

BY-LAWS OF
PALATINE YOUTH BASEBALL/SOFTBALL

ARTICLE I
NAME

This Organization shall be known as PALATINE YOUTH BASEBALL/SOFTBALL an Illinois not-for-profit corporation, 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 opportunity for youth, ages 5 to 12 or 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.

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 - President, Executive Vice President, Vice President of Operations, Vice President of Boys Baseball, Vice President of Girls Softball, Vice President of Boys Travel, and Vice President of Girls Travel, Treasurer, and Secretary. 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.
 3. 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.
- b) Individual League Commissioners or Co-Commissioners who shall serve a term of one (1) year.
 - c) 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.
 - d) Directors need not be residents of the Palatine Park District nor need they have children actively participating in any program of the Organization.
 - e) All Directors shall hold office for their prescribed terms or until a successor has been duly elected.
 - f) 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, Past-President, Executive Vice President, Vice President of Operations, Vice President of Boys Baseball, Vice President of Girls Softball, Vice President of Boys Travel, Vice President of Girls Travel, Treasurer and Secretary. Past-President of Palatine Youth Baseball shall hold this positions in his/her first year as Past-President. 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 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. 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) Directors, 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 Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. There shall be no voting by proxy.

SECTION 8: MANNER OF ACTING (VOTING) - The act of a majority of the Board members present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Statutes, these By-Laws or the Article of Incorporation. 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 (i.e. voting on field assignment).**

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. The Agenda shall be distributed to the members of the Board prior to the commencement of any meeting. All Officers, League Commissioners and Standing Committee Chairpersons shall submit to the President not later than five (5) days preceding any such meeting, any matter or matters to be acted upon and included on the Agenda at the regular meeting. 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. A matter shall be deemed considered by a Standing Committee if a request to consider such matter is made to the Chairperson of any such Committee at least two (2) weeks in advance of any meeting where Board action is being requested. This procedural requirement prohibiting the raising of new business may be waived by a three-fifths (3/5ths) vote of the Board.

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

SECTION 11: DISCIPLINARY AUTHORITY - The Board of Directors 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 such temporary action shall be presented to the Board at its next meeting for ratification or consideration as the case may be. 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. The Board shall act upon non-emergency disciplinary proceedings, provided that notice shall be given to the person or persons complained of. Said notice shall set forth in detail the nature of the complaint and the time date and location of any hearing thereon.

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 full 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 Directors 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 Directors in office.

ARTICLE IV OFFICERS

SECTION 1: DESIGNATED OFFICERS -The Officers of the Organization shall consist of a President, Executive Vice President, Vice President of Operations, Vice President of Boys Baseball, Vice President of Girls Softball, 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: PRESIDENT - The President shall be the principal Executive Officer and shall be a member of and preside over the Executive Board. Subject to the discretion and control of the Board of Directors, he/she shall be in charge of the business and affairs of the Organization; he/she shall preside at all meetings of the Board of Directors; he/she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those matters in which that responsibility is assigned to some other person by the Board of Directors; and , in general, he/she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board.

SECTION 3: EXECUTIVE VICE-PRESIDENT - The Executive Vice-President shall assist the President in the charge of his/her duties, and shall perform such other duties, from time to time, that may be assigned to him/her by the President, the Executive Board or the Board of Directors. Co-executive Vice Presidents may serve at the discretion of a majority of the executive board. He/she shall direct, instruct and lead the various Directors of Standing Committees in affairs pertaining to their job and

responsibility. The President may request the Executive Vice President to act for him/her in his/her absence. When so acting, the Executive Vice President shall have all powers of, and be subject to all restrictions upon, the President. The Executive Vice President shall become President of Palatine Youth Baseball at the expiration of the current President's term. The Executive Vice President shall be subject to the same nominating process as all other officers and directors.

SECTION 4: VICE PRESIDENT OF BOYS BASEBALL - The Vice President of Boys Baseball shall assist the President in the discharge of his/her duties and shall perform such other duties as, from time to time, may be assigned to him/her by the President, the Executive Board or the Board of Directors. He/she shall direct, instruct and lead the various Commissioners within the Boys Baseball in the affairs pertaining to their job and responsibility. The President may request this Vice President to act for him/her in his/her absence. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President of the Boys Baseball shall be a member of the Executive Board.

SECTION 5: VICE PRESIDENT OF THE GIRLS SOFTBALL
The Vice President of Girls Softball shall assist the President in the discharge of his/her duties and shall perform such other duties as, from time to time, may be assigned to him/her by the President, the Executive Board or the Board of Directors. He/she shall direct, instruct and lead the various Commissioners within the Girls Softball in the affairs pertaining to their job and responsibility. The President may request this Vice President to act for him/her in his/her absence. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President of the Girls Softball shall be a member of the Executive Board.

SECTION 6: VICE PRESIDENT OF OPERATIONS - The Vice President of the Operations shall assist the President in the discharge of his/her duties and shall perform such other duties as, from time to time, may be assigned to him/her by the President, the Executive Board or the Board of Directors. He/she shall have oversight of Special Events and the committees that run them including the annual Picture Day and Baseball Day. The President may request this Vice President to act for him/her in his/her absence. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President of Operations shall be a member of the Executive Board.

