

ROSE CITY SOFTBALL ASSOCIATION BYLAWS

ARTICLE ONE – NAME

1.01 The name of this corporation is "Rose City Softball Association", hereinafter referred to as "RCSA", or simply as the "League".

ARTICLE TWO – OFFICES

2.01 The corporation shall maintain in the state of Oregon a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may fix by resolution.

ARTICLE THREE – PURPOSE

3.01 This corporation shall be organized and operated exclusively for 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 and Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding future statutes. The primary purpose(s) for which this corporation is organized are as follows:

- a) to create and establish an organized non-profit amateur athletic association, whose primary focus is on slow-pitch softball, for all persons regardless of age, race, creed, religion, gender, national origin, sexual orientation or athletic experience or ability, with special emphasis on the participation of the members of the gay and lesbian communities;
- b) to promote an appreciation of and tolerance for diversity in the greater social community;
- c) to promote a healthy lifestyle through physical education and activity; and
- d) to nurture interpersonal communication and leadership skills within the membership, utilizing the organizational structure of the league as a societal model.

3.02 Affiliation of this League is as a sanctioned member of the North American Gay Amateur Athletic Alliance (NAGAAA).

3.03 Rules of play shall be those adopted by the Amateur Softball Association (ASA), unless specifically and uniformly amended by RCSA Open Division ("Open Division") or RCSA Women's Division ("Women's Division") Rules. Copies of ASA, Open Division and Women's Division Rules, as applicable, will be given to every team manager prior to the start of each season.

ARTICLE FOUR – MEMBERSHIP

4.01 There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is required by the law, the Articles of Incorporation, or the bylaws of this corporation.

4.02 Individual membership is available to any person who is on an approved team in good standing as a rostered player, coach, manager or scorekeeper, and maintaining eligibility requirements for same set forth by the Open Division or Women's Division Rules, as

applicable, and who fully supports the League's objectives.

4.03 Membership is available to teams and individuals residing within RCSA's geographic boundaries, to include the entire state of Oregon, and the counties of Clark and Cowlitz in the state of Washington, making proper application in accordance with Open Division or Women's Division Rules, as applicable.

4.04 League Member dues shall be paid by the individual as uniformly set and communicated by the Joint Executive Committee for all members in the League. Said dues shall be included in the Projected Annual Budget (see Sections 6.09(e) and Article Twelve). League Member dues not paid prior to the team's first scheduled game will result in the individual being ineligible to play.

4.05 Sponsor fees shall be paid as uniformly set and communicated by the Joint Executive Committee for all teams in the League. Said fees shall be included in the Projected Annual Budget (see Sections 6.09(e) and Article Twelve). Sponsor fees seven (7) days or more in arrears may result in late charges and/or suspension of the team after due notice.

4.06 A member may be expelled by the Joint Executive Committee upon the execution of due process in accordance with the respective provisions of the Open Division or Women's Division Rules, as applicable.

ARTICLE FIVE - BOARD OF DIRECTORS

5.01 The affairs of the corporation shall be managed by its Board of Directors, who shall number not less than **five (5)**, nor more than **eleven (11)** members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided.

5.02 The Board of Directors may henceforth be referred to collectively as the "Joint Executive Committee", "League Officers" or simply as "Officers", and each director may henceforth be referred to as a "League Officer" or simply as an "Officer".

5.03 The President of the corporation shall in even-numbered calendar years be the **Women's** Division Commissioner, and in odd-numbered years be the **Open** Division Commissioner. The Secretary of the corporation shall in even-numbered years be the **Open** Division Secretary, and in odd-numbered calendar years be the **Women's** Division Secretary.

5.04 The President of the corporation shall have the responsibility for the general management of the corporation, and shall see that all orders and resolutions of the Joint Executive Committee are carried into effect.

5.05 Notwithstanding any provision to the contrary contained herein, the Secretary of the corporation shall have overall responsibility for all recordkeeping and all corporate funds. The Secretary shall perform, or cause to be performed by other Officers, the following duties:

- (a) official recording of the minutes of all proceedings of the Joint Executive Committee, Joint Division Commissions, Nomination Meetings, Election Meetings, or other Special Meetings;
- (b) provision for notice of all meetings of the Joint Executive Committee, Joint Division Commissions, Nomination Meetings, Election Meetings, or other Special Meetings;
- (c) placing the names of all qualified persons who are members in the corporation on the membership list and removing from the membership list the names of all current members who are expelled from further membership; (d) keeping of full and accurate accounts of all financial records of the corporation; (e) the deposit of all monies

and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the Joint Executive Committee;

(f) the disbursement of all funds when proper to do so; (g) making financial reports as to the financial condition of the corporation to the Joint Executive Committee; and (h) any other duties as may be prescribed by the Joint Executive Committee.

