

**BY-LAWS, revised September 9, 2019**

**ALOHA BASEBALL CLUB ("ABC")**

**Article I. NAME & DESCRIPTION**

Section 1.01 The name of this organization shall be: Aloha Baseball Club.

Section 1.02 The ABC is a nonprofit organization that exists for charitable purposes; including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

**Article II. VISION /MISSION**

Vision: The Aloha Baseball Club is a non-profit 501(c)(3) organization dedicated to supporting youth baseball in the Aloha, Oregon community with our primary focus being the baseball program ("Program") for Aloha High School ("School"). We believe in community and supporting the development of players to be their best, on and off the field.

Mission: Aloha Baseball Club was formed as an avenue to provide the Aloha High School baseball program with both financial and moral support. Our desire is to promote athletic excellence, good sportsmanship and accountability while building relationships among athletes, parents, coaches, and our community.

ABC's main goal is to raise funds to supplement what is provided by the Beaverton School District to operate the Aloha High School baseball program. Funds raised help with field/cage/building maintenance, uniforms, baseball equipment, high school baseball tournaments, umpires, training, etc. We also supplement our coach stipends for each team during the summer and fall seasons.

**Article III. POLICIES**

- (a) The programs of ABC shall be social activities, fundraising and volunteerism within the baseball program, the School and in the community.
- (b) ABC shall be noncommercial, nonsectarian and nonpartisan. Neither the name of the ABC nor the name of any of its members or officers in their official capacity shall be used in any connection with a commercial concern, or with any partisan interest, or for any purpose other than the regular work of ABC.
- (c) ABC exists as a separate entity from the School:
  - (i) While activities at the School require approval from the Principal and/or district, the ABC is sole and separate from the school and must maintain its own finances, insurance, oversight and controls.
  - (ii) The ABC and shall not seek either to direct the administrative activities of the

School, or Program, or to control policies of either.

- (d) ABC may cooperate with other organizations and agencies active in supporting the students of the School and/or within the Program.
- (e) No substantial part of the activities of ABC will include electioneering in connection with ballot measures, and under no circumstances shall ABC engage in political activity either for or against any candidate for public office or measure up for vote on a ballot.
- (f) A Policy & Standards document shall be kept for additional detail regarding operations, logistics and any additional expectations not captured in the by-laws; the document should be updated annually. The Policy & Standards do not supersede the by-laws. In the event of an unintended conflict, the direction of the by-laws should prevail.

#### **Article IV. MEMBERSHIP**

Section 4.01 *Membership is open. All parents and legal guardians of current players in the Program are automatic members of the ABC.*

#### Section 4.02 *Volunteers*

- (a) All adult volunteers at the school must pass the Beaverton School District Background check requirements. Board of Director Volunteers must also pass a Criminal Background check as outlined in the current Policy and Standards.
- (b) Volunteers may include parents, legal guardians, other family members, and members of the community.
- (c) Having a child enrolled at the school is not required to volunteer.
- (d) Siblings and children from other schools may volunteer with proper supervision and authorization.
- (e) Board of director positions may be filled by community volunteers without children at the school if there is a vacancy. Parents and legal guardians with children at the school should be selected before community volunteers.

#### **Article V. BOARD OF DIRECTORS (“the Board”)**

Section 5.01 *The policies regarding the Board of Directors are as follows:*

- (a) The Board of Directors for the ABC shall consist of five (5) voting Officers. Each voting position shall have one vote. If an Officer serves in multiple roles, it is only one vote per Officer.
  - (i) The five (5) elected Officer positions consist of: President, Vice President, Secretary, Treasurer and the Fundraising Coordinator.

- (b) The Head Coach of the Program shall serve as Advisor to the Board. Advisors are non-voting Board Members.
- (c) Standing Committee Project Managers (“Project Managers”) shall be appointed by the Board for each active Committee for the current term (see Article 8 regarding Committees). Project Managers are non-voting Board Members. Events and activities may be conducted without an assigned committee if approved by the Board.
- (d) Elected Officers and appointed Board Members shall serve for a term of two (2) years from October 1 of the current year to September 30 of the following year.
  - (i) Elected Officers shall be ineligible for more than two (2) consecutive terms in the same position, unless there is no successor available and the option to extend is approved by the Board.
  - (ii) By October 1, all Officers and Members shall have delivered all files and records (physical and electronic), including any required reports to the general ABC storage for future reference.
  - (iii) Outgoing Officers shall complete a formal transition with incoming Officers by October 1 of the current school year.

