

**BYLAWS OF
REDLAND BASEBALL ASSOCIATION**

**A NON-PROFIT CORPORATION
(Adopted November 7, 2002)**

**ARTICLE I
Purpose**

Redland Baseball Association (the "Association") shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation's primary purpose shall be promotion of youth sports activities in Redland and surrounding areas.

**ARTICLE II
Members**

Section 1. Classes and Voting. There shall be one class of members of this corporation. Each member shall be entitled to one (1) vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this corporation.

Section 2. Qualifications. A person shall, at that person's desire, become a member of the corporation by:

- (a) being the parent or an adult legally acting in "loco parentis" of any youth duly registered and actively participating on an Association youth baseball or softball team and submitting a written request to be a member;
- (b) being duly elected as a Director or Officer of the Association;
- (c) being a head coach of any team sanctioned by the Association; or

- (d) being a resident within Redland grade school boundaries and receiving written approval for membership by the Board of Directors.

Section 3. Termination of Membership. Membership terminates at such time as a person no longer meets at least one of the qualifications set forth in Section 2 of this Article. Membership may also be terminated by the Board of Directors after giving the member at least fifteen (15) days' written notice by first class or certified mail of the termination and the reasons for the terminations, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewed by any court.

Section 4. Annual Meeting. The annual meeting of the members shall be held during the months of either October, November or December of each year, on such day as the Board of Directors shall determine. In accordance with Article III, Section 3., election of Directors shall occur at the annual meeting.¹

Section 5. Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent (5%) of the voting power of the corporation by a demand signed, dated and delivered to the corporation's secretary. Such demand by the member shall describe the purpose for the meeting.

Section 6. Notice of Meeting. Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least seven (7) days before the meeting, or by means other than first class mail at least ten (10) but not more than sixty (60) days before the meeting. The notice shall include the date, time, place and purposes of the meeting.¹

Section 7. Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

Section 8. Proxy Voting. There shall be no proxy voting.

Section 9. Action by Consent. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

¹ Amended by Board action November 4, 2004

ARTICLE III
Board of Directors

Section 1. Duties. The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number. The number of Directors shall be determined by the Board of Directors from time to time and may vary between a minimum of six (6) and maximum of nine (9).

Section 3. Term and Election. The term of office for Directors shall be three (3) years and until a successor shall be elected. All Directors shall be elected by the members. A Director may be reelected without limitation on the number of terms she or he may serve. Not less than two (2) Directors shall be elected by the members each year at the annual meeting of the members.

Section 4. Removal. Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors. A Director may also be removed, with cause, by a vote of two-thirds (2/3) of the Directors.

Section 5. Vacancies. Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Members.

Section 6. Quorum and Action. A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters such action is taken by the majority as required by law.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required.

Section 8. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meetings shall be

delivered to each Director personally or by telephone or by mail not less than two (2) days prior to the special meeting.

Section 9. Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear each other.

Section 10. No Salary. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. Action by Consent. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

ARTICLE IV Committees

Section 1. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board of Directors shall be composed of two (2) or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, a majority vote of all Directors in office at that time.

Section 4. Quorum and Action. A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove

Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE V Officers

Section 1. Titles. The Officers of this corporation shall be the President, Vice President, Secretary and Treasurer. The same individual may simultaneously hold more than one office.

Section 2. Election. The Board of Directors shall elect the Officers to serve two (2) year terms. An Officer may be reelected without limitation on the number of terms the Officer may serve.

Section 3. Vacancy. Any Officer vacancy shall be filled by the Board of Directors.

Section 4. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. Powers. Except as otherwise prescribed by the Bylaws, the Officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices and as otherwise prescribed by the Board of Directors.