SECTION 7: VICE PRESIDENT OF BOYS TRAVEL - The Vice President of Boys Travel shall assist the President in the discharge of his/her duties and shall perform such other duties as, from time to time, may be assigned to him/her by the President, the Executive Board or the Board of Directors. He/she shall direct, instruct and lead the various Boys Permanent and Post-Season Travel teams in the affairs pertaining to their job and responsibility. The President may request this Vice President to act for him/her in his/her absence. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President of Boys Travel shall be a member of the Executive Board.

SECTION 8: VICE PRESIDENT OF THE GIRLS TRAVEL - The Vice President of Girls Travel shall assist the President in the discharge of his/her duties and shall perform such other duties as, from time to time, may be assigned to him/her by the President,

the Executive Board or the Board of Directors. He/she shall direct, instruct and lead the various Girls Permanent and Post-Season Travel teams in the affairs pertaining to their job and responsibility. The President may request this Vice President to act for him/her in his/her absence. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President of Girls Travel shall be a member of the Executive Board.

SECTION 9: TREASURER - The Treasurer shall be the Organization Accounting and financial officer. He/she shall:

- a) Give a monthly financial report at each regularly scheduled meeting of the Board of Directors;
- b) Have charge of, and be responsible for, the maintenance of adequate books of account for the Organization;
- c) Have charge and custody of all funds of the Organization, and be responsible, therefore, for the receipt and disbursement thereof; and
- d) Perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him/her by the President, the Executive Board or the Board of Directors. If required by the Board, the Treasurer shall be bonded for faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors- shall determine. The Board may further require that the monthly financial report be in writing with copies of the report distributed to all Directors prior to the commencement of any meeting.

SECTION 10: SECRETARY - The Secretary shall:

- a) Conduct a roll call of the Directors at each regular and special meeting of the Board of Directors to determine whether a quorum is present;
- b) Record the minutes of each meeting and e-mail the minutes to the President or designated officer for pre-review or distribute to the Board for review prior to the next regular scheduled meeting.
- c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- d) Be custodian of the corporate records and of the seal of the Organization;
- e) Keep a register of the Post Office address and telephone number of each Board member and each registered player; and
- f) Perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned by the President, the Executive Board or the Board of Directors.

ARTICLE V

LEAGUE COMMISSIONERS

The Organization shall consist of two (2) divisions: Boys Baseball Division and Girls Softball Division. The leagues and ages of each division are as *follows*:

BOYS BASEBALL

Beginning T-Ball (5 years)

Rookies (Kindergarten)

Future Stars (1st Grade)

Pinto (2nd Grade)

Stallion (3rd Grade)

Mustang (4th Grade)

Bronco (5th Grade)

Bronco (6th Grade)

GIRLS SOFTBALL

NCAA Div III (1st/2nd Grade)

NCAA Div II (3rd/4th Grade)

NCAA Div I (5th/6th Grade)

Each such league shall have a Commissioner and, where deemed necessary, Co-Commissioners who shall be members *of* the Board *of* Directors.

Subject to direction by the Board of Directors and the Rules established for each league, the Commissioner shall be responsible for all affairs of his/her league including registration; player draft; resolving disputes or discrepancies in scheduling; serving as a liaison between Team Managers of the League and the Board in matters involving protests of games, discipline of managers, coaches, players and umpires, and such other contested matters or matters of dispute; placing players who registered late on teams; the selection of managers for each team within the league subject to the approval of the Board of Directors; working with the Travel Team Standing Committee Chairperson with respect to the selection of Travel Team managers and players for all age groups within his league ; coordinating the selection of players and managers for the annual All Star Games; the distribution of trophies and awards at Palatine Youth Baseball & Softball Day; and such other functions as are required by League Rules, these By-Laws or as by the Board of Directors. Unless approval by the Board of Directors is required, all decisions of the Commissioner shall be deemed final, unless an appeal is filed with the President or Secretary within a reasonable period of time, in which case the Board of Directors shall hold a hearing, with notice, in order to uphold the decision of the Commissioner, reverse said decision or otherwise resolve any such dispute.

ARTICLE VI

STANDING COMMITTEES/CHAIRPERSON

Standing Committees as prescribed by the President and the Executive Board will be chaired by various Board members as nominated by the President and the Executive Board and approved by the Board of Directors. All Board members will either have a position as an Officer, a Commissioner or as a Committee Chairperson or Co-Chair person.

All Standing Committees shall consist of a Chairperson who shall be a member of

the Board of Directors, and such other members as the Board of Directors shall appoint. The Standing and Special Committees shall be responsible for all matters germane to their Committee, or as directed to the Committee by the Board of Directors, and, where necessary, shall make recommendations to the Board of Directors for action thereon. The Board of Directors may not act upon any matter that has not been considered by the appropriate Standing Committee unless such prior consideration and recommendation of the Committee is waived as heretofore provided. The Standing and Special Committees shall perform all functions within their area of responsibility subject to the direction and approval of the Board of Directors.

Special Committees may be established from time to time by the Board of Directors

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, 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 signed by at least two 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 devise 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 five (5) days prior to the meeting at which the proposed changes shall be submitted for vote..