

BY-LAWS OF PALATINE COMMUNITY BASEBALL & SOFTBALL

ARTICLE I – NAME

This Organization shall be known as PALATINE COMMUNITY BASEBALL & SOFTBALL, an Illinois not--for-profit corporation and an affiliate of the Palatine Park District (hereinafter referred to as the Organization).

ARTICLE II – PURPOSE & OBJECTIVES

The purpose of the Organization shall be to:

SECTION 1: Provide baseball and softball programs for such other ages as the Board of Directors determines, who reside in the Palatine Park District and its surrounding communities, to learn basic baseball/softball fundamentals and to participate in and enjoy an organized baseball/softball program.

SECTION 2: Promote citizenship and the ideals of good sportsmanship, teamwork, self-reliance and self-discipline, in order that the participants may be finer, stronger and happier young adults.

SECTION 3: Establish rules and guidelines for supervised practices and games on a competitive basis, tempered with sportsmanship by providing for total team participation with full batting rotation, mandatory playing requirements, equal distribution of talent through annual player drafts and such other rules to ensure the development of athletic skills and good character on the part of all participants.

SECTION 4: Establish a program for those participants possessing special talents and skills requiring specialized teams.

SECTION 5: To raise, collect, administer and disperse funds for the purposes set forth in this corporation's By-Laws.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS - The administration and management of the property, business and affairs of this Organization shall be vested with its Board of Directors.

SECTION 2: NUMBER, TENURE - The Board of Directors of the organization shall include the following:

- a) Officers - the President, Executive Vice President, Vice President of Boys Baseball, Vice President of Girls Softball, Vice President of Non-Competitive Leagues, Vice President of Fall Ball, Vice President of Boys Travel, Vice President of Girls Travel, Treasurer and Secretary.
- b) Officers shall serve a term of two (2) years with the following exceptions:
 1. Officers may serve in the same position for more than 2 years if voted in by two-thirds (2/3rds) vote of all Directors in Office.
 2. The Executive Vice President may serve a term of one (1) or two (2) years. In the first year of a new presidency, the duties of Executive Vice President may be carried out by the immediate Past President. The Executive Vice President may then serve a term of one (1) year to be concurrent with the last year of the incumbent president. Officers may serve a term of one (1) year if a replacement is voted in by a two-thirds (2/3rds) vote of all Directors in Office.
- c) Individual League Commissioners or Co-Commissioners who shall serve a term of one (1) year.
- d) Directors who shall chair or participate on one (1) of the various Standing Committees hereinafter established who shall serve a term of one (1) year.
- e) Directors need not be residents of the Palatine Park District nor need they have children actively participating in any program of the Organization.
- f) All Directors shall hold office for their prescribed terms or until a successor has been duly elected.
- g) The number of Directors may be increased or decreased during any given year by a majority vote of the Board of Directors without formal amendment of this Article.

SECTION 3: EXECUTIVE BOARD - The Executive Board shall consist of the President, Executive Vice President, Vice President of Boys Baseball, Vice President of Girls Softball, Vice President of Non-Competitive Leagues, Vice President of Fall Ball, Vice President of Boys Travel, Vice President of Girls Travel, Treasurer and Secretary. The duties and responsibilities of the Executive Board are as follows:

- a) Prepare a slate of Officers, Commissioners and Directors for nomination at the Organization's annual election.
- b) Confirmation of appointments by the President to fill vacant Board positions.
- c) Shall prepare an annual budget and propose all changes to the budget during the year.
- d) Shall establish various Standing and Special Committees.
- e) Propose amendments to the By-Laws.
- f) Prepare an agenda for the Board of Directors meetings.
- g) Shall make recommendations to the Board of Directors regarding operational matters and general policies.

The President shall be the Chairperson. A majority vote of the executive board members, excluding the President who only votes in the situation of a tie, is needed to pass any Executive Board proposal.

