

**BYLAWS
OF
Canby Wildcats Softball**

**ARTICLE 1
MEMBERS AND OFFICES**

- 1.1** Members shall include the Board of Directors, whose meetings shall constitute meetings of both the members and the Board of Directors.
- 1.2** The principal office of the corporation shall be located in Canby, Oregon.
- 1.3 Registered Office-** The registered office of the corporation required by the Oregon Non-Profit Corporation Act to be maintained in the State of Oregon (Canby Kids), located in Canby Oregon.
- 1.4 Number-** The Board of Directors will consist of 10 voting members. The Board reserves the right to change this at any time with a (2/3) majority vote.

**ARTICLE 2
BOARD OF DIRECTORS**

- 2.1 Regular Meeting-** The Board of Directors shall convene on the third Thursday of each month at 7:00pm, without notice at Coldwell Banker located in Canby Oregon. All meetings are open to the general public.
- 2.2 Special Meeting-** Any member of the Board may call a special meeting of the Directors when business requires or when directed to do so upon written petition sent to the President. The President can make a decision to have a meeting and voting done via email. In order to begin the special meeting at least (2/3) of the Board of Directors shall be present.
- A.Notice-** Notice of the date and time of the meeting of the Board of Directors shall be given at least (3) days prior to the meeting. The meeting will be held at Coldwell Banker unless otherwise reserved. Notice may be sent by regular mail or other reputable delivery service, by facsimile or by e-mail. The notice need not specify the purpose of the meeting. Any business that may be performed by the Board of

Directors at a regular meeting may also be performed at a special meeting of the Board of Directors.

- 2.3 Annual Meeting-** Shall be held on the 2nd Wednesday of November for the purpose of electing directors. Candidate elects shall submit their names to the Board for consideration at the October Regular Meeting. At the close of the Annual Meeting the Board of Directors shall meet and approve the final budget and it shall be posted on the Canby Wildcats Web-site. Newly elected members will begin their positions the next regular meeting held in December.
- 2.4 Notice-** Notice of the date and time of the meeting of the Board of Directors shall be given at least (3) days prior to the meeting. The meeting will be held at Coldwell Banker unless otherwise reserved. Notice may be sent by regular mail or other reputable delivery service, by facsimile or by e-mail. The notice need not specify the purpose of the meeting. Any business that may be performed by the Board of Directors at a regular meeting may also be performed at a special meeting of the Board of Directors.
- 2.5 Quorum-** A quorum shall consist of (2/3) of all voting Board Members.
- 2.6 Proxy-** No proxy voting will be allowed.
- 2.7 Agenda-** All Board Meetings are to start with an agenda that will be posted on the Canby Wildcats web-site one week prior to meeting. All voting matters will be listed on the agenda and will be voted with a majority vote. There will be no voting allowed unless the subject was listed on the agenda. Special Meetings can be called for voting that was not previously scheduled.
- 2.8 Profit and Loss-** A statement of profit and loss will be handed out at every regular meeting and will contain a summary of the most current month and a year to date statement with columns broken down by category (e.g.-registration, tournaments, concessions, sponsorships, donations, etc).
- 2.9 Call to Order-** Regular meeting will not be called to order without an agenda, profit and loss statement, minutes of previous meeting and a presence of (2/3) of Board of Directors.
- 2.10 Director Conflict of Interest-** A transaction in which a director of the corporation has a direct or indirect interest shall be valid only if the Board of Directors or a committee thereof authorizes, approves or ratifies the transaction by a vote or consent sufficient for the purpose. The Board reserves the right to deny any such transactions by a majority vote. There will be no direct relations to any other members serving positions on the board. Conflicts surrounding these issues that are unclear will be decided by the board with a majority vote. In the event of multiple board members

sharing a relation on another committee, those said members will bring (1) vote on matters that directly effect their committees said requests.