5.06 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 Board members.

ARTICLE SIX – OFFICERS

6.01 The Officers of this League shall be: Open Division Commissioner, Open Division Assistant Commissioner, Women's Division Commissioner, Women's Division Assistant Commissioner, Open Division Secretary, Women's Division Secretary, Treasurer and two (2) "at large" Joint Executive Committee Members. With the exception of the two (2) "at large" Joint Executive Committee Members and Treasurer, the Officers will serve as Officers of their respective Division Commissions ("Commission" singularly, and "Commissions" jointly and severally), and with the two (2) "at large" Joint Executive Committee Members and the Treasurer, as the Joint Executive Committee.

6.02 Election of Officers:

a) Nominations shall be opened at a Joint Commission Meeting of both divisions no less than four (4) weeks and no more than six (6) weeks before the Election of Officers Joint Commission Meeting ("Election Meeting"). Said Election Meeting date shall be set by the Joint Executive Committee no less than two (2) weeks prior to the Joint Commission Meeting at which nominations are open. Nominations are made and seconded by any League member for open positions within their respective division. With regard to the Treasurer and the two (2) "at large" Joint Executive Committee Member positions, nominations are made and seconded by any League member. Nominations are closed when the chair asks for and does not receive any more nominations.

b) Any League member in good standing who is nominated as specified in Section 6.02(a) above, is qualified as a candidate for League Officer.

c) Each Officer of each division shall be elected from the qualified candidates nominated, and by majority vote of all votes cast from within that division. With regard to the two (2) "at large" Joint Executive Committee Member positions, each shall be elected from the qualified candidates nominated, and by majority vote from both divisions.

d) Each League member may vote for one candidate for each office in their respective division, and every League member may vote for each of the two (2) "at large" Joint Executive Committee Member positions and for the League Treasurer. Voting will take place at a time and location, and in a manner as set by the Joint Executive Committee (see Section 8.03).

6.03 Term of Office:

The term of office for Open Division Commissioner, Open Division Assistant Commissioner, Women's Division Commissioner, Women's Division Assistant Commissioner, Open Division Secretary, Women's Division Secretary, Treasurer and the two (2) "at large" Joint Executive Committee Member positions shall be two (2) years.

The Open Division Commissioner, Women's Division Assistant Commissioner, Women's Division Secretary, and one (1) "at large" Joint Executive Committee Member position shall be elected in odd-numbered calendar years. The Women's Division Commissioner, Open Division Assistant Commissioner, Open Division Secretary, Treasurer and one (1) "at large" Joint Executive Committee Member position shall be elected in even numbered calendar years. Newly elected Officers shall begin their term on October 1 of the year in which such Officers are elected.

6.04 Removal from Office:

An Officer who represents either the Open Division or the Women's Division may be removed by two-thirds vote of a duly announced Division Commission Meeting of that respective division, if the duties of such office were violated or not performed. An Officer who represents both Divisions (i.e., the Treasurer or an "at large" Joint Executive Committee Member) may be removed by two-thirds vote of a duly announced Joint Commission Meeting, if the duties of such office were violated or not performed. At least two (2) weeks written notice must be provided to any Officer being considered for removal and to the other League Officers and Commission Members, as applicable, in order for said Division Commission Meeting or Joint Division Meeting to be duly announced.

6.05 Filling Vacancy of Office:

- a) An office vacated by resignation, removal, or death with half (1/2) or less of the current term remaining to be served shall be filled by appointment by the respective division's Commissioner. At the next regular Division Commission Meeting, the Commission Members shall be notified of such appointment. Such appointment shall be for the remainder of the term of the office vacated.
- b) An office vacated with more than half (1/2) of the current term remaining shall be filled by a majority vote of that division's Commission.
- c) Should the office of a division's Commissioner become prematurely vacant due to resignation, removal or death, that division's Commission shall select a replacement from the ranks of its membership to complete the current term of said office. The replacement will be appointed by a majority vote of that division's Commission. If the replacement is an Officer within the division, the division's Commission will in turn appoint a replacement to fill the vacancy created by his/her selection.

