



**Bylaws of Willamette Valley Babe Ruth Baseball, Inc.,
An Oregon Non-Profit Corporation**



ARTICLE I - NAME

The name of the corporation shall be Willamette Valley Babe Ruth Baseball, Inc. (WVBR).

ARTICLE II - OBJECTIVE

The purposes of WVBR shall be to develop and operate a baseball program in affiliation with Babe Ruth League, Inc., a New Jersey corporation ("BRL"), in conformity with and pursuant to the principles, rules and regulations enunciated by BRL. The objective of WVBR is - through the medium of a supervised, competitive baseball program guided and governed by BRL - to implant in the youth of the community ideals of good sportsmanship, honesty, loyalty, courage and reverence, so that they may be finer, stronger and happier youth who will grow to be good, clean healthy adults.

ARTICLE III - STATEMENT OF AFFILIATION

WVBR shall be affiliated with, governed by, and comply with the principles, rules and regulations enunciated and decreed by BRL.

ARTICLE IV - OPERATION

Areas of Operations: The principal area of operation by WVBR shall be located in Lane County, East of the Oregon Coast Range.

Recognition of Participating Areas: At present, WVBR only recognizes the following Areas:

- | | |
|---------------------------------------|----------------|
| * Churchill | * Sheldon |
| * Elmira (Crow & Triangle Lake) | * South Eugene |
| * Junction City (Harrisburg & Monroe) | * Springfield |
| * North Eugene | * Thurston |
| * Pleasant Hill (Lowell & Oakridge) | * Willamette |

Note: Creswell and Cottage Grove are designated probationary members of Willamette Valley Babe Ruth, Inc....

Unless otherwise specified herein, the Areas shall be strictly defined by the geographical limits of the respective school districts and/or city limits described above and in effect in January of each year.

Future Expansion: Despite the foregoing, WVBR may choose to recognize or otherwise extend its operations into such areas as provided or permitted by BRL, or any of its National, Regional and State governing bodies to which WVBR is subject, by affirmative vote of at least 66% of all its members.

Age Groups: WVBR presently recognizes teams from each Area in the following Age Groups pursuant to BRL rules:

- * Rookies (9 and under)
- * AAA (11 and under)
- * AA (10 and under)
- * Major-Minor AA (12 and under)
- * Majors (12 and under)
- * American (14 and under)
- * National (15 and under)

The Board of Directors may, upon petition by an Area Director, choose to recognize more than one team in an Age Group from the same Area.

AREA PLAYER ELIGIBILITY BY RESIDENCE/SCHOOL ATTENDED:

- A. All players **MUST** reside within the boundaries of WVBR and each player **MUST** play for the area team in which his/her primary residence is located. **There shall be no waiver or releases from this rule for any reason except those expressly mentioned in this section or the Babe Ruth League National Rules**

- B. Players may participate within an area based on the school for which they attend. If the physical location of the school where a player attends classes during a traditional academic year is within the boundaries of an established league, the player is permitted to participate in the established league. (Note: This excludes home schools, cyber schools, sports related schools, sports academies, or an after school situation where a student participates outside of the primary school in which he is enrolled.) Under the school boundary rule, once a player selects to participate in a league where the player is eligible, the player must finish the current season in the same league.

- C. In the event a player is involved in a shared custody arrangement between parents, the player **MUST** play for the area team for which they go to school. In other words, if the player is residing with parent (a) in one area, and going to school in the area where parent (b) resides, they **MUST** play for the school where parent (b) resides since this is where initial residence was established. Should the player enroll in school where parent (a) resides, then the player will have the option of playing in the area where parent (a) lives. No exceptions to this rule will be given (Babe Ruth Rule 0.01, Paragraph 5, exception, would apply).
 - 1. If a parent is guilty of intentionally filing a false address so that their child would be eligible to play in an area other than the one that their real address dictates, the player would be immediately suspended for the remainder of the season, and all games the player participated in would be forfeited. (Note: The ineligible player would be eligible to return to the area for which they are designated the following season). In addition to any suspension/forfeits, a team may be subject to additional sanctions based on the recommendation of the Sportsmanship Committee.