- 2.11 Removal-** A Director may be removed for just cause by a two-thirds majority vote. Meetings must be called expressly for that purpose and a quorum present.
- 2.12 Vacancies-** Shall be filed by a majority vote, all qualified members will be allowed to vote, including parents, volunteers and coaches who have attended at least (1/4) of board meetings beginning the fiscal year and paid a \$10.00 annual association fee. Voting privileges will be for the annual meeting only, when elections take place
- 2.13 Resignation-** Any Director may resign by delivering written notice to the Board of Directors, or its corporation (Canby Kids). Such resignation shall be effective, unless the notice specifies a later effective date immediately. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.
- 2.14 Failure of Director to Attend Meetings-** A director who fails to attend (3) meetings within the fiscal year without reasonable excuse and notification shall be deemed to have resigned for purposes of establishing a quorum and for voting at following meetings.
- 2.15 Nominations-** Any, parent coach or volunteer that has attended at least (1/4) of meetings for the fiscal year and paid a \$10.00 annual fee will have voting privileges. All voting members must be of 18 years of age.
- 2.16 Appointment and Term of Office-** Each member of the Board will serve a two year term ending at November meeting. Candidate elects will have a mandatory background check prior to taking position. Terms will alternate every two years with five elections to take place at annual meeting. All elected candidates must be residents of Clackamas County and have attended (1/4) of regular meetings during the fiscal year.

ARTICLE 3 DUTIES OF OFFICERS

3.1 General Duties-

- a. Evaluate and direct the Wildcats Association in a professional, fiduciary manner.
- b. Review and take action on any unethical or inappropriate behavior of any director, coach, volunteer or parent.
- c. Attend all matters concerning future directions and goals of the Wildcats.
- d. Follow mandatory codes as set forth by the ASA.
- e. Review and take action as the Board of Directors deems necessary to promote an excellent working relationship with Canby Kids, parents, volunteers and business owners in and around our community.

- 3.2 **President-** Attend all sessions of the Board of Directors, Canby Kids and mandatory ASA meetings. Reports to Canby Kids executive board members and report back to the Wildcats board. Communicates with vice-president as information is received to ensure a smooth transition if unable to perform duties. Will be in general charge of the Wildcats, business and affairs, subject to the control of the Board of Directors. The President shall act as Chairman at all meetings of the Board. In the event of any tie vote among the Board, the President shall cast a vote to obtain a majority. The President may execute on behalf of the corporation all contracts, agreements, and other instruments. The President shall reply in a reasonable amount of time to any discretions or improprieties that occur with any member, coach, parent or volunteer.
- 3.3 **Vice President-** Attend all regular Board meetings, assist President in all functions that he deems necessary. Prepare monthly Agendas and give to Communications Officer for posting. Obtain all background checks and review with President. Sign all checks payable to vendors with Treasurer. Vice President communicates with Treasurer on financial issues, and communicates directly with President to ensure an open line of communication.
- 3.4 **Secretary-** Prepare minutes of all meetings and make available at the beginning of the next scheduled regular board meeting, gives copies of minutes to Communications Officer to post on web-site within (48) hours of last scheduled regular meeting. Update minutes as necessary for any special meetings called and annual meeting. The Secretary shall have custody of the minute books and other records pertaining to the corporate business, and shall be responsible for authenticating the records of the corporation. The Secretary will provide minutes for board members for past two years when requested, and provide copies for projected attendance of next scheduled regular meeting.
- 3.5 **Treasurer-** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks. In general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. Will communicate in the capacity required to ensure understandings of financial responsibilities to President and Vice President. The Treasurer will provide a Profit and Loss statement for every general meeting with current information that is available, and provided, and have copies available for projected attendance. Will provide any request for financial review within a two week time period.

