

BYLAWS FOR THE PORTLAND AREA SENIOR SOFTBALL LEAGUE

**** Changes are in Red**

Article I: Name

as of 4 November 2022

The name of the organization shall be the **Portland Area Senior Softball League (PASS)** and is hereinafter called the “League.”

Article II: Purpose

The purposes for which the League is organized are:

- a. To foster, develop, promote, and regulate amateur softball within the greater metropolitan areas of Portland and North Clackamas;
- b. To establish rules and regulations governing all members;
- c. To engage in any activity or enterprise that will be beneficial to its members;
- d. To coordinate the registration of players;
- e. To cooperate with the Delta Park – Owens Sports Complex and North Clackamas Parks and Recreation Departments in extending the game of softball to senior citizens as a Recreational activity.

Article III: Membership, Eligibility, and Dues

Section 1. Membership. Active membership shall include all registered members. Only those persons who are amateurs and are not under suspension by the Board of Directors, shall be eligible to register as playing members. An amateur, for the purpose of belonging to this League, is a person who competes in softball solely for the pleasure, and physical, mental, and social benefits he/she derives therefrom, and who has not directly, or indirectly, received pay--or other remuneration.

Section 2. Eligibility. To become an active member of the League, an applicant agrees to conform to the Leagues Bylaws, Policies and Procedures, and Rules. There shall be no restrictions on eligibility for membership based on gender, creed, or nationality **except PASS has established that participants must be at least 65 years of age or older and can be of either gender in order to play in the Delta Park Recreational Division, 62 years of age or older and can be of either gender in order to play in the North Clackamas Recreational Division, and 61 years of age or older and can be of either gender in order to play in the North Clackamas Competitive Division.**

Section 3. Dues: Dues shall be set by the Board of Directors at the beginning of the calendar year and shall be established and reviewed annually. Dues are payable each year prior to the deadline established on the registration form.

Article IV: Board of Directors and Management

Section 1. Powers and Duties. The Board of Directors shall be responsible for the organization, assignment, and control of all League activities and programs. The Board of Directors shall provide for and control the conduct of all League activities during the period of League play. They shall provide for the financial solvency of the League and shall, in all other respects, manage the property, business, and affairs of the League.

Section 2. Number. The Board of Directors will consist of the **League Officers, and Division Commissioners**. From time to time, the number of Directors may be fixed by resolution of the Board of Directors or by amending these Bylaws. No reduction in the number of Directors will remove any Director from office before the expiration of his or her term of office. **Board of Directors will serve a two-year term from date of election. Board of Directors may be re-elected to additional terms.**

Section 3. Voting Directors (Officers and Division Commissioners). The Board of Directors consist of an Administrator, Secretary, Treasurer, Scheduler, Delta Park Commissioner, **North Clackamas Park Recreational and Competitive Commissioners**, Parliamentarian, and a past president or advisor, if elected.

- a. **Duties.** The Board of Directors shall perform the duties prescribed by these **Bylaws, and by the Policies and Procedures** adopted by the Board of Directors.
- b. **Qualifications.** Each person seeking to be a Board Director must be a member of the League when nominated and serve through the elected term. A Team Manager shall serve until his or her successor is elected, but the term of office for each Team Manager shall be from the end of the Annual Meeting (**Spring**) at which they are elected to the close of the following year's Annual Meeting (**Fall**).

Section 4. Appointed Team Managers

- a. **Duties.** Appointed Team Managers shall perform the duties prescribed by these Bylaws, by the Rules, and by the Policies and Procedures adopted by the Board of Directors.
- b. **Term.** The term of an appointed Team Manager is a period of one year, and these appointed Team Managers may be reappointed by different Administrators, with the approval of the Board.
- c. **Responsibilities.** Team Managers shall be directly responsible for the conduct of their team members and report any problems directly to their Division Commissioner. They shall ensure that the team roster is kept current, in conjunction with the scheduler, and maintain contact with their members. Team Managers will be responsible for obtaining emergency contact information for each team member and having the information available at every game. Team Managers will resolve all disputes and rules interpretations between themselves that may occur during the conduct of a game. If a resolution is not determined amiably, then the Division Commissioner will be the decision maker. Team Managers may be invited to attend board meetings at the discretion of the Administrator.

Section 5. Resignation of Directors. Any Director may resign by giving written notice to the Administrator or Secretary of the League. Such resignation will take effect upon the receipt of such notice or at any later time specified in such notice.