Section 5.02 *The duties of the Board shall be:*

- (a) To transact necessary business in the intervals between Board Meetings, General Meetings and business referred to it by the membership;
- (b) To create Standing and Special Committees, as needed;
- (c) To approve the projects for the Committees, and/or other projects;
- (d) To approve expenditures;
- (e) To present a Financial Status at Board Meetings and all General Meetings, including monthly bank statements;
- (f) To review and approve an annual budget.
- (g) To engage the membership in activities and/or volunteerism, soliciting ideas, involvement and input:
  - (i) This does not imply the Board must approve or fund ideas or input that is shared.

Section 5.03 *The Board shall manage, control and conserve the assets and reputation of the ABC.*

- (a) Maintaining proper oversight, insurance and controls.

## **Article VI. OFFICERS AND ELECTIONS**

Section 6.01 *The policies and procedures for the officers and elections will include, but not be limited to:*

- (a) Self Nominations for Officers shall be made by any member of the General Membership and be submitted to the President. If the President position is vacant, the Vice President shall receive nominations. Self Nominations shall be finalized no later than July 30 of each year, or as close as possible to that date. The Board shall make best efforts to ensure at least one nominee for each office appears on the ballot and shall publish the names of the nominees with the notification of the September General Meeting.
  - (i) Only those persons who have consented in advance to serve, if elected, shall be eligible for nomination. A criminal background check must also be passed for officer candidates prior to the beginning of their term of service.
- (b) The election of new Officers shall be held at the September General Meeting. The Officers shall be elected by a majority vote of the membership present.
- (c) A vacancy occurring in any office shall be filled for the unexpired term by a person appointed by the President and confirmed by a majority of the remaining voting Officers. In the case of a vacancy occurring in the office of President for the unexpired term, the Vice President shall assume the duties of President for the unexpired term, and a new Vice President shall be nominated by the Board and elected by a majority vote at the next regular Board Meeting.
- (d) Removal of an Officer can be conducted for failure to fulfill duties by majority vote of the Board.

## **Article VII. DUTIES OF ELECTED OFFICERS**

Section 7.01 *The duties of the elected Officers will be:*

- (a) President
  - (i) Executive head of the Board, and the Membership by presiding at all meetings.
  - (ii) Assist Fundraising Coordinator to identify Committee Project Managers, as needed.
  - (iii) Serve as the primary interface with the School, the Beaverton School District, and the community. Coordinate the work of the Officers and Committees.
  - (iv) Perform other duties as necessary and proper for the operation and well-being of the ABC as defined in the Policy & Standards.

(b) Vice President

- (i) Assist the President and, in the absence of the President, perform the duties of the President.
- (ii) Conduct Expense and Budget Reviews, and sign reimbursement checks with the Treasurer, in line with decisions approved by the board.
- (iii) Perform other duties as necessary and proper for the operation and well-being of the ABC as defined in the Policy & Standards.

(c) Secretary

- (i) Keep an accurate record of all business transacted at each Board and General Meeting.
- (ii) Maintain a copy of the By-Laws and minutes from prior meetings for reference at each Board and General Meeting.
- (iii) Responsible for communication for the ABC, including announcements to the General Membership and meeting minutes.
- (iv) Perform other duties as necessary and proper for the operation and well-being of the ABC as defined in the Policy & Standards.

(d) Treasurer

- (i) Receive all monies of the ABC and keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approved budget.
- (ii) Present a current financial statement at every Board and General Meeting and at any time upon request, within reasonable time frame.
- (iii) Maintain financial records in an organized and consistent manner.
- (iv) Ensure proper Bonding and Insurance Requirements are met. Responsible for appropriate state/federal annual filing forms. Information should be approved by the Board prior to filing.
- (v) Perform other duties as necessary and proper for the operation and well-being of the ABC as defined in the Policy & Standards.

(e) Fundraising Coordinator

- (i) Provide oversight for the various fundraising efforts for ABC.
- (ii) Make best efforts to help fill the roles of each Standing Committee and/or Special Committee related to fundraising.