SECTION 4: ELECTIONS - The last official act of the outgoing Board of Directors will be the election of the new Board members at the September Board of Directors meeting to fill positions of those Board Members whose terms have expired. A slate of candidates of Officers, Commissioners and Directors of the Standing Committees will be nominated by the Executive Board, and voted upon by the full board membership that is present, allowing one vote per divisional commissioner (co-commissioners only receive a single vote) and standing committee chair. Other Board members may nominate other candidates. Those individuals receiving a majority of the votes cast shall be declared elected. Voting shall be by voice vote or by a showing of hands, unless a roll call ballot is requested by a majority of those Board members present. If no one (1) candidate receives a majority vote, then a run-off election shall be held between the two (2) candidates receiving the highest vote totals.

SECTION 5: VACANCIES/UNFILLED POSITIONS - Any Board position which is unfilled at the annual meeting or any vacancy which may occur during a term of office shall be filled at the next regular Board meeting by appointment by the President and confirmation by a majority vote of the Executive Board.

SECTION 6: MEETINGS - The annual organizational meeting shall be the regular September Board meeting. Regular meetings of the Board shall be held on the second (2) Thursday of every month unless otherwise determined by the Board of Directors. Special meetings may be called by the President or by any five (5) Executive board members, in which event the President or Directors calling such meeting shall notify all Members of the Board the purpose of such special meeting and the day, hour and location thereof which shall not be fixed less than forty-eight (48) hours before the time fixed for such meeting. Notification by E-Mail or telephone shall be deemed sufficient notice.

SECTION 7: QUORUM - A majority of the voting members of the board shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. Proxy votes are permissible when submitted to both the President and Secretary in advance of any vote via email.

SECTION 8: MANNER OF ACTING (VOTING) - The act of a majority of the voting Board members present at the meeting at which a quorum is present shall be the act of the Board of Directors. The President or Acting President only votes in the instance of a tie vote. Where leagues have Co-Commissioners, only one Commissioner may vote on league specific topics. Voting members is defined as the Executive Board for all matters other than (1) elections or (2) amendment or modification to the organizations bylaws. For matters involving these areas, the full Board of Directors shall vote.

SECTION 9: AGENDA - The business to be transacted at any meeting shall be upon an Agenda prepared by the President or an Executive Board member acting for the President in his/her absence.

- a) The Agenda shall be distributed to the members of the Board prior to the commencement of any meeting.
- b) All Officers, League Commissioners and Standing Committee Chairpersons shall submit to the President not later than one (1) day preceding any such meeting, any matter or matters to be acted upon and included on the Agenda at the regular meeting.

- c) No matter of new business, not designated on the Agenda, may be acted upon at a meeting unless first considered by a Standing Committee or unless said matter has been previously raised at a regular or special Meeting and tabled to a date certain or continued generally on the Agenda under old business.

SECTION 10: COMPENSATION - Directors shall not receive monetary compensation for their services as Directors.

SECTION 11: DISCIPLINARY AUTHORITY - The Executive Board shall have the authority to suspend, discharge or otherwise discipline any manager, coach, player, parent, league official, umpire or other person whose conduct is considered detrimental to the best interest of the Organization. If a situation requires immediate action, the Executive Board shall have the authority to hold an emergency meeting and take such temporary action as is deemed appropriate. Any person affected by the decision of the Executive Board shall have the right to appear before the Board, at its next regular meeting or at any special meeting duly called, and appeal any action taken. Appeals will be heard by the Board of Directors and voted upon by an appeals committee to be named by the President or Executive Vice President. The appeals committee shall consist of five (5) members and involve a minimum of two (2) non-Executive Board Directors.