 - 2. If a parent truthfully files an address to play for a specific area and it is found out later that the player should be playing for a different area, there shall be no penalty and the player will be allowed to play out the remainder of the current season with the team for which he is participating with. Upon conclusion of that season, the player will return to the area for which he should actually be playing for.

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of WVBR shall be managed and controlled by the Board of Directors.

Board of Directors Selection Process: The Board of Directors shall consist of one Area Director from each area presently recognized by WVBR. Each area shall elect, appoint or otherwise designate, in accordance with that area's own rules, their Area Director on or before September 1st of each year and shall be required to notify the League President of that designation in writing on or before September 10th of each year.

Each Area Director shall be required, at all times, to satisfy the following prerequisites in order to serve on the Board of Directors:

- A. Be able to demonstrate by written designation or other documentation, that he/she is supported by the majority of his/her Area coaches and parents, in accordance with whatever election, appointment or designation process the specific Area has adopted or chosen.
- B. Attend all meetings, either personally or by designating a replacement when he/she cannot attend.
- C. Assumes financial responsibility for the finances (day-to-day baseball operations and specific league fees agreed upon by the WVBR Board of Directors) of his specific Area, or furnishes an individual or individuals willing to accept responsibility for the finances of his/her specific Area, as described In Article VI, Treasurer, Paragraph (D), but expressly excluding lawsuits and accident injury claims.
- D. Ensure that his/her Area provides timely financial reporting to WVBR and deposits all funds collected in a WVBR approved checking account, in accordance with the standards set by the Treasurer elected herein.
- E. Ensure that his/her area complies with all league rules, including but not limited to, these Bylaws and the Coaches Packet as described herein.
- F. Ensures that his/her area organizes teams in each of the age groups, unless specific exemption is approved by the Board of Directors.
- G. Ensures that his/her area players, coaches, and spectators exemplify and strive to achieve the objectives described in Article II at all times.
- H. Ensures that his/her area provides an adequate number of playing and practice fields as determined by the Board of Directors. Furthermore, provide adequate field maintenance and preparation for safe play at all practices and games.
- I. Ensures that his/her area provides all necessary equipment to provide for player safety including but not limited to:

1. Approved catching equipment and approved batting helmets.
- J. Each area will support and participate in the various league activities. This includes, but is not limited to, funding the operation of the Complex, Program, Golf Tournament, League Raffle, or any committees necessary for the operation of the League.

Term: Each Area Director shall serve a one-year term commencing September 1st of each year and terminating August 31st of each year or until:

- A. That Area Director's successor is duly appointed each succeeding year by the respective area on or before September 10th of each year;
- B. That Area Director's death; or
- C. That Area Director resigns or is removed in accordance with the provisions of these bylaws.

Annual Meetings: An annual meeting of the Board of Directors shall be held without notice other than this bylaw on or before October 1st of each year.

Regular Meetings: Regular meetings of the Board of Directors shall be held at least once per month at such times and places to be designated by the Board of Directors.

Special Meetings: Special meetings of the Board of Directors may be called by the President or by agreement of no less than 50% of all members of the Board of Directors. No less than two days' written notice specifying the express purpose(s) or topics to be addressed at the special meeting shall be required. No business, other than that specified in the written meeting notice, may be conducted at any special meeting.

Powers and Duties: The Board of Directors shall have the following powers in addition to the powers expressly or implicitly conferred on its bylaws:

- A. To make or enforce rules and regulations to govern itself on a local basis, but consistent with all rules and regulations adopted by the BRL, and any of its National, Regional or State governing bodies, to which WVBR is subject.
- B. **Committees:** During their term, to appoint annually, standing or special committees, as it shall determine necessary and to delegate such powers to those committees as the board shall deem advisable, including but not limited to, the following:

- * All-Star
- * Bylaws
- * Program
- * Schedule
- * Start-Up

All committee membership shall terminate upon the election of the new WVBR Board of Directors.

