

BY-LAWS OF PACIFIC RECREATIONAL BASEBALL
a Washington Non-Profit Corporation

Article I. NAME

Section 1 - This Corporation shall be known as "PACIFIC RECREATIONAL BASEBALL (hereto referred to as PRB)".

Section 2 - All By-Laws for PRB are specifically stated within this document.

Article II. MISSION

The purpose of PRB is to establish a program of youth recreational baseball for the South Puget Sound and surrounding areas; and to promote integrity, community involvement and self-respect. Players and volunteers alike learn, teach and support the fundamental skills of recreational baseball. PRB will provide healthful activity and training under strong leadership in the atmosphere of recreational community participation. It endeavors to inspire youth with a spirit of teamwork and valuable skills to create bright and positive futures. PRB's commitment and dedication to the education and fundamentals of baseball is the inspiration and obligation of all adult leaders to mentor our youth into respectful and productive members of the community.

Article III. STRUCTURE OF ORGANIZATION

Section 1 - PRB is made up of individual Districts - a District being a boundary of individual areas, cities, or towns set and/or recognized by the Board. Each District provides a Director, physical facilities, and volunteer manpower to support a baseball program.

Section 2 - Any person 18 years of age or older may be elected by a majority vote of the Board as a Director. Each Director may select an Assistant Director to serve as an alternate in the absence of the Director at Board meetings and to assist with District functions. The Director shall notify the Secretary of such 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 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 Director from each District, Assistant Director in the absence of the Director, 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 Director.

Section 3 - The terms of Officers shall be 2 years, commencing on January 1st following the November election. 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 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 PRB 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 Board of Directors or their authorized representative shall have the right to appeal such action before the Board 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 – PRB 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 any needed Committees. 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 Board Members.

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; 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 PRB in fundraising activities; sign documents on behalf of PRB subject to the direction of the Board 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 PRB 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 Board of Directors; shall keep an accurate account of all funds received and disbursed for the organization; shall submit a financial report to the Board of Directors 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 Financial Committee

Section 1 - The Financial Committee shall consist of at least 3 and no more than 5 members including the Treasurer and at least one other Board Member. The remaining members of the committee may be other board members or from the general public. Finance Committee members shall be appointed by the President and confirmed by the Board.

Section 2 – The Financial Committee will be responsible for the recommendation of an annual budget to the Board of Directors. Will guide and provide recommendations on financial activities, such as expenses and investments, to the Board of Directors.

Section 3 - The Financial Committee shall meet regularly, or at the call of the President when deemed necessary for the governance of the financial affairs of the Association. The committee 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. Financial Committee meetings are open to any member of the Board to attend.

Article VIII - Financial Policy

Section 1 –The Board of Directors shall approve the annual budget recommended by the Financial Committee, 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.

Article IX - Compliance and Education Committee

Section 1 – The Compliance and Education Committee shall consist of at least 3 and no more than 5 members including at least one elected Board Member. The remaining members of the committee may be other board members or from the general public. Compliance and Education Committee members shall be appointed by the President and confirmed by the Board.

Section 2 - The Compliance and Education Committee shall handle situations that require rule interpretations, disciplinary actions, and design and implementation of training and education programs designed to teach our coaches, volunteers and players the game and spirit of baseball.

Section 3 - The Compliance and Education Committee shall meet regularly or at the call of the

President when deemed necessary for the governance of the affairs of the Association. The committee may meet and vote in person, telephonically, or by electronic mail. The Compliance and Education Committee shall provide adequate notice to its members and the Board of its meetings and report its activities to the Board of Directors. Committee meetings are open to any member of the Board to attend.

Section 3 -The Compliance and Education Committee shall have the authority to act on behalf of, with reports to, the Board for activities that include but are not limited to determining the local rules for play within PRB, policies, and codes of conduct for players, coaches, parents of registered players, umpires and others who may be participating in PRB activities. The committee also has authority to recommend, to the Board of Directors, suspension, discharge, prohibition of participation in or attendance at PRB events of 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.

Article X –Ad hoc Committees

Section 1 –Ad hoc Committees may be created by the Board of Directors, with members appointed by the President, in consultation with the Board, for such purposes as deemed necessary and that are within the jurisdiction of the Board of Directors. 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 XI -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 XII - Duration

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

Article XIII - 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 1st Day of July, 2022

By the Board of Directors of Pacific Recreational Baseball

James T LaRue PRB President

Printed Name and Title



Signature