

BYLAWS
OF
PORTLAND METROPOLITAN SOFTBALL ASSOCIATION, INC.
an Oregon Non-Profit Corporation

Article I

Name

The name of the Non-Profit Corporation is the Portland Metropolitan Softball Association, Inc. (the “Association”).

Article II

Purpose

The purposes of the Association shall be to foster, develop, promote, regulate, and officiate amateur softball within the metropolitan area of Portland; to establish rules and regulations governing all member teams; to engage in any activity or enterprise that will be beneficial to its Members; to coordinate the registration of players, to train and evaluate umpires; and to cooperate with the Bureau of Parks and Public Recreation of the City of Portland, Oregon, in extending the game of softball as a municipal recreational activity.

Article III

Offices

3.1 Principal Office. The principal office of the Association shall be located at Delta Park. The Association may have such other offices as the Board of Directors may designate or as the business of the Association may from time to time require.

3.2 Registered Office. The registered office of the Association shall be located in the State of Oregon at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

Article IV

Members

4.1 Members.

4.1.1 Each team registered by the Association to participate in league or tournament play for the most current summer season shall be Members of the Association. Eligible Members must have paid all fees, as established by the Board of Directors, in full and have been registered by the Association with the National Association.

4.1.2 The manager of each Member or the designee of the manager, shall have one vote at all meetings of Members.

4.2 Meetings

4.2.1 Annual Meeting. The annual meeting of Members shall be held in the spring or fall of each year as designated by the Board of Directors. Failure to hold an annual meeting at the time stated herein shall not affect the validity of any Association action.

4.2.2 Special Meetings. Regular or Special meeting may be called by the president or by a request of twenty percent (20%) of the Members.

4.2.3 Place of Meetings. Meetings shall be held at a place and time as selected by the Board of Directors.

4.2.4 Notice of Meetings.

4.2.4.1 *Annual Meetings.* Notice of the time and place of the annual meeting of Members and of regular meetings other than the annual meeting shall be given by delivering personally or by mailing a written or printed notice of the same, at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

4.2.4.2 *Special Meetings.* At least ten (10) days and not more than fifty (50) days prior to the meeting, written or printed notice of each special meeting of Members, stating the place, day and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally or by mail.

4.2.5 Waiver of Notice. A member may at any time waive any notice required by law, the Articles of Incorporation, or these Bylaws. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the Association for inclusion in the minutes for filing with the Association records.

4.2.6 Quorum. A quorum shall exist if fifty-one percent (51%) of the Members are present at any annual or special meeting. For purposes of mail votes a quorum shall be presumed to exist.

4.2.7 Voting Requirements.

4.2.7.1 If a quorum exists a simple majority shall be required to pass all matters, except changes to the Bylaws, which shall require a two-thirds (2/3) majority vote.

4.2.7.2 Any matter that may be considered at a meeting may be voted on by mail.

Article V

Board of Directors

5.1 Duties. All Association powers shall be exercised by or under the authority of the Board of Directors and the business and affairs of the Association shall be managed by or under the direction of the Board of Directors.

5.2 Number, Election, and Qualification

5.2.1 The Board of Directors shall be made up of Nineteen (19) Members. The Officers; Four (4) Past Presidents; the Delta Park Manager; Three (3) Representatives of the National Association; the vice presidents of Co-Ed Slow Pitch, Men's Slow Pitch, Women's Slow Pitch, and Men's Fast Pitch; and Four (4) additional Members At Large (two representing Co-Ed Slow Pitch and two representing Men's Slow Pitch). The Vice Presidents and additional Members At Large shall be elected by mail vote of the Team Managers within their divisions. The term of each director shall be three (3) years. Each director must live or work in Multnomah County or have played on a PMSA registered team in the most current year.

5.2.2 The vice presidents shall preside over meetings of their respective division and represent the division on the Board of Directors.

5.2.3 The Delta Park Manger shall oversee the operation of the William V. Owens Softball Complex.

5.3 Regular Meetings. Regular meetings shall be held in December, January, March, June and September at a date and time selected by the president.

5.4 Special Meetings. Special Meetings may be called by the president or by request of fifty percent (50%) of the Board of Directors.

5.5 Notice. Notice of the date, time, and place of the meetings shall be given at least seven (7) days prior to the meeting by any means provided by law.

5.6 Waiver of Notice. A director may at anytime waive and notice required by law, the Articles of Incorporation, or these Bylaws. Unless a director attends or participates in a meeting, a waiver must be in writing, must be signed by the director entitled to notice, must specify the meeting for which notice is waived, and must be filed with the minutes of the meeting notice is waived.

5.7 Quorum. A Quorum shall be fifty-one percent (51%) of the directors.

5.8 Manner of Acting.

5.8.1 A simple majority shall pass all matters except changes to the Bylaws, which shall require a two-thirds (2/3) vote.

5.8.2 Members of the Board of Directors may hold a board meeting by conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at the meeting.