6.06 Duties of Open Division and Women's Division Commissioners:

- a) Preside at all meetings of their division's Commissions, coordinate and direct the activities of his/her respective division, direct the policies of the League, and perform the duties as may be necessary for the proper and efficient conduct of the League.
- b) Administrative duties shall include, but not be limited to: overseeing the timely development of the Projected Annual Budget; the regular and timely communication of their division's Commission minutes and the delivery of the Joint Executive Committee's Annual Report to the Commission.
- c) Appoint chairpersons to divisional committees.
- d) Enforce all rules of the League, as they pertain to their division, among their division's members.
- e) Act on behalf of their division in any matter of emergency that is not covered in these Bylaws, or in the RCSA League Rules. Such action is subject to future ratification by the Joint Executive Committee.

- f) Shall be ex-officio members of all committees.
- g) Shall serve as President of the corporation during applicable years.

6.07 Duties of Open Division and Women's Division Assistant Commissioners:

- a) Assist the Commissioners in the execution of their stated responsibilities in Section 6.06 above.
- b) Assist other League Officers and Committees when requested to do so by their Commissioner.
- c) Represent their respective divisions at individual and joint meetings of Commission, and at Joint Executive Committee meetings.
- d) Represent the League and their respective divisions at division-sponsored, League-sponsored and non-League events as may be requested by their Commissioners from time to time.

6.08 Duties of Open Division Secretary and Women's Division Secretary:

- a) Maintain the official copies of the Bylaws, League Rules and related documents of the division, the League and NAGAAA.
- b) Record and maintain all division meeting minutes, including those of the Joint Executive Committee and any Joint Commissions. Said minutes shall be recorded and be available to all League Officers and Commission Members prior to the next Commission Meeting of each division.
- c) Give due notice of all League events and deadline dates to all division Commission Members at such time as prudent to avoid any fines or suspensions.
- d) Maintain a roster of all member teams, their representatives and current mailing addresses.
- e) Be responsible for intra- and inter-League and NAGAAA correspondence.
- f) Shall serve as Secretary of the corporation during applicable years.

6.09 Duties of Treasurer:

- a) Shall be the chief financial officer in charge of and with responsibility for all funds collected directly by or on behalf of the League or its committees, tournaments, and related activities.
- b) Shall maintain a ledger showing all income and expenditures of the league, in a format consistent with categories for income and expenditures as reflected in each year's league budget.
- c) Shall cause all such funds collected directly by or on behalf of the League or its committees, tournaments, and related activities to be speedily deposited in the League's name in such bank or banks as directed by the Board Joint Executive Committee. The Treasurer shall cause such bank(s) to send account statements directly to the League's business address or to such address that the League shall maintain as an internal accounting control of the financial reporting required in Section 6.09. Copies of bank

statements shall be mailed to the division Commissioners within three (3) business days of receipt of the last statement of the month.

d) Shall pay out League funds on the order of the Joint Executive Committee or divisional Commission as certified by the countersignature of another Officer on a League check for such ordered payment. Under no circumstances shall the Treasurer provide or accept "pre-signed" and/or "blank" checks in violation of this accounting control. Furthermore, receipts must be provided to the Treasurer for authorized reimbursements and record keeping.

e) Shall, with the Joint Executive Committee, develop and deliver the Projected Annual Budget, and present same in writing to the first regular Commission Meeting of their respective divisions each season.

f) Shall attend each Division Commission Meeting and provide a brief and current financial report (indicating receipts and disbursements, and both the previous and current balance on hand), as well as performance against the Projected Annual Budget. Such financial report and budget performance and all other related financial activity occurring up to a date within two (2) weeks of such meeting shall be provided to the Secretary in written form so that it may be included in the minutes of such Commission Meeting.

g) Shall provide a complete written financial report to the division Commissions for their audit prior to the published financial statement to be delivered with the Annual Report.

6.10 Duties of "at large" Joint Executive Committee Members:

a) Preside over meetings of the Joint Executive Committee, Joint Commission Meetings and the Annual Meeting.

b) Represent the interests of the League as a unified body, with an emphasis on supporting the objectives of the League and ensuring the ongoing viability, vitality and perpetuity of the League.

c) Vote on matters before the Joint Executive Committee with the interests of the "at large" membership of the League in mind.

6.11 Officers shall not receive any salaries for their Board or Officer services, but may be reimbursed for reasonable expenses related to Board or Officer services.