- (iii) Work with Vice President and Treasurer to reconcile fundraisers with the Committee Project Managers.
- (iv) Perform other duties as necessary and proper for the operation and well-being of the ABC as defined in the Policy & Standards.

Section 7.02 *All elected Officers shall uphold and abide by, as well as ensure compliance with, procedures as written in the By-laws and Policy and Standards.*

## **Article VIII. COMMITTEES**

Section 8.01 *Standing Committees of the ABC:*

- (a) Shall be created or dissolved by the Board as necessary.
- (b) Standing Committee Project Managers shall be approved by the Board; their terms shall be in line with the length of the designated committee project.
- (c) Any Standing Committee will have Roles and Responsibilities documented in the Policy and Standards. Projects and events may be organized directly from the board, or by volunteers if approved by the board.

## **Article IX. BUSINESS MEETINGS**

Section 9.01 *ABC General Meetings shall be held at least once each year.*

- (a) General Meeting shall be held in September along with the elections/budget meeting. Other meetings may be called by the Board, as necessary. All General Meetings shall be held with not less than five (5) days' notice to the membership. The members in attendance at a duly called General Meeting shall constitute a quorum.
- (b) The regular date for the Board Meetings shall be set by the Officers of the Board. Special meetings of the Board may be called by the President or by request of a majority of the officers of the Board upon reasonable notice to the Board. A majority of the Board shall constitute a quorum.
- (c) The rules contained in "*Robert's Rules of Order, Revised*" shall govern in all cases in which they are applicable, and in which they are consistent with the By-laws of the ABC.
  - (i) The President and Vice President shall be responsible for administering these rules of order.
  - (ii) Standing rules of order as are deemed necessary may be adopted by a majority vote of the membership present provided they are consistent with the By-laws of the ABC.

**Article X. BUDGET AND TREASURY**

Section 10.01 *The budget and treasury for the ABC:*

- (a) The ABC shall meet each year to review the past year's budget and to prepare a proposed budget for the coming year. This budget, with any changes recommended by the Board, shall be presented to the membership at the October General Meeting for approval.
  - (i) The budget must also be adopted by the membership no later than October 15.
- (b) Any non-budgeted expenditures must be approved in advance by the Board. The President and one other Officer will provide authorization for all non-budgeted expenditures.
- (c) A minimum of \$5,000 shall remain in the treasury at the end of each school year as a contingency fund to be passed to the new Board in order to provide operating funds to begin the next school year.
- (d) The ABC's fiscal year shall run from January 1 – December 31.
- (e) The ABC's financial records shall be reviewed at the end of each fiscal year by at least two people appointed by the Board.
- (f) All funds of the ABC shall be maintained in a bank or credit union insured deposit account.
- (g) All checks over \$500 drawn on the account shall be signed by two Officers of the Board.
- (h) A debit card should not be approved for any ABC account.
- (i) Financing of large projects may be approved by the Board.

**Article XI. CONFLICT OF INTEREST POLICY**

Section 11.01 *The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.*

Section 11.02 *Definitions:*

- (a) Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (i) An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- (ii) A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- (iv) A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 11.03 *Procedures.*

- (a) **Duty To Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
- (b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- (c) **Procedures for Addressing the Conflict of Interest.**
  - (i) Any person with interest will leave the room during voting.
  - (ii) The chairperson of the governing board or committee may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement before a vote.
  - (iii) After exercising due diligence, if an alternative cannot be found a majority vote of the disinterested officers on the Board shall be used.
- (d) **Violations of the Conflict of Interest Policy.**
  - (i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - (ii) If, after hearing the member's response and after making further investigation as

warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

*Section 11.04 Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:*

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

*Section 11.05 Compensation.*

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

*Section 11.06 Annual Statements. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:*

- (a) Has received a copy of the conflict of interest policy;
- (b) Has read and understood the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

*Section 11.07 Periodic Reviews. To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:*

- (a) Whether spending arrangements and benefits are fair and reasonable, are based on competent survey information.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, and are fair and reasonable.

*Section 11.08 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.*

## **Article XII. AMENDMENTS**

*Section 12.01 These By-laws may be amended at any Board or General ABC meeting by a majority of the membership present and voting, provided the proposed changes were provided for comment to the general membership, in advance, at least 10 days prior to the meeting.*