- (a) The President shall preside at all meetings of the Board of Directors. The President shall direct the policies of the Association and perform such duties as may be deemed necessary for the proper administration of the Association.
- (b) The Vice President shall assist the President in the execution of the President's duties and, in the absence of the President, shall perform the President's duties.
- (c) The Secretary shall record the minutes of all Board of Directors meetings, and shall keep a record of all members and shall be responsible for all notices required by law or these Bylaws.
- (d) The Treasurer shall receive all funds of the Association and all banking accounts and shall maintain accurate records of all receipts and expenditures.

**ARTICLE VI
Corporate Indemnity**

This corporation shall indemnify its Officers and Directors to the fullest extent allowed by current or future Oregon law.

**ARTICLE VII
Amendments to Bylaws**

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two (2) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.



President

 11/23/02

Secretary

**REDLAND BASEBALL ASSOCIATION ("RBA")
BASEBALL RULES
(Player Pool, Coach Selection, Player Assessment & Selection)
(Adopted November 7, 2002)**

I. PLAYER POOL

1. The player pool shall consist of all signed up players.
2. Consistent with the rules of Junior Baseball of Oregon, a waiver shall be required for any baseball player living outside the designated boundaries of RBA. Approval by the RBA Area Head for Baseball, the Association the Player resides in, and the Clackamas County District Commissioner for Junior Baseball will be required for the player to be eligible for competition.
3. With the sole exception of any child of a head coach, unless otherwise approved by the Board, all players shall participate within the age division specified by the rules of Junior Baseball of Oregon, (in general, players aged 9 and 10 years shall play at the Midget level, ages 11 and 12 years at the Junior level, ages 13 and 14 years at the Senior level, and ages 15 and 16 at the Cubs level. The age of the player before August 1 of the year of the season being played determines the appropriate age division).

II. TEAM LEVELS SKILL

The number of teams in each age and skill level will be determined by the RBA Board of Directors (the "Board") prior to final coach selection, and will conform to Junior Baseball of Oregon guidelines, if applicable. After determining the number of Federal teams, at least one of the remaining teams at each age level will play at the National level, unless approval for a deviation is obtained from the Board.

III. COACH SELECTION

1. Prospective coaches will apply for the age and skill level they wish to coach for the year by February 15. All applicants will be screened by the Board. The selection of the baseball coaches within any age group will be done as follows: The Board approved coaches applying for the position

shall be given a chance to choose amongst themselves for the position. If this is not possible or a decision cannot be made, then the decision will be determined by the Board. The following factors must be considered when selecting coaches and assigning the skill level of their teams:

- (a) the number of players (expressed in the applications) for a particular coach;
- (b) coaching and playing experience;
- (c) the number of players on a protected list;
- (d) past behavior of the coach
- (e) seniority;
- (f) involvement with RBA;
- (g) the timeliness of the coach application; and
- (h) whether the coach has children on the team.

Any coach applying for a position may be subject to an interview with the Board. A valid drivers license and appropriate auto insurance and coverage limits as determined by the Board will be required, unless appropriate alternate arrangements are approved by the Board. Any Board member with a conflict of interest regarding a coach selection or assignment of skill level shall be excused from the discussion and voting for that position.

3. Coaches with six (6) or more qualified protected players (see Section V, Protected Player Lists) within an age division will generally have priority over new coaches. New coaches with six (6) or more qualified protected players entering that division will have priority over returning coaches with less than six (6) protected players. Notwithstanding the foregoing, the Board reserves the right to select or promote coaches with greater ability and experience over returning coaches. The level of play will be determined by the Board based on previous competitive record, anticipated strength and coaching ability.
4. Coaches whose teams do not participate in organization fund raising in a manner consistent with other teams, or do not meet the minimum amount of

fund raising (as determined by the Board), or who do not turn in all equipment and uniforms by a date determined by the Board, will lose all accrued seniority and will receive a negative behavior assessment.