C. **Competition/Sportsmanship Committee:** Despite the non-mandatory language in Paragraph (B) above, the Board of Directors shall establish, and always maintain in effect, a Competition/Sportsmanship Committee for the purpose of hearing and resolving any sportsmanship issues involving any WBVR participants, parent and spectators. The Sportsmanship Code of BRL shall serve as the guiding principles by which sportsmanship issues will be decided:

THE SPORTSMANSHIP CODE OF BABE RUTH BASEBALL

Develop a strong, clean, healthy body, mind, and soul.

Develop a strong urge for sportsman-like conduct.

Develop understanding of and respect for the rules.

Develop courage in defeat, tolerance and modest in victory.

Develop control over emotions and speech.

Develop spirit of cooperation and team play.

Develop into real, true citizens.

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D. **Complex Committee:** Despite the non-mandatory language in Paragraph (B) above, the Board of Directors shall establish, and always maintain in effect, a Complex Committee for the purposes of: (1) Development and construction of a multi-field complex for WVBR league use; and (2), the administration and operation of the complex and manage all complex assets.

1. **Structure:** The Complex Committee shall comprise 5 – 9 members and shall include a Chairperson and a Treasurer. The WVBR President shall be a member of the Complex Committee but shall not serve as Chair. The WVBR Board of Directors shall appoint the members and officers of the Complex Committee and shall establish two year terms for each member so appointed. The Complex Committee shall meet, at a minimum, on a monthly basis and minutes shall be taken at each meeting. A quorum of at least four members shall be necessary to transact any business of the Complex Committee. Complex Committee minutes shall be provided to all Area Directors.

2. **Funding:** The WVBR Board of Directors shall establish a separate account (the "Complex Account) for all funds relative to the Complex and at no time shall WVBR funds and Complex funds be commingled. It shall be the Complex Committee Treasurer's responsibility to administer the Complex Fund subject to policy direction of the WVBR Board of Directors and the Committee and the provisions established herein.

3. **Function:**

a. **Development and Construction:** The Complex Committee shall be responsible for the development and construction of the Complex. The Complex Committee shall be responsible for all fund-raising efforts necessary to accomplish the Purpose(s) described herein. The Complex Committee shall have outright authority to expend up to \$5,000.00, per occurrence, from the Complex Fund necessary to accomplish the Purpose(s) described herein. The Complex Committee shall recommend to, and seek approval from the WVBR Board of Directors, with respect to all expenditures above \$5,000.00 per occurrence.

The Complex Committee shall recommend to, and seek approval from the WVBR Board of Directors, of all professional contracts that exceed or may exceed \$5,000.00 in any 12 month period. The WVBR President shall execute all contracts deemed necessary to accomplish the Purpose(s) described herein.

The Complex Committee shall have the sole power and authority to use the name or naming of the Complex and individual fields in conjunction with fund-raising efforts.

b. **Administration and Operations:** The Complex Committee shall be responsible for the administration and operation of the Complex and all Complex assets. The Complex Committee shall have responsibility, and absolute authority, for determining the appropriate use of the Complex and shall negotiate the appropriate agreements, IF ANY, as required by the License Agreement with the City of Eugene, regarding use of the Complex.

The Complex Committee shall prepare, for WVBR Board of Director approval, an annual business plan for the Complex and its assets.