- 3.6 **Communications-** Update and post any necessary information on Wildcats web-site. Maintain web-site to allow for easy access for information necessary to inform community of upcoming events, communications, and registration. Will provide a list of all registrations to Treasurer and Fundraising Committee. Available for questions needed Wildcats email and voicemail will report directly to the communications manager for information needed to answer any requests. Will post Minutes from Meeting and Agendas on web-site.
- 3.7 **Park Liaison-** Attend all City of Canby Parks and Recreation meetings and report information deemed necessary to the Wildcats Association. Practice and game field representative and scheduling of maintenance of any said fields. Will communicate with Facilities Coordinator on issues that arise.
- 3.8 **Equipment Manager-** Inventory and track all field equipment and uniforms, receive and bring bids to the board for approval. Purchases equipment that the Board has approved.
- 3.9 **Members at Large-** Board of Directors will have at least (2) of these positions at all times.
- 3.10 **Fundraising Representative-** Reports all monies earned to the Board of Directors monthly. Coordinates with Coaches and Fundraising Committee on any requests for fundraising. All requests will be discussed by the committee and passed to the requestor in a timely manner. Will have members of his/her committee available for every fundraising event. The fundraising committee will coordinate all events for the general fund.
- 3.11 **Ethics Committee-** Oversees any disputes, discretions or disagreements between members, coaches, and volunteers. This committee will consist of non-bias citizens that live in or around the Canby community. Reports directly to the board any recommendations per their findings. The Ethic Committee members will not include any coach, volunteers, parents, or members of the Board.

ARTICLE 4 CODES OF CONDUCT

- 4.1 Coaches, Board Members, volunteers and elected nominees will require background checks. This is to include and misdemeanor, felony, and federal offenses. ASA rules will be followed for any discretion found on checks. The board reserves the right to vote on offenses that may cause concern with our community. A review will be done by the Board of Directors and any questionable checks will be addressed. The candidate has one week from time of discovery to meet and address the Board for further action. The Directors will convene at a special meeting for discussion and a formal vote. All results for background checks are to be held by Canby Kids only. Decisions will be effective for a 7 year period, the Board reserves the right to extend and/or adjust this time period.

- 4.2 Coaches or Directors that have been banned from any community organization, including Canby Kids, for any reason, will not be allowed any involvement with the Wildcats.
- 4.3 Coaches will have handbooks with them at every practice and game and available at times. Handbooks to include ASA ID's, Policies for Coaches Aces cards, and Rosters.
- 4.4 All coaches are to refer any conflicts between parents, other coaches or volunteers to the Board or Ethics committee if a resolution cannot be met on an individual level.

ARTICLE 5 FUNDRAISING COMMITTEE

- 5.1 All team members must participate in the required Wildcat fundraising events.
- 5.2 All players that have not completed the requirements of the mandatory fundraiser will be subject to a monetary fine. (Amount to be determined). This will need to be paid prior to registration of spring ball the following year.
- 5.3 All fundraising monies will be accounted for by a fundraiser committee representative and then passed to the Treasurer for deposit. When the monies are exchanged a receipt will be given to the Fundraising representative for recordkeeping.
- 5.4 All individual team fundraisers must be brought to the fundraising committee for discussion on a case by case basis prior to the event. All events held for the general fund will be ran and organized by the fundraising committee. Any monies collected for an individual fundraiser over \$1000.00 will donate 10% to the general fund unless otherwise specified.
- 5.5 After being approved/disapproved by the fundraising committee all requests will be submitted to the Board of Directors for final decisions.
- 5.6 All mailers going out to the community requesting sponsorship must contain certain verbiage and information to be legal. All letters of this nature must be approved by the Board of Directors to verify legality with Canby Kids codes, prior to delivery. Additionally any fliers used to solicit The Wildcats need to be approved by the Board of Directors and approval by the Canby School District for any fliers or leaflets left on school property.

- 5.7** Fundraiser committee members will be present at every event regardless if it's for the general fund or individual team to ensure a positive, consistent relationship.
- 5.8** Any fundraising monies that are raised without prior communications to the fundraiser committee and Board of Directors will be deposited into the general fund. The committee will then determine if any further actions need to be taken and concerns will be reported to the Board.