5.8.3 Any action that is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent or at such earlier or later time as is set forth therein. Such consent, shall have the same effect as an unanimous vote of the directors and shall be filed with the minutes of the Association.

5.9 Vacancies. Any director position vacated during the fiscal year may be filled by a temporary appointment by the Board of Directors.

5.10 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on an Association matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

5.11 Removal

5.11.1 A director may be removed at any regular meeting of the Members provided that notice of such recall must be made to the Members at least seven (7) days prior to the meeting. A vote of Two-Thirds majority of Members present shall be necessary to remove a director.

5.11.2 A director who misses three (3) consecutive meetings may be removed by a two-thirds (2/3) majority vote of the Board of Directors.

5.12 Proxies. No proxies shall be granted for meetings of the Board of Directors.

Article VI

Committees

6.1 Executive Committee. The Executive Committee shall consist of the following: president, secretary, treasurer, Delta Park Manager, Two past presidents, and one additional member of the Board of Directors appointed by the president.

6.1.1 Meetings. The Executive Committee shall meet each month except July and August. Minutes of their meeting shall be provided to the Board of Directors within thirty (30) days of each meeting.

6.1.2 Duties. The duties of the Executive Committee shall include but not be limited to: Recommend a budget to the Board at the January meeting, make all hiring and personnel decisions on behalf of the Association, Review and recommend changes to the Bylaws, conduct an annual review of the concessions operation, and enter into contracts as required on behalf of the Association.

6.2 Nomination Committee. The president shall appoint a Nominating Committee. It shall be made up as follows: Chairperson, one member from each division, and two additional Members. They shall qualify and, if necessary, interview candidates for office. The committee shall submit a list of candidates by mail to the Members not later than two (2) weeks prior to the end of the fiscal year of the Association. The appointment of this committee shall be made known to the Members not later than 4 weeks prior to the end of the fiscal year of the Association.

6.3 Bylaws Committee. The Executive Committee shall serve as the Bylaws Committee.

6.4 Other Committees. A committee may be formed from time to time as the president of the Association deems necessary. The president shall have the authority to appoint directors or Members to any non-standing committee.

Article VII

Officers

7.1 Number. The officers of the Association shall be a president, secretary and treasurer. Such other officers and assistant officers as are deemed necessary or desirable may be appointed by the Board of Directors and shall have such power and duties prescribed by the

Board of Directors or the officer authorized by the Board of Directors to prescribe the duties of other officers.

7.2 Appointment and Term of Office. The officers shall be elected by mail vote by the Members. Their term of office shall be for 3 years.

7.3 Qualifications. The officers must live or work in Multnomah County. In addition, they must have served on a divisional board for a minimum of two (2) years and have been a member of the Association for 5 years, or receive approval from a two-thirds (2/3) majority of the nominating committee and the Board of Directors.

7.4 Resignation. An officer may resign at any time by delivering notice of such resignation to the Association. Such notice shall be in writing and delivered two (2) weeks prior to the effective date of the resignation.

7.5 President. The president shall preside at all Board meetings and at all meetings of Members. In the absence of the president, a past president currently serving on the Board (in order of succession starting with the immediate past president) shall represent the president. If a past president is not available, the president shall appoint a vice president to assume the duties of the president.

7.6 Secretary. The secretary shall record the minutes of the meeting of the Board of Directors and Members.

7.7 Treasurer. The treasurer shall establish banking accounts for the Association, collect all moneys due and pay all bills incurred by the Association. The treasurer shall provide a current financial statement at each meeting of the Executive Committee and Board of Directors.

Article VIII

Contracts, Loans, Checks and Other Instruments.

8.1 Contracts. The Executive Committee may authorize any officer or officers and agent or agents to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Association, and such authority may be general or confined to a specific instance.

8.2 Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

8.3 Checks; Drafts. All checks, drafts, or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers and agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

8.4 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Article IX

Miscellaneous Provisions.

9.1 Fiscal Year. The Fiscal Year of the Association shall end on October 31 each year.

9.2 Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

Article X

Dissolution

The Portland Metropolitan Softball Association, Inc. is not organized, and shall not be operated for the financial benefit of any individual or group of individuals. In the event of dissolution, all funds will be put in trust with the City of Portland, Oregon, for the exclusive use of the Bureau of Parks.

Article XI

Amendments.

Amendments to the Bylaws may be made at any Regular Meeting or by mail vote of the Members. To be considered, a Member must submit an amendment to the secretary. The secretary will forward all amendments, within 14 days of receipt, to the Chairman of the Executive Committee. The Executive Committee shall review all amendments submitted. If approved by majority vote of the Executive Committee, such amendment shall be sent to the Board of Directors. The Board must approve amendments by a two-thirds (2/3) majority of the board Members present. If the Board approves the amendments, the amendment shall then be presented at the next regular meeting of Members, or by mail vote. A two-thirds majority vote of the Members shall be required to pass any amendment to the Bylaws.