5. All coaches or their representatives shall participate in all applicable player assessments in order to protect and select their players. Failure to participate in the assessments will result in a loss of one-half of all players from the protected player list.
6. With approval by the Board, a returning assistant coach or parent may assume a "non-returning" head coach's team. If accepted, he/she shall be entitled to all rights and privileges as if he/she was the returning head coach. This does not give the new coach any of the seniority considerations of the original coach.
7. With approval by the Board, an assistant coach may assume the players of a team that are unable to remain with their previous head coach when the head coach (1) moves the original team to an older age division, or (2) remains at the same age level and some players are required to move to an older age division. If assumption of the team is approved, the new head coach shall be entitled to place these players on a protected player list after receiving consent from the players parents (see Section IV, Protected Player Lists).

IV. PLAYER SELECTION

1. Players selected for a team are expected play on that team. A player or his/her parents may request, in writing, that the player not be selected by any one coach, if a legitimate problem can be demonstrated to the Board. This must be submitted to an RBA officer or director prior to the applicable player assessment. Such requests will be reviewed by the Board and are not automatically granted. Using this option to choose a coach by default will not be allowed.
2. Selection from the player pool will be conducted under the supervision of and pursuant to rules as may be promulgated by the Board. All players will be given an assessment. The assessment will include signed up players who will be playing in the same age bracket or with their protected team level. Each player shall have a number pinned on the back of his or her clothing. Coaches selecting players will be provided a roster that will include the number, name, and age of each player.

3. All players are expected to attend the tryouts. The President or Vice President may excuse players from tryouts for bona fide reasons.
4. Head Coaches shall prepare their team roster. The roster shall include the name, address, birth date (for players only) and phone number of each coach, assistant coach, and player and shall comply with Junior Baseball of Oregon regulations. Team rosters shall be turned in to the RBA Baseball Area Head no later than two (2) weeks after the draft. The Area Head shall deliver to the Secretary a copy of the team rosters.

V. PROTECTED PLAYER LISTS

1. A "Protected Player List" is a list of players from the previous years team that a coach intends to maintain on his/her current team. The intent of a protected player list is to allow players to remain on the same team, if they and their coach so desire. Coaches should assure that the skills of any protected player are consistent with the competition level that the team will be participating at in league play.
2. All coaches may protect a maximum of eight (8) players from the previous year's roster. This protection extends to the coach's own children and the children of the first assistant coach. To qualify for the Protected Player List, the first assistant coach is expected to be an active participant in team activities. Once established, coaches must have permission of the board to remove players from the Protected Player List.
3. Any player, after playing a season on a new team, may return to their previous Head Coach's (team's) Protected Player List, if the player and the previous coach or his approved replacement agrees. Players returning to RBA after not playing on an RBA team shall also be allowed to return to their previous Head Coach's (team's) Protected Player List, if the player and the previous (or replacement) coach agree.
4. All coaches are responsible for submitting a list, in writing, of protected players to an officer or Board member at least one (1) day before the applicable player assessment date. Only signed up players may be protected.
5. Coaches are required to contact the parents of all players they desire to place on a Protected Player List prior to tryouts to determine if the player is willing to return to the coach's team as a protected player. Players declining invitation shall not be placed on the Protected Player List. The Board reserves the right to determine consent by the player.

VI. SEQUENCE OF PLAYER SELECTION

- 1. Any coach intending to draft a protected player from a lower skill level shall contact the president or vice president who will contact the players parents, or the player (if the parents are not available), during the draft to determine the player's interest in participating at the higher skill level. Verbal consent must be received before the player can be placed on the roster of the drafting coach. The name of the coach will not be provided to the parents or player if more than one (1) coach is drafting in that level. If consent to draft the protected player cannot be obtained by the end of the draft for that level, the player will remain on the Protected Player List of his/her original team, and the drafting coach will select a replacement player to complete his/her team roster.**
- 2. With the exception of contacting players for the purpose of establishing a Protected Player List, coaches and assistants are not allowed to contact any player for selection purposes; except during assessments, and only then to determine player interest in playing at a higher skill level.**
- 3. County FEDERAL baseball teams select first and select until their roster is filled. The roster shall conform to the minimum and maximum number of players stated by the Junior Baseball of Oregon rules for that playing season. Selection of FEDERAL team members should be reported to the President and Vice President at least 24 hours prior to the general player selection.**
- 4. County AMERICAN teams select second and County NATIONAL teams select third. Coaches shall select until their rosters are filled. The roster should conform to the minimum and maximum number of players stated by the Junior Baseball of Oregon rules for that playing season. American teams will select at least twelve (12) and National teams will select at least thirteen (13) players each, if the Board deems that the player pool size so**