ARTICLE SEVEN - DIVISION COMMISSIONS

7.01 The composition of each Division Commission shall be the Commissioner, Assistant Commissioner, Secretary and one (1) representative from each team ("Team Representative") from within the Division. The Division Commission Officers shall not vote on resolutions brought before the Division Commission. The Division Commissioners shall vote only if their respective Commission is equally divided.

7.02 Prior to the first Regular Meeting of each division, each Team Manager shall provide their respective Commissioner with the names of the designated Team Representative and an alternate Team Representative, to affirm that they are acting as such team's representative on the Commission. The Team Representatives seated on the Commission shall remain the same until the next regular meeting of the Commission. The Commissioner shall be notified in advance by Team Managers of any other replacement. Notification may be by voice.

7.03 Each Division Commission shall adopt rules that will govern each division including, but not limited to, rules of play.

7.04 Each Division is required to submit its rules to the Joint Executive Committee two (2) weeks prior to the first scheduled day of play each season.

7.05 Duties of each Team Representative:

a) Shall be responsible for regular attendance at Commission meetings. Two (2) consecutive or three (3) total absences by any team from Commission Meetings shall constitute a failure of regular attendance. Failure of regular attendance responsibility shall cause the team's good standing to be in question; and, furthermore, may be grounds for said team to be penalized and/or disqualified from League play and/or NAGAAA championship play.

b) Shall be responsible for communicating Commission and League activities, requirements and needs to their team and/or team sponsor(s).

c) Shall represent their team in Commission Meetings; and, as necessary, in related League activities.

ARTICLE EIGHT – MEETINGS

8.01 Regular Meetings:

Regular meetings of each Commission shall begin at a place and time designated by the Commissioner and shall be held at least once per month during the regular League season. Notice must be provided to the Officers and Commission regarding changes to this schedule once set by the Commissioner.

8.02 Special Meetings:

A Special Meeting of a Division Commission may be called by a majority vote of the Joint Executive Committee or of the respective Commission. Telephonic notice of date, time, place and purpose of such meeting shall be made at least seventy-two (72) hours in advance. Business transacted at a Special Meeting should be limited to that advised in the notice.

8.03 Annual Meeting:

The Annual Meeting of the members of this corporation shall be held on the last Sunday of July each year at 2:00 p.m., at the registered office of the corporation, or at such other time and/or location as may be advised to the members no less than two weeks prior to such meeting.

8.04 Quorum:

A quorum for any Commission Meeting shall be constituted by attendance of a majority of the Team Representatives. A quorum for an Annual Meeting will be constituted by those members present.

ARTICLE NINE - JOINT EXECUTIVE COMMITTEE

9.01 The composition of the Joint Executive Committee shall be the League Officers.

9.02 The duties of the Joint Executive Committee shall be to manage the business of the League during the off-season interim when the Commission discontinues its regular meeting schedule as specified in Section 8.01 above. The Joint Executive Committee shall consider league matters referred to it by either Commission or by these Bylaws during both the regular League season and the off-season interim. The Joint Executive Committee shall create joint Committees to effectively

implement the activities of the League. The Joint Executive Committee shall also schedule all Joint Commission Meetings, the Nomination and Election Meetings, and the Annual Meeting.

9.03 The Joint Executive Committee shall have the power of discretionary review of Division rules that it determines might have a financial or legal impact on the League. Review of such rule(s) shall commence by majority vote of the Joint Executive Committee. A two thirds (2/3) majority vote of the Joint Executive Committee is required to nullify any rule(s) under review.

9.04 Meetings of the Joint Executive Committee shall be held as frequently as League business requires. One week notice is required for regular meetings. Special Meeting procedure shall be the same as set forth in Section 8.02 above. A quorum for any Joint Executive Committee Meeting shall be constituted by attendance of a majority of the League Officers, and such quorum shall not be deemed to have been reached unless one of the members constituting the quorum is an "at large" Joint Executive Committee Member.

9.05 The Annual Report of the Joint Executive Committee shall give a brief account of its activities during the off-season interim with recommendations for the future. Such report shall be submitted by each Commissioner in writing to the first regular Commission Meeting of their division each season. The Treasurer shall present that part of the report that constitutes the Projected Annual Budget. After discussion, and amendment if necessary, the report shall be adopted by each Commission, and published as the "Report of the Joint Executive Committee" in the Commission Meeting minutes.

