

Western BCA Bylaws

- **I would like to speak to the need of new Bylaws and Policies and Procedures. If you will give me a chance to speak about the subject, I will answer some limited questions at the end of my speech. I will say at the start that the Bylaws and Policies and Procedures are a work in progress. Remember one thing, changing the Bylaws requires 2/3 approval by the Membership, so when the new Bylaws are presented to the Membership it will be up to that group to accept the changes. So don't get too bent out of shape with some elements of the new Bylaws that you hear or are rumored.**
- **What I am about to say is a bit of a history lesson and there may be some among you who disagree with what I am saying but if you do, please hold your corrections until I am done. Western BCA was incorporated in Oregon in 1996. We don't have records of the early years because in 2003 the Association had a vote to align the corporation with ACS. In a very close vote (36-34) the voting membership decided to remain a BCAPL association. The people who spearheaded the vote to join ACS walked out of the meeting. Those people included the President, Vice President and Secretary/Treasurer. The association records walked out with them. At that time the two groups split and Western BCA became what it is today.**

- **When I first came a Membership Meeting many, many years ago, the entire Membership was considered the Board of Directors. We had maybe 100 Members at that time. We never had a problem with the Bylaws. It wasn't until I became President in 2006 that it became evident that our Bylaws had some flaws. I went to my personal lawyer and found out he would do Bylaws for Nonprofits for free. Hard to beat free, but he was a Washington attorney reviewing an Oregon corporation. My lawyer and I and Sassy Campbell changed some parts of the Bylaws to follow Oregon laws. That meant we could not have the Membership be the Board. Oregon law requires that a majority of the Board Members be present at a Board Meeting. There was no way that we could ever get 51 people at a meeting so we decided to make a Board of 7 people and have them meet once a year, as required by law, in order to vote on the budget and the player fees. The Membership still decided the issues, voted on the Directors and voted on the Officers.**
- **Western BCA prospered over the years, we were innovative and grew. One of the people who helped us grow was from my league, Robbin Iredale. Robbin and I drove to meetings together and she volunteer for everything. Robbin became the Webmaster, the photographer, the person who developed the Policies and Procedures, the shirt procurer, the forms designer and she updated the bylaws. When I started the Bylaws and**

the Policies and Procedures review, Robbin's name was everywhere. Eventually it was decided that Robbin had served her purpose. She was replaced as webmaster. This triggered a response that most of us get, that we don't want to do it anymore. She stopped her association with Western BCA. The last dates that her name appears on the Policies and Procedures were in 2012. Also on the Bylaws, the last revision made to the Bylaws was 2012. That is a long time for an update and that was one of the reasons that I jumped back into being more involved with Western BCA. That is the reason I asked Darin to form a committee and put me in charge of it. I wanted to update something that was long overdue.

- The Bylaws, Policies and Procedures Committee started out with 10 members. While some members did some work, two people have been very influential in working on the Bylaws, Sam Rabito and Lawrence Frampton. Lawrence also worked on the Policies and Procedures and helped me use Google Docs. Together we reviewed and revised both the Bylaws and the Policies and Procedures.**
- Nikki Bisconer had been looking for a lawyer to discuss issues regarding Facebook posts. When she finally found someone, it was Rosalie Westenskow of Nonprofit Law Northwest, LLC. Lawyers are expensive but sometimes they are needed. This is a time to get advice from a lawyer in my opinion. I talked with Darin and told him I would like to have an Oregon lawyer look at the**

proposed new Bylaws. Darin, Nikki and I met online with Rosalie for an initial interview. We were allotted 1 hour but it ran into 2 hours. While Darin and Nikki discussed their issues with Rosalie and I told her what I was doing we got into a discussion about how this Association was operating. This is where my mind was blown. We were not following Oregon statutes. We were putting our Membership at risk of lawsuits. We were inefficient. I left that meeting with a new resolve to not only update the Bylaws but make them comply with Oregon laws.

- **Since that introductory meeting with Rosalie, I have looked at our Bylaws in a new light. How can we make our Association both legal and more efficient. I ran this by Darin and he had some of the same concerns I have. Our Membership Meetings have been a source of new ideas, better ways to do things and we have heard the voice of the members which should be aligned with the voice of the players. We do not want to lose that but we also want to protect our Membership from lawsuits. The Oregon statutes gives immunity to the Board of Directors from lawsuits. Members have rights, they may vote on Directors, they may recall Directors, they may approve Bylaw changes, they may dissolve the Association. Those rights will be in the new Bylaws. Members do not have immunity from lawsuits. A simple example might be if the Membership changed the dress code to allow sandals and a player was hit on the toe by a ball when walking by a**

table the Membership could be sued for the policy the vote on. If that same thing happened and the decision was made by the Board, the Directors would be immune from a lawsuit.

- **On Wednesday November 15, Nikki, Darin and I met with Rosalie to discuss the new Bylaws. I had sent her a copy a week ahead of time so she could review them. At that meeting we went through the new Bylaws Article by Article and Section by Section. We made in through just Article V Section 4 before our time was up. Rosalie made some changes that were needed, she approved of some language that the committee had put in. All and all, it was a great review. We have scheduled another appointment with her on January 10th. I hope we can finish up the review at that time.**
- **In the meantime, we will continue to work on Policies and Procedures. My first goal is to have the new Bylaws ready for view at the first Membership Meeting in 2024. At that time, I will lay out all the changes and how it will affect Western BCA. My second goal is to have the new Bylaws in effect for the Annual Meeting in May, this may require a Special Meeting. My third goal is to make Western BCA as transparent as it can be. My fourth goal is to keep the Membership involved. My final goal is to leave Western BCA in better shape than when I joined it many, many years ago.**
- **QUESTIONS?**