requires. Coaches whose roster drops below the minimum will not request a player from another team without permission from the other coach. Raiding lower level teams after the draft requires approval of the president or vice president. All players signed up before tryouts conclude will be placed on a roster, if possible.

5. The following player selection process shall only be used in the event the coaches cannot select their teams by mutual agreement. If more than one (1) team in each division is participating in player selection, the order of player selection shall proceed with the coach of the team with the fewest protected players drafting first, the team with the second fewest drafting second, etc. After all coaches have selected one player (by protection or otherwise), the order of player selection shall proceed with the coach of the team with the fewest protected players selecting until his team size is equal to the next size protected roster and so on until all rosters are of equal size. Once team rosters are of equal size, player selection shall rotate with the head coach having the most seniority choosing the first player, the next senior coach choosing second, and so on until all rosters are full. Seniority will be based on concurrent years of service to RBA. To retain coaching seniority, a coach can be absent from coaching, umpiring, or holding a Board or Coordinator position in RBA for one year, but must attend five (5) or more general meetings during that year.
6. If two (2) or more family members are playing in the same division and are signed up prior to the player assessments, and the parents request in writing, they shall play on the same team. The coach selecting the first child shall automatically select the second child with his/her next pick. If players are family members, protecting one player shall automatically cause protection of the second child.
7. Coaches are responsible for creating and obtaining a certified roster after the player selection, and for notifying the players on their certified roster within one week of selection.
9. Coaches shall verify the ages of their players as soon as possible.
10. Disciplinary action requires Board approval. Coaches have the right to release players from their roster if a player becomes a discipline problem or will not participate in practices or games. The coach shall issue a written warning to the parents first, with a copy provided to the Board.

11. Each team will solicit a volunteer to assist RBA in participation on the Board, in committees, or on functions sponsored by RBA. Coaches shall provide the names of volunteers to the RBA.

VIOLATION OF ANY RBA RULES MAY SUBJECT THE COACH TO DISCIPLINARY ACTION UP TO AND INCLUDING FINES AND/OR DISMISSAL AS A COACH.

**REDLAND BASEBALL ASSOCIATION
AUTOMOBILE INSURANCE REQUIREMENTS**

All coaches within RBA shall maintain automobile insurance with a reputable company with coverage limits for liability and uninsured/underinsured motorists of not less than three hundred thousand and no/100 dollars (\$300,000.00) per person/per occurrence.

Certificates of such insurance shall be filed with the Board of Directors as a condition of the privilege to coach.

**REDLAND BASEBALL ASSOCIATION ("RBA")
FUNDRAISING POLILCY/COACH'S EQUIPMENT DEPOSIT**

Amended 11/12/08

1. Tball Team must raise and contribute \$0 to RBA as team fee.
2. Baseball Team must raise and contribute \$250.00 to RBA as team fee.
3. Softball Team must raise and contribute \$250.00 to RBA as team fee.
4. All funds allocated to any coach/team may be used in subsequent years if the head or first assistant head coach is the head coach in that subsequent year.
5. All coaches, with the exception to Tball coaches, shall deposit \$150.00 for equipment issued by RBA. Failure to return equipment and/or uniforms as prescribed by the Board will result in forfeiture of deposit, loss of head coach privileges and a negative behavior assessment.