

**BY-LAWS OF SOUTH SOUND BASEBALL
a Washington Non-Profit Corporation**

Article I. NAME

Section 1 - This Corporation shall be known as “SOUTH SOUND BASEBALL (hereto referred to as SSB)”.

Section 2 - SSB is an affiliate of PONY Baseball Inc., and agrees to abide by the Rules and Regulations of PONY Baseball Inc.

Sections 3 - All By-Laws for SSB are specifically stated within this document.

Article II. MISSION

The purpose of SSB is to establish a program of youth baseball for children in the Thurston County and surrounding areas and to promote a strong sense of community and self, while members have fun teaching and learning the fundamental skills of baseball. SSB is intended to provide an outlet of healthful activity and training under good leadership in the atmosphere of wholesome community participation. SSB is dedicated to helping boys and girls become good and decent citizens. It strives to inspire them with a goal and to enrich their lives toward the day when they must take their places in the world. In keeping with this purpose it is the obligation of all who serve as adult leaders to provide young boys and girls with an opportunity to learn baseball fundamentals, teamwork and good sportsmanship.

Article III. STRUCTURE OF ORGANIZATION

Section 1 - SSB is made up of individual Districts - a District being a boundary of individual schools or school Districts as recognized by the Board. Each District provides a Director and the physical facilities, volunteer manpower and resources to provide a baseball program.

Section 2 - Any person 18 years of age or older may be elected or appointed by the local District or its current outgoing Director to succeed an outgoing Director. Each District Director may select an Assistant Director to serve as an alternate in the absence of the District Director at Board meetings and to assist with District functions. The District Director shall notify the Secretary of such elections or appointments.

Section 3 - Each District shall be entitled to a seat on the Board of Directors and representation at Board Meetings. It is the responsibility of the District Director to attend all Board Meetings or ensure that a suitable representative for the District is present at all meetings.

Article IV. BOARD OF DIRECTORS

Section 1 - The Board of Directors shall consist of a District Director from each District, Assistant Directors in the absence of District Directors, and Officers. All such persons shall become a member of this corporation and only Directors, Assistant Directors and Officers shall be members of this corporation.

Section 2 - The Officers of the Board of Directors shall include the President, Vice President, Secretary, and Treasurer, of which the Secretary and Treasurer may be held by the same person. The Officers are not required to be, but may be a District Director.

Section 3 - The terms of Officers shall be 2 years, elected for terms commencing on even numbered years. All officers shall be eligible for reelection. In the event of the death, resignation, or removal of any officer, the Board of Directors, by majority vote at an official meeting, shall select a replacement for such officer who shall serve until a replacement is elected at the next election and takes office. An Officer may be removed from office by a 60% vote of the Board. **President and Secretary elections will be on odd years. Vice President and Treasurer elections will be on even years.**

Section 4 - To the extent allowed by law, no Director, Assistant Director or Officer shall be liable to the corporation or its members for monetary damages when acting in their official capacity as a Director, Assistant Director or Officer. To the extent allowed by law, every person who is or has been a Director, Assistant Director or Officer of the corporation shall be defended, held harmless, and indemnified by the corporation against any judgments, penalties, fines, settlements or claims incurred because of the fact that such person is or was acting in their official capacity as a Director, Assistant Director or Officer of the Corporation.

Section 5 - The Board shall have the authority to oversee all business and operations of SSB and has final authority to approve the budget and financial audits, and hear appeals of disciplinary actions.

Section 6 - Any person who is suspended, removed or otherwise disciplined by the Executive Committee or their authorized representative shall have the right to appeal such action before the Board of Directors at a meeting called for that purpose. Such meeting may take place as soon as a quorum of the Board can be achieved.

Article V - Meetings of the Board and Voting

Section 1 – SSB Board of Directors shall hold meetings as necessary to conduct business. A meeting of the Board of Directors shall be held in November to elect Officers' positions being vacated for the upcoming year and to confirm appointments to the Executive Committee. Nominations for Officers may come from any Board member. New Officers shall take office on January 1 following the November election. Each District will be entitled to one vote. Notice of time and place of the meetings shall be made known to the Board of Directors by publication, electronic mail and/or individual mailings not less than 3 days prior to the date of the meeting.

Section 2- Quorum. At all meetings of the Board, the attendance of a majority of Board Members shall be necessary and sufficient to constitute a quorum for the transaction of business. Board action is by simple majority of Board members present and voting, except that removal of any Board Member or Officer shall require a 60% majority of all District Directors.

Section 3 – Proxies are allowed for voting on specific agenda items when provided in writing or by electronic mail to a Board member attending the meeting, and copied to the Board. Proxies are considered present for purposes of a quorum.

Section 4 – Board members may attend meetings, and Board meetings **may be conducted, telephonically and/or online, provided that all members can hear, and be heard by, all other members attending.**

Section 5 - Voting by electronic mail is allowed after discussion of an item has taken place at a noticed meeting of the Board and the item was noticed in the meeting notice. Electronic mail votes are considered present for purposes of a quorum

Article VI - Officers, Duties and Voting

Section 1 – The Officers may be nominated by any member of the Board and elected from among the District Directors, Assistant Directors, or the general public.