ARTICLE 6 DRAFTING OF TEAMS

- 6.1** "A" Competitive Teams- No holding of any players. Competitive travel team will have open tryouts each year.
- 6.2** Every team whether it's a B or C level will have an equal amount of catchers and pitchers.
- 6.3** Every participant in the A level tryouts will be ranked by a committee of coaches, including the "A" team head coach and will be tallied by this same committee. The team will consist of the top (8) ranked players and an additional, up to (5) players, chosen by the coach. Volunteers will run the tryouts, not coaches. There will be no recruiting of players prior to scheduled tryouts.
- 6.4** Girls will be contacted within (3) days of tryouts with announcement of team placement and/or invited to tryout at the "B" or "C" level.
- 6.5** "B" teams will be allowed to carry up to five players from the spring ball individual roster, including own kids.
- 6.6** Tryouts will be held approximately two weeks after "A" team tryouts.
- 6.7** Every coach goes to tryouts to view candidates for team selection. A private meeting will be held after the tryouts. Coaches at that time will announce their protected players. Coaches pick numbers in a lottery fashion to choose remaining players. If one coach protects (5) players and another coach protects only (3) players they will draft additional players to add up the (5) protected players. There will be no recruiting prior to placements.
- 6.8** If a coach who did not have a spring ball team is selected to coach in any given year he/she will have the opportunity to pick up to (5) girls prior to lottery.
- 6.9** Girls will be called within (3) days from tryouts for team placement.
- 6.10** "C" tryouts will run the same way as "B" if needed.

- 6.11** If there are (2) “A” competitive teams, the Board of Directors will make a decision based on all relevant information available.
- 6.12** New players to Wildcats will be assigned to the next in line according to original lottery drawing. If the new player is a pitcher or catcher and a team is short one of these positions, Members of the Board will call a special meeting with the coaches for a decision.
- 6.13** No players outside of the Canby community will be allowed to register unless the parents and coaches petition the Board, the Board will then make a decision based on suitability as well as availability. The Coach will petition the board first and then the parents if needed. This decision can be altered from a vote from the Board of Directors only.
- 6.14** Parent transfer requests- The parent or legal guardian of a player may contest placement of that player on a team by submitting a transfer request in writing, but shall have no influence over selection of the team to which the player may be transferred. These circumstances will be brought to the Board for decision ruling. The Board will determine whether a transfer shall take place, considering all relevant information, including the purposes for Canby Softball Association to offer beneficial experiences to players, to maintain parity of skill levels among teams and to satisfy Canby Softball Association constituents, the players and their parents.
- 6.15** No individual team will have more than (2) Assistant Coaches.

ARTICLE 7 FINANCIAL ACCOUNTING POLICIES

- 7.1** All monies collected are deposited into our organizations bank account. This includes individual teams who are not to have their own account using the Canby Kids tax ID number. The procedure shall include safeguards used, such as monies received during sign ups are counted by a representative of the Board and a Fundraising committee member. The amount is to be signed and recorded by both individuals.
- 7.2** Appropriateness, substantiation, authorization and payment of all expenses, i.e., all payments must be supported by purchase orders and made only by a check signed by (2) signatures of the Board of Directors, to include either the President or Vice President.
- 7.3** Executive sessions are held every quarter beginning in January, after the regular meeting to verify receipts, substantiation, internal controls and authorization of all payments.

7.4 A review will be performed by Canby Kids on an as needed basis.

7.5 All monthly bank statements sent directly from the bank to Canby Kids office and reviewed at executive meeting.

7.6 A request for accounting records will be made available upon request to Board members and executive board in a timely manner (two weeks).

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting, subject to repeal or change by action of the members of the corporation.

Candy Kids Softball
Canby, Oregon

Adopted this _____ day of _____, 2005

BY: See Attached Signatures