E. **Coaches Packet:** The Board of Directors shall prepare and adopt a seasonal Coaches Packet each year on or before February 1st of each year which may include, but is not limited to:

1. A Coach's Agreement
2. Player's Bill of Rights
3. Sportsmanship Committee Summary
4. Team Rules Requirement
5. Insurance Claim Procedure
6. League Rules for Each Age Group
7. Minimum Tryout Requirements
8. League Schedule

9. End of Season Playoff or Tournament Rules
10. Process for Selecting All-Star Coach and Team

F. **Removal:** If at any time, the Board of Directors, by a vote of no less than 66% of the remaining Board of Directors (excluding the defaulting Area Director OR Area Director for the defaulting Area), shall determine that any Area Director or Area has defaulted in the performance of any prerequisites of his/her Area Director status or Area requirements, the Board may give written notice of the default(s) to that Area's governing body, area board members, coaches and/or parents, providing that Area 30 days to cure the default. If the default is not cured within that 30-day period, the remaining Board of Directors, by vote of no less than 66% of the remaining Area Directors (excluding the defaulting Area Director OR Area Director for the defaulting Area), may at its option, and without limitation:

1. Remove the defaulting Area Director and elect a new Area Director for that Area;

AND/OR

2. Cease to recognize that Area, including but not limited to, immediate suspension or termination entirely of all that Area's teams from participation in any WVBR activities.

ARTICLE VI - OFFICERS

Designation: The officers of WVBR shall be a President, Vice President, Treasurer and Secretary. These officers shall be elected by the Board of Directors pursuant to nomination process established at the regular annual meeting that is to take place on or before October 1st of each year by the newly formed Board of Directors. All officers shall be elected no later than October 15th of each year. **All officers except the President may also simultaneously serve as a member of the Board of Directors.**

The Board of Directors or the President may appoint additional officers or assistant officers, from time to time.

Term: Each officer shall serve a one-year term (except the President, who commencing in October 2008 shall serve a two-year term) commencing upon election by the Board of Directors on or before October 15th of each year or until:

- A. That officer's successor is duly appointed each succeeding year (or in the case of the President every even numbered year) on or before October 15th of each year (or even numbered year in the case of the President) by the new Board of Directors;
- B. That officer's death; or
- C. That officer resigns or is removed in accordance with the provisions of these Bylaws.

Nothing stated herein shall be construed to prohibit officers from serving for more than one year (or in the case of the President, two years) consecutively.

Removal: The Board of Directors, by vote of no less than 66% of ALL of its members, may remove any officer at any time, with or without cause. The President may remove any officer appointed by the President at any time, with or without cause.

Resignation: An officer may resign at any time by delivering written notice to the Corporation. A resignation is effective when received, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if it provides that the successor does not take office until the effective date. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Duties: Each officer has the authority and shall perform the duties set forth in these Bylaws and, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

President:

- A. The President shall be the chief executive officer of WVBR and shall, subject to the control of the Board of Directors, have the responsibility for the overall conduct and management of the business and fiscal affairs of WVBR, including each of the recognized Areas, and the general supervision of its property, business interests and agents.
- B. The President shall preside over all meetings of the Board of Directors.
- C. The President shall, at the general meeting of the Board of Directors held on or before October 1st, make an annual report on the business and fiscal affairs of the Corporation and make such recommendations as the President deems proper.
- D. The President shall ensure that WVBR adheres to the rules, regulations and policies of BRL.
- E. The President shall ensure that WVBR's charter is submitted to BRL.
- F. The President shall be an authorized signer on all league accounts.
- G. The President, who does not otherwise vote, shall be permitted to vote and be the deciding vote in any event where the Board of Director voting results in a tie.

Vice President: The Vice President shall perform the duties that the President or the Board of Directors prescribes. The Vice President shall have the same powers as the President in the absence of the President or during the President's disability or inability to act. The Vice President shall be an authorized signer on all league accounts.