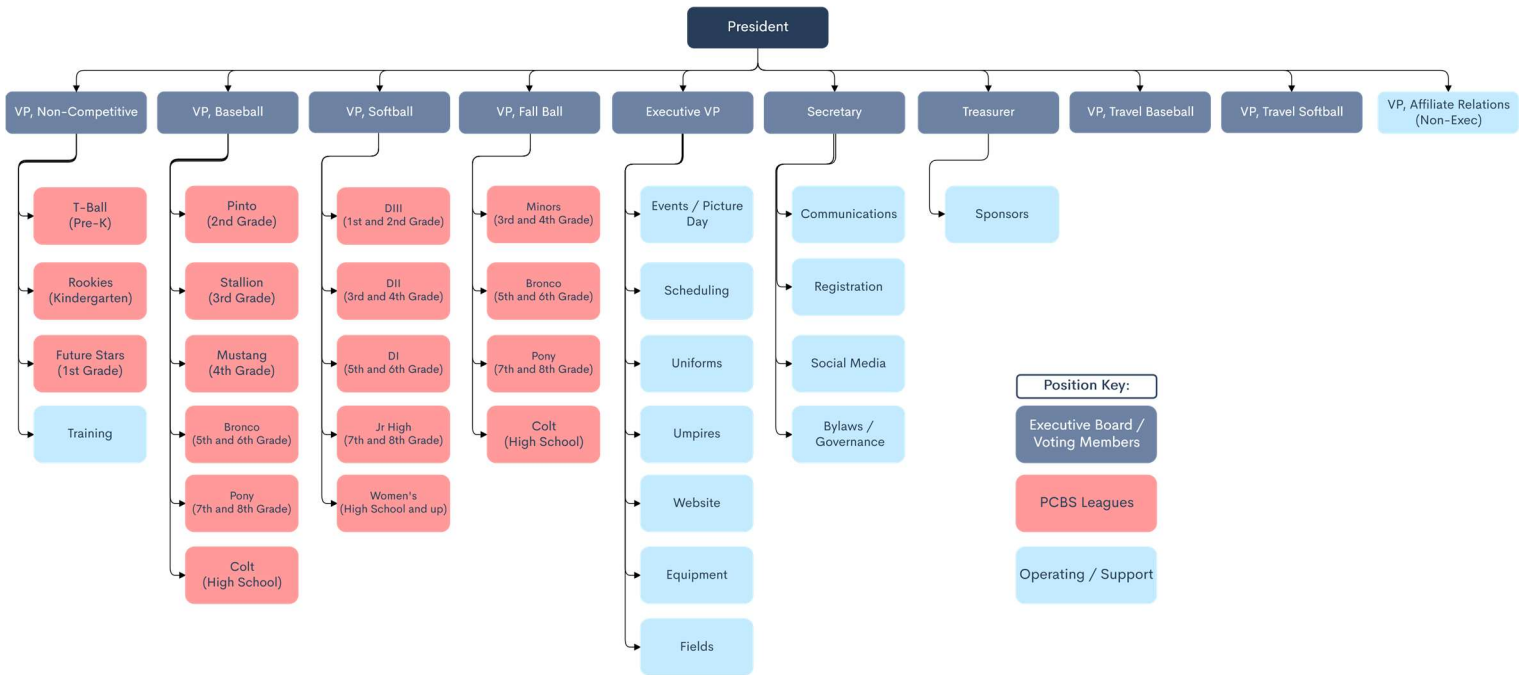
SECTION 12: FINANCIAL AFFAIRS - The Board of Directors shall decide all matters pertaining to the finances of the Organization. The Executive Board shall prepare an annual budget and propose all changes to the budget during the year. Any member of the Board may request the Executive Board to consider a budgetary item for proposal to the full Board. The proposed budget and any changes must be approved by a majority of the Executive Board. The Treasurer is responsible for making periodic presentations of financial reports and shall, if requested by a majority of the Board, provide for an annual audit of the financial records of the Organization.

SECTION 13: REMOVAL - Any Director may be removed from office upon a two-thirds (2/3rds) vote of all Executive Board members in office. Any Director failing to attend three (3) consecutive regular meetings of the Board may be removed from the Board if, after review of the circumstances (prolonged illness, work or personnel business), by a two-thirds (2/3rds) vote of all Executive board members in office.