Section 6. Removal of Directors. Unless otherwise prohibited by statute or an express provision of these Bylaws, any Director may be removed, with or without cause, by a majority vote of the Board of Directors.

Section 7. Vacancies. Vacancies on the Board of Directors, however arising, will be filled by a majority vote of all remaining Directors then serving in office at any regular meeting of the Board of Directors or at a Special Meeting of the Board of Directors called for that purpose. Each Director so elected will hold office for the balance of the unexpired term of his or her predecessor and until his or her qualified successor is elected and accepts office. After

completion of the balance of the unexpired term, this Director may be considered for election to the Board of Directors as described in these Bylaws.

Article V: Elected Officers

Section 1. Designation. The Officers of the League will be an Administrator, Secretary, Treasurer, Scheduler, Parliamentarian, and Division Commissioners and such other officers as the Board of Directors may from time to time add.

Section 2. Voting. The Officers of the league will have one vote each when it comes to the provisions of By-laws, and policy and procedures. The Competitive Division Commissioner (NC) will have one vote and the Recreational Division Commissioners (NC and Delta Park) will each have a single vote. If a past president or advisor is elected to the Board of Directors, he/she will have a single vote. The Team Managers will be responsible for all League Rule decisions. Each Team Manager will have one team vote along with the Board's vote. The Administrator will only vote when he/she must break a deadlock.

Section 3. Election of Board of Directors. At the end of the Board member's two-year tenure, the **Secretary** will prepare a listing which will contain a slate of persons nominated as Board Directors. Nominations for any Board Director position can be made at any time during the year. Once all nomination are received, the **Secretary will prepare a ballot sheet for each team.** Each player's vote will be tallied for the candidate of their choice. The **Secretary** will announce the results of the vote before the season ends.

Section 4. Compensation and Term of Office.

- a. **Compensation:** No officer shall be compensated for his or her services as an officer. However, at the direction of the Board of Directors, an officer may be reimbursed for expenses in carrying out his or her duties as an officer.
- b. **Term of Office.** The term of office of all Board Officers shall be two years. Any officer may be re-elected in subsequent years without limitation.

Section 5. Duties of Elected Officers. The duties of the elected officers are as follows:

- a. **Administrator:** The Administrator shall preside at all Annual, Regular, and Special Meetings of the Board of Directors. He/she shall also serve as an ex-officio member of all committees, if established. The Administrator shall be the official liaison for the League and will interface with the public on issues associated with conduct of the League.
- b. **Secretary:** The Secretary shall be responsible for the record keeping at all Annual, Regular, and Special Meetings. He/she will prepare an agenda for each scheduled meeting, with inputs from the Board and any other contributor, and distribute the agendas to each board member and invited participants. He/she will be responsible for the publication and delivery of all minutes to **Board Members and Team managers.** In addition, the Secretary will be responsible for preparing and distributing the rosters of all teams (NC Recreational, NC Competitive, and Delta Park Recreational) formed at the spring team selections. He/she will be responsible for maintaining the historical records of the League.
- c. **Treasurer:** The Treasurer shall have custody of all League funds and shall maintain records documenting all transactions associated with the League. The Treasurer shall maintain full and accurate accounts of all receipts and disbursements; deposit all monies, securities and other valuable effects in the name of the League in such depositories as

- may be designated for the purpose; disburse funds as may be ordered, using proper vouchers for such disbursements; and render to the Board of Directors an account of all transactions. The Treasurer shall be responsible to the Board for safeguarding the funds of the League. The Treasurer shall submit to the Board of Directors an annual statement of the financial status of the League; periodic interim fiscal reports at Regular and Special Meetings; and provide other financial reports, as requested by the Administrator or Board of Directors.
- d. **Scheduler:** The Scheduler shall be responsible for the season's league play schedule. He/she will provide a copy of the play schedule to the NCP and Delta Field Managers for their review and approval. Once approved, the Scheduler will provide a copy to each Team Manager in both the Competitive and Recreational Divisions, and the Webmaster prior to the start of the current season. The Scheduler, in coordination with the Administrator and Treasurer, will secure, maintain, and implement the league insurance program and requirements.
 - e. **Parliamentarian:** The Parliamentarian for the PASS is responsible for the advising the Board on the correct process and conduct of all called meetings. He/she will adhere to the Robert's Rules of Conduct which is a set of rules for conduct at meetings that allows everyone to be heard and to make decisions without confusion.
 - f. **Division Commissioners:** Each Division will have a primary and back-up commissioner approved by the Board of Directors. The Division Commissioners are responsible for the conduct and performance of all teams, in cooperation with the Team Managers, within their individual divisions. The primary or back-up commissioner is expected to be present when games are scheduled. They shall ensure that the fields are lined correctly and ready for play, that strike mats are present, and that the appropriate number of new softballs are at each field. Through discussions with each Team Manager, he/she will ensure that each team remains competitive or adjusts team rosters accordingly. Furthermore, he/she will resolve any disputes or rule interpretations that cannot be resolved by the Team Managers.
 - g. **Webmaster:** The webmaster will be responsible for update and maintenance of the league website updating information provided by the Administrator in a timely manner.