Treasurer:

- A. The Treasurer shall perform those duties in connection with the administration of the financial affairs of WVBR, as the President or the Board of Directors may designate, together with the following:
- B. The Treasurer shall keep and maintain the WVBR league account.
- C. The Treasurer shall establish procedures for cash and asset management and financial reporting requirements, including but not limited to, assigning each area and/or area team with sub-accounts for all area and team financial business, and shall require that all money collected by each area and/or team be deposited into the appropriate accounts.
- D. The Treasurer shall ensure that each area and/or team pays directly to the WVBR league general account, the assessment to be determined by the Board of Directors. The assessment shall be divided equally between or among each team participating in WVBR league. No less than 50% of the assessment shall be due and payable on or before March 15th of each year, with the entire balance due and payable on or before April 15th of that same year. The assessment shall include, but is not limited to, the following:
 - 1. Charter fees, Insurance Fees, Umpire Fees, and Operating Budget Expense.
- E. The Treasurer shall issue and collect a personal guaranty from each Area Director (for all Area teams) and each head coach [or others] that all team bills and liabilities will be paid as described In Article VI, Treasurer, Paragraph (D), but expressly excluding lawsuits and accident injury claims.
- F. Shall prepare and deliver, no less than monthly, a complete, written accounting of all WVBR [including the individual areas and teams] league account activity, the form and specificity of which shall be determined by the Board of Directors, including but not limited to, balance sheet and profit/loss statements.
- G. The Treasurer shall be an authorized signer on all league accounts.

Secretary:

- A. The Secretary shall keep or cause to be kept at the principal office, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors and Committees established by the Board of Directors, showing the time and place of the meeting, whether it was a regular or special meeting, the names of those present at such meetings, and the proceedings at those meetings.
- B. The Secretary shall keep or cause to be kept at the principal office, or such other place as the Board of Directors may order, all Coaches Agreements. Replacement or additional coaches shall not be allowed to take the field unless they have filed an appropriate Coaches Agreement with the Secretary.

C. The Secretary shall be responsible for reviewing all team rosters and certifying that all player ages are correct as required by BRL. Rosters shall be mailed to the Regional Commissioner and League Headquarters as required.

D. The Secretary shall be an authorized signer on all league accounts.

ARTICLE VII - TEAMS

A team shall be qualified to participate in WVBR only upon satisfaction of the following requirements:

A. The Area Director has notified the Board of Directors of the names and contact information for teams Head Coach and all assistants approved by that specific Area in accordance with its own rules;

B. All coaches have signed the WVBR Coach's Agreement;

C. The Area Director and Head Coach of the team have executed the Personal Guaranty required above.

D. The Head Coach agrees to conduct a fair and impartial tryout opportunity and to use his/her best and reasonable efforts to notify all eligible players of the tryout opportunity.

E. All coaches shall have completed the BRL Coaching Certification Program.

ARTICLE VIII - COACHES

All Head Coaches shall be elected, appointed or otherwise designated in accordance with that Area's own rules. Each Area Director must report in writing to the Board of Directors the names and addresses of all Area Head Coaches.

No Head Coach may coach unless he/she has satisfied all of the following requirements:

A. The team Head Coach and all assistants have been approved by the specific Area Director by writing submitted to the Board of Directors, and all coaches have signed the WVBR Coach's Agreement;

B. The Area Director and Head Coach of the team have executed the Personal Guaranty required above.

C. All coaches shall have completed the BRL Coaching Certification Program.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Roberts Rules of Order: Roberts Rules of Order shall be the parliamentary authority on all matters not covered by the Articles of Incorporation and Bylaws of the WVBR.

Quorum: No less than 66% of ALL members of the Board of Directors shall constitute a quorum for transaction of business. Unless otherwise expressly specified herein, a favorable majority vote of those present constituting a quorum will carry any vote or motion. As set forth above, the President, who does not otherwise vote, shall be permitted to vote and shall be the deciding vote in any event where the Board of Director voting results in a tie.

Amendments to Bylaws: These bylaws may be altered, amended, or repealed only by the affirmative vote of no less than 66% of ALL members of the Board of Directors at any annual, regular or special meeting of the Board of Directors.

These Bylaws were drafted and incorporated by the Board of Directors in 2001. These Bylaws were amended by the Board of Directors on the 8th Day of March, 2015.

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OF WILLAMETTE VALLEY BABE RUTH BASEBALL, INC., an Oregon non-profit corporation