ARTICLE IV – ORGANIZATION STRUCTURE

SECTION 1: DESIGNATED OFFICERS -The Officers of the Organization shall consist of a President, Executive Vice President, Vice President of Boys Baseball, Vice President of Girls Softball, Vice President of Fall Ball, Vice President of Non-Competitive Leagues, Vice President of Boys Travel, Vice President of Girls Travel, a Treasurer and a Secretary. Officers shall have the powers, duties and authority hereinafter set forth.

SECTION 2: ORGANIZATIONAL STRUCTURE



ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS AND CONTRIBUTIONS

SECTION 1: CONTRACTS - The Board of Directors may authorize the President and the Vice Presidents to enter into certain contracts in the name of, and on behalf of, the Organization.

SECTION 2: CHECKS, DRAFTS, ETC. - All checks, drafts or other orders for the payment of money, note or other evidence of indebtedness issued in the name of the Organization in excess of \$500.00 shall be approved by at least two Board Officers of the organization. Approved signers will be selected by the President and Treasurer at the beginning of each new fiscal year. Checks, drafts, or orders of payment of \$500 or less may be signed by the Treasurer alone.

SECTION 3: DEPOSITS - All funds shall be deposited, from time to time, to the credit of the Organization in such bank, trust companies or other depositories as the Board of Directors may select.

SECTION 4: CONTRIBUTIONS - The Board of Directors may accept any contribution, gift, bequest or device for general purposes or for any specific or designated purposes.

SECTION 5: Audit Committee - The Board of Directors shall elect each year a committee of its members to audit the financial statements of the organization. This committee shall meet after the end of each fiscal year. A report will be issued after each annual review and presented to the Board of Directors. The treasurer shall not be a member of this committee, but should be available to answer questions as needed for the committee.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Organization shall be from October 1st to September 30th of each year.

ARTICLE IX – PARK DISTRICT AFFILIATION

During the period wherein the organization is an affiliate of the Palatine Park District, the Organization must comply with the Palatine Park District Affiliate Requirements and/or Guidelines, copies of which are on file with the Secretary of the Organization.

ARTICLE X – RULES OF ORDER

Except as may be otherwise provided herein, Roberts Rules of Order as Revised shall govern the proceedings of all meetings and deliberations of the Board of Directors.

ARTICLE XI – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS / INSURANCE

SECTION 1: INDEMNIFICATION -The Organization will indemnify to the fullest extent permissible by the law any person who was, or is, a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceedings, whether Civil, Criminal, Administrative or Investigative (other than an action by or in the right of, the Organization), by reason of the fact that he/she is or was a Director, Officer, Employee or Agent of the Organization or is or was serving at the request of the Organization as a Director, Officer, Employee or Agent of another Corporation, Partnership, Trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding, in a manner he/she reasonable believed to be in, or not opposed to, the best interest of the Organization.

SECTION 2: INSURANCE -

The organization will purchase and maintain in full force and effect, reasonable and customary insurance on behalf of any person who is or was a Director, Officer, Employee or Agent of the Organization, or is or was serving at the request of the Organization as a Director, Officer, Employee or Agent of another Corporation, Partnership, Joint Venture, Trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Organization would have the power to indemnify him/her against such liability under the provisions of this Article. The organization will at all times carry Directors and Officers Liability insurance through the Palatine Park District with a \$1 million per occurrence/aggregate limit for each claim. Should the Palatine Park District not provide this coverage, the organization will purchase and maintain at its own expense.

ARTICLE XII – AMENDMENT

Proposal to amend these By-Laws, or any section thereof, must be recommended by a majority vote of the Executive Board. Ratification of the proposed amendments must be approved by a two-thirds (2/3rds) vote of the Board of Directors. A vote can only be taken if written notice of the proposed changes has been delivered to each member of the Board at least two (2) days prior to the meeting at which the proposed changes shall be submitted for vote..