ARTICLE TEN – COMMITTEES

10.01 Creation of a Committee:

The Joint Executive Committee, by a majority vote, or each Commissioner may create a committee. Committees shall be created during Joint Executive Committee or Division Commission meetings specifying the following:

- a) The objective(s) of the committee.
- b) The term of the committee. (One year maximum, and renewable).
- c) The date(s) upon which committee is to report; and the method by which the committee is to report.
- d) The number of members on the committee.
- e) The chairperson(s) and members to serve on the committee.

10.02 Tenure:

Each member of a committee shall serve for the term of the committee, and may be reappointed.

10.03 Chairpersons:

The Chairperson(s) shall be appointed from the membership of each committee by the Joint Executive Committee or Division Commissioner, as applicable, unless they choose to allow the Committee to elect such Chair. Such Chairperson(s) shall be responsible for the timely accomplishment of the measurable objectives to be reported to the Commission.

10.04 Committee Vacancies:

The Joint Executive Committee or Division Commissioner, as applicable, shall fill vacancies occurring in committee membership during its term.

10.05 Committee Finances:

Committee expenditures and fund-raising shall have the prior approval of the Commission (or the Joint Executive Committee in off-season interim). Such approval must be preceded by submission of a written budget with required detail by said committee. Changes in an approved committee budget must also be approved by the Joint Executive Committee or Division Commissioner, as applicable. Committees involved in expenditure and fund-raising shall regularly, promptly (i.e., up-to-date within two (2) weeks), and accurately provide the financial controls and reporting necessary for the League Treasurer; including, but not limited to, reports to the Joint Executive Committee or Division Commission, as applicable, if the committee has its own treasurer. The League Treasurer will handle such duties if the committee does not have its own treasurer.

10.06 Committee Rules:

Each committee may adopt rules consistent with these Bylaws for its government and accomplishment of objectives.

ARTICLE ELEVEN - FISCAL YEAR

11.01 The Fiscal Year of the RCSA shall begin on January 1 and end on December 31.

ARTICLE TWELVE - BUDGET AND FEES

12.01 The Projected Annual Budget prepared by the Treasurer, with the Joint Executive Committee (see Sections 6.09(e) and 9.05) shall include, but not be limited to:

- a) Funds for fields and umpires.
- b) Funds for reasonable postage, printing, secretarial expense, and office supplies.
- c) Funds for the League Champion team(s) from each division; as determined and proposed by the Joint Executive Committee, to be ratified by each Commission and to be used in any fashion by said teams exclusively for the NAGAAA World Series.
- d) Funds for travel for one (1) League Officer from each division to attend NAGAAA's Winter and Summer meetings, as allocated in the league budget for that year.
- e) Funds for the annual League Awards Banquet.
- f) Finally, offsetting fund-raising projections from dues, fees, merchandising, tournaments and other League events.

12.02 Changes to Budget:

The Joint Executive Committee may, upon submittal of the Projected Annual Budget or at some future date during the regular League season, adjust or change the Budget as necessary by majority vote of a Joint Executive Committee Meeting.

12.03 Team / Individual Dues or Fees:

Since team and individual dues or fees must be effectively assessed before the regular League season begins, the Joint Executive Committee shall uniformly set and communicate them before submittal of the Projected Annual Budget to each Commission.

Since conditions of team membership (see Sections 4.04, 4.05) should not be subject to unpredictable variation, changes in said dues or fees shall require a two-thirds (2/3) vote of a Joint Executive Committee Meeting.

ARTICLE THIRTEEN - AMENDMENTS TO BYLAWS

13.01 The method by which these Bylaws may be altered, amended or repealed and new Bylaws adopted is by two-thirds (2/3) vote of the Joint Executive Committee. 13.02 Amendments shall be effective immediately upon adoption, unless otherwise specified in the amendment. Amendments which would affect RCSA Open Division or RCSA Women's Division Rules should not be effective until the then-current season is completed.

13.03 No individual or other organization will be allowed to conduct fundraising at any Rose City Softball Association (RCSA) fundraising function. Violation of this rule by an RCSA team or member will result in a \$300.00 fine payable to the league prior to the teams' next game. Otherwise all of that teams games are forfeited until the fine is paid in full.

ARTICLE FOURTEEN - PARLIAMENTARY AUTHORITY

14.01 The Rules of Order for those matters not specifically covered in these Bylaws may be referred to "Roberts' Rules of Order, Revised" for guidance.