Article VI: Committees and Advisors

Section 1. Establishing Committees. Subject to law and these Bylaws, the Administrator may establish Standing, Ad Hoc, and Special Committees, as needed, with the approval of the Board of Directors. Each committee will keep minutes of proceedings, submit minutes to the league Secretary, and report all findings to the Board of Directors.

Section 2. Powers. Each committee will have such powers as the Board of Directors may designate. Such committees shall hold office at the pleasure of the Board of Directors.

Section 3. Past President/Advisors. At the discretion of the Board of Directors, past presidents/advisors may be consulted when additional guidance, specialized expertise, or support is desired. If a past president/advisor is added to the board, he/she will become a voting member of the board with a single vote.

Article VII: Meetings, Notices, Quorum

Section 1. Annual Meetings. Annual Meetings will be held twice each year during the months of February (Spring) and October (Fall). These meetings will be for the purpose of swearing in new Board Officers, appointing **Team Managers**, and formulating operational and financial plans for the up-coming year.

Section 2. Special Meetings: The Administrator, when required, may convene Special Meetings of the Board of Directors. A notice to all board members shall include a statement of the purpose for the meeting.

Section 3. Notices. Written notice of all Annual and Special Meetings shall be provided to all board members by the Secretary at least ten days in advance of the meeting.

Section 4. Quorum. A quorum for all meetings of the Board of Directors shall be a majority of the voting members serving in office. Members must be in good standing in order to vote on issues at meetings. **Each voting Board member shall have one vote. Simple majority will rule when voting on all motions before the Board.**

Section 5. Order of Business. The order of business for all Annual or Special Meetings of the Board of Directors shall be as follows:

1. Call to Order
2. Roll Call
3. Approval of the Minutes of the Last Meeting
4. Approval of the Financial Report
5. Committee Reports
6. Unfinished Business
7. New Business (Swearing in of new Board Officers -Annual Meeting only)
8. Open Forum
9. Adjournment

Article VIII: Fiscal Year

The League will maintain a fiscal year beginning on 1 January and ending 31 December.

Article IX: Conduct

Any action by a member of the League considered **unacceptable** will be handled in accordance with the Policies and Procedures and Rules of the League.

Article X: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this League in all instances in which they are applicable and in which they are not inconsistent with these Bylaws or applicable laws.

Article XI: Liability

The purpose of the League is to provide a recreational program for its members. Those who participate recognize that participation in the League's activities poses a potential hazard to their safety and physical well-being. Therefore, no member who participates in any of the League's activities, shall hold the Portland Parks and Recreation Department (Delta Park-Owens Sports Complex), **the North Clackamas** Parks and Recreation Department, the City of Portland, The City of **Milwaukee**, the Portland Area Senior Softball League's Officers or Board of Directors,

harmless for any injury that occurs as a result of their participation in the League's programs. Signature on the league registration form is acknowledgement by the ballplayer.

Article XII: Dissolution

Subject to provisions of applicable law, upon the dissolution or final liquidation of the League, after the payment or provision for payment of all the liabilities of the League, all of the remaining assets will be distributed to a 501 (c)(3) charitable institution determined by the Board of Directors.

Article XIII: Amendments to the Bylaws

Once adopted, these Bylaws may be amended at a meeting of the Board of Directors, by **majority** vote, providing a quorum is present. The Secretary must provide written notification of the proposed amendments to all board members at least ten days in advance of the meeting.

Article XIV: Adoption and Certification of Bylaws

We hereby certify that the above bylaws are the Bylaws of the League as duly adopted by the Board of Directors and are in effect on the date of this certification.

Approved by the Board of Directors (date)

 (date)
William Tidd
Administrator

 (date)
J. P. Morgan
Secretary