Section 2 – The President - The President shall preside at all meetings of the Board of Directors and Executive Committee; shall serve as the Chief Executive Officer of the Organization; and shall perform such other duties as are normally associated with the office of President. The President shall: serve as point of contact to the community; prepare agendas; represent SSB in fundraising activities; sign documents on behalf of SSB subject to the direction of the Board and Executive Committee, and exercise all powers and duties permitted by law to be exercised by the President which are not inconsistent with the Articles of Incorporation or Bylaws.

Section 3 - The Vice President shall perform such duties as may be assigned by the President; shall otherwise assist the President in the performance of the President's duties and in the absence of the President, shall preside at meetings of the Board, Executive Committee, and other SSB activities as necessary. In the event of the resignation, death or removal of the President, the Vice President shall serve as the President until such time as the Board can elect a new President according to Article IV, Section 3.

Section 4 - The Secretary shall have custody of the Bylaws, and all other records of the Organization; shall keep an accurate record of Board members, District Directors and Assistant Directors and the meetings and other activities of the Organization and of the Board of Directors; shall be responsible for all correspondence on behalf of the Organization and shall transmit all records and correspondence to any person elected to succeed him or her in that office.

Section 5 - The Treasurer shall receive and disburse all funds with the approval of the Executive Committee; shall keep an accurate account of all funds received and disbursed for the Organization; shall submit a financial report to the Executive Committee upon its request and at least annually to the Board and at such other times as may be requested by the President; shall compile an annual report of Organization finances; shall provide the books of the Organization and such other documentation as requested for the annual audit and shall transmit all financial records to any person elected to succeed him or her in that office.

Article VII Executive Committee

Section 1 - The Executive Committee shall consist of at least 5 and no more than 7 members of the Board including the President, at least two more officers of the Board and two more Board members. Executive Committee members shall be appointed by the President and confirmed by the Board. The majority of the Executive Committee will consist of District Directors or Assistant Directors, but no District may have more than one representative on The Executive Committee. The Executive Committee shall supervise and conduct the activities of this Association as directed by the Board and these Bylaws.

Section 2 - The Executive Committee may act for the Board in emergencies and the President may delegate individual members of the Executive Committee to act in situations that require immediate

action such as, but not limited to rule interpretations and disciplinary actions. The Executive Committee shall meet regularly at the call of the President when deemed necessary for the governance of the affairs of the Association and may meet and vote in person, telephonically, or by electronic mail. The Executive Committee shall provide adequate notice to its members and the Board of its meetings and report its activities to the Board of Directors. Executive Committee meetings are open to any member of the Board to attend.

Section 3 -The Executive Committee shall have the authority to act on behalf of, with reports to, the Board for activities that include but are not limited determining the local rules for play within SSB, policies, and codes of conduct for players, coaches, parents of registered players, umpires and others who may be participating in SSB activities, suspension, discharge, prohibition of participation in or attendance at SSB events or otherwise disciplining any member, manager, coach, player, parent of a player, Organization official, umpire or other person whose conduct is considered detrimental to the best interests of the Organization.

Section 4 -The Executive Committee may act upon its own motion for day to day business items including sponsorships, fields, player registrations and fees, scheduling of and contracting for fields, games and umpires, purchasing of equipment, etc, provided those actions are within the current Board approved budget. The Executive Committee may not act upon its own motion to approve the annual budget or annual audits, but only provide recommendations to the Board.

Article VII -Financial Policy

Section 1 –The Executive Committee shall recommend an annual budget to the Board of Directors. The Board of Directors shall approve the annual budget of the Organization, and bears the responsibility to oversee the financial affairs of the Organization in a sound business-like manner.

Section 2-The Board of Directors shall institute policy relative to the annual budget, periodic and annual presentation of financial reports, and regular audits of the books of the Organization.

Section 3 - Each District shall carry out the financial instructions of the Board and Executive Committee. Each District may make additional financial arrangements to support their activities of the coming season. Each District Director shall present a summary of the District’s finances to the Treasurer each October on a form to be supplied by the Treasurer.

Section 4 - The Executive Committee and the Board shall have the authority to order production of financial records or an audit of the finances of any District of which the Treasurer will notify the District.

Article VIII –Ad hoc Committees

Section 1 –Ad hoc Committees may be created by the Executive Committee, with members appointed by the President, in consultation with the Executive Committee, for such purposes as deemed necessary and that are within the jurisdiction of the Executive Committee. Committee duties and responsibilities are to be outlined at the time of the appointment and such committees shall be terminated at the completion of their assigned responsibilities.

Article IX -Roberts Rules

The rules contained in the most current edition of "Roberts Rules of Order" shall govern Organization meetings and meetings of the Board of Directors and Organization Committees in all cases in which they are applicable and not inconsistent with these Bylaws and any special rules of order the Organization shall adopt.

Article X. Duration

These By-Laws shall be perpetual, unless amended in accordance with Article XII.

XI. Amendment of Bylaws and Articles of Incorporation

The Bylaws or Articles of Incorporation may be altered, amended or repealed by a positive vote of sixty percent (60%) of members present at an official meeting of the Board provided that notification of the meeting was provided to all Board members in writing or electronic mail at least 3 days in advance and such notification includes the proposed changes to be voted upon. Electronic mail proxies may be provided to any Board member provided such proxy only designates that member's specific vote on the proposed changes included in the meeting notification.

Approved this 29__Day of August_____, 2021

By the Board of Directors of South Sound Baseball

President – Sean Schibel _____
Title

Attest _____
Title