual holding the Member At-Large position may not hold any other Board position. The total number of positions filled at any one time will be at the sole discretion of the Board of Directors and maybe expanded or contracted to accommodate changing operational conditions. An individual cannot be removed from the Board by the elimination of their position. All Board positions and descriptions are detailed in the *Aloha Junior Baseball Organization Board Member Job Descriptions*, which is included herein by reference.

Section 2.4. Should the Board decide that a new position is needed, that position may be created by a majority vote of the existing Board. Nominations will be taken to fill that position a minimum of one week after its creation and a vote will take place by the Board of Directors at a meeting to be held a minimum of one week after the nomination has been put in place.

Section 3. Election and Tenure: New Board members will be voted in at the annual meeting by anyone in attendance who is a resident of Aloha and/or who will have a child in Aloha Junior Baseball the following season. Their term will begin on September 1st of the election year. Each position carries a term of two years, with exception of Member At-Large which will be elected on an annual basis. There shall be no term limits imposed within the Association. Board members may be re-elected to their current, or any other, position as many times as the members see fit to do so.

Section 4. Removal from Office: A director may be removed from office by majority vote of the Board of Directors.

Section 5. Resignation: A member of the Board of Directors may resign by delivering a written resignation to the President or Secretary of the Organization. For all positions except the President, Vice-President, Treasurer or Secretary, resignation shall be effective upon receipt (unless specified to be effective at a later date by the resigning member) and acceptance thereof shall not be necessary to make it effective unless so stated in the resignation. Resignations of the Vice-President, Treasurer, or Secretary shall require written acceptance of the President or a majority vote of the existing board. Resignation of the President shall require written acceptance of the Vice-President or a majority vote of the existing board. Upon acceptance of the resignation of the President the

Vice-President shall become President. Should a member resign prior to fulfillment of the term of the position, nominations will be taken to fill that position a minimum of one week after the resignation has been accepted and a vote will take place by the Board of Directors at a meeting to be held a minimum of one week after the nomination has been put in place.

Section 6. Vacancies: Any vacancies in the Board of Directors shall be filled by a majority vote of the remaining members of the Board through no less than a quorum. During the existence of any vacancy, the remaining members of the Board shall possess and may execute all powers vested in the vacant position.

Section 7. Operational Committees: If the need arises for a special committee to be formed then the Board will nominate and elect its members. Duties and responsibilities of any subcommittee will be specified prior to the time of election.

ARTICLE V: COACHES AND ASSISTANT COACHES

Section 1. Qualifications: All people interested in coaching will be required to complete a coaching application and criminal background check that will be reviewed by the Board of Directors. The board will try to approximate the number of coaches required at each age level and make selections based on experience, past performance, and community input.

Section 2. Coach Selection

Section 2.1. Each team will have a head coach and at least one assistant coach. All persons wishing to coach must notify the Board of Directors prior to the scheduled day(s) for try-outs. All prospective coaches at Minor level and above will be interviewed. Applications for head coach must be approved by a 2/3 vote of the Board before they can coach a team.

Section 2.2. Candidates for coaching positions will be evaluated based on the following criteria:

- Meeting the coaching qualifications as outlined within these by-laws
- Past coaching experience in baseball and other sports
- Personal experience gained by playing, attending clinics or other specific training
- Personal or professional reference(s)
- Community input

Article VI: Records and Reports

Section 1. Records:

The Association 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.

Section 2. Inspection of Books and Records

: The Association shall make reasonably available for examination and, upon written request, available for duplication, 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 Association. The Association 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 Association, and (c) the current operating budget of the Association. The Association, within thirty (30) business days after receipt of a written request, shall furnish copies of such documents to the requesting party. Upon written request, the Association 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 Association 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.

Section 3. Financial Procedures

: The Treasurer or managing agent shall manage the finances of the association and pay vouchers for all budgeted and non-budgeted items per the *Aloha Junior Baseball Organization Financial Procedures*, which is included herein by reference. All checks or payments above \$2000.00 shall require authorization by two board members. Authorizing signatures shall include the President, Vice-President and Treasurer.

Section 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.

Section 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 Association, may obtain an audit of the books and records pertaining to the Association and furnish copies thereof to interested parties. At any time, anyone may, at their own expense, cause an audit or inspection to be made of the books and records of the Association.

Article VII: Corporate Staff

Section 1: Authorization: The Board may hire or contract persons or organization to carry out day to day operations of AJBO. The duties and responsibilities of all employees or contractors shall be specified in writing, subject to consideration by the Board and shall not include responsibilities designated by these Bylaws to the Board or its Officers.

Section 2: Supervision: All employees and contractors shall serve at the will of the Board. The Board shall be responsible for their supervision and have oversight rights for any work to be attributed to AJBO.

Section 3: Qualification: No Director or Officer may be hired as staff and no person being paid as an AJBO employee or a contractor may be elected to the Board.

Article VIII: Indemnity

Section 1: Indemnitee: AJBO shall indemnify anyone who has or is currently serving in any of the following positions:

- (1) Director
- (2) Officer
- (3) employee
- (4) agent
- (5) person who may have served at the request of AJBO as a director or officer of another corporation

Section 2: Indemnification: To the full extent authorized under the laws of the State of Oregon, AJBO shall indemnify against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such AJBO, Director, Officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

Section 3: Expenses: Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by AJBO in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 4: Insurance: AJBO may purchase and maintain insurance on behalf of any person who is or was a member, Director, Officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not AJBO would have the power or obligation to indemnify such person against such liability under this Article.

Article IX: Amendments

Section 1: These bylaws may be adopted, altered, amended, or repealed, in whole or in part, at any regular or special meeting by the AJBO Board of Directors.

Article X: Dissolution

Section 1. In the event that the Association should choose to or be forced to discontinue or dissolve as a non-profit youth sports association within the Aloha, Oregon community, all assets and equipment of the Association shall be given to another non-profit youth sports group or association which is deemed to most benefit the youth of the immediate area.

President Signature/Date

Vice-President Signature/Date

Secretary Signature/Date

Treasurer Signature/Date