

**BY-LAWS
Of
PALATINE BASEBALL ASSOCIATION**

ARTICLE 1

NAME

The corporation shall be known as PALATINE BASEBALL ASSOCIATION

ARTICLE II

PURPOSES & OBJECTIVES

SECTION 1: To provide baseball and softball programs for players, male and female, ages 13-29 and to plan, promote, and carry on sports, charitable, educational, and cultural activities which will best serve the welfare of the residents of the Village of Palatine and surrounding communities. The 13 and 29 age cut off is the age cut off for registrations (presently for 2008 it is Aug 31).

SECTION 2: To raise, collect, administer and disperse funds for the purposes set forth in this corporation's charter and by-laws.

ARTICLE III

MEMBERSHIP

SECTION 1: Any person meeting the requirements of the purposes herein set forth, and residence as set forth in the Rules and Regulations of this corporation, shall be eligible for participation. Team, team sizes, and players are to be determined by the directors.

SECTION 2: The directors shall have the authority to terminate membership, suspend, discharge or otherwise discipline any member, manager, coach, player, team official or other person whose conduct is considered detrimental to the best interest of the program. If a situation requires immediate action, the directors (President Executive Vice President, Executive committee or league Vice Presidents) have the authority to hold any emergency meeting to resolve the issue, all by a two-thirds (2/3) majority vote.

ARTICLE IV

MANAGEMENT

SECTION 1: The administration and management of the property, business and affairs of this corporation shall be vested with its directors.

SECTION 2: NUMBER, TENURE, QUALIFICATIONS;

- A. The number of directors may vary to fulfill the management requirements of the corporation. However, the number of directors may never be less than nine.
- B. Each director shall be elected for an initial term of two years and may be re-elected for additional two (2) year terms.
- C. Directors must be residents of the Palatine Park District or surrounding communities or have a child or children meeting one of these conditions, and a member in good standing of the Palatine Baseball Association.
- D. A board member may voluntarily resign by providing written notice, one (1) month (30 days) prior to the resignation date, to the board president.
- E. A board member is automatically dismissed from the board after missing two (2) consecutive meetings or missing four (4) meetings in a calendar year without the approval of the board president.

SECTION 3: ANNUAL ORGANIZATION MEETING, ELECTION OF OFFICERS

- A. The annual organization meeting will be the regular September board meeting.
- B. At the annual meeting, board vacancies, which will be created due to expiring terms, shall be filled. The terms of office shall begin October 1.
- C. A nominating committee appointed by the president shall be responsible for obtaining candidates for the board positions.
- D. Those candidates receiving a majority of the votes cast by the board members shall be declared duly elected.
- E. Board members are elected at large, but must subsequently be elected by the board to a position as an officer or a responsibility for a specific function as defined by the board.

SECTION 4: VACANCIES

Vacancies on the board which are not the result of expiring terms will be immediately filled by Pro Tem, Presidential appointment, or by special election. Board members so elected will serve in the position for the remaining term of the vacancy being filled. Directors elected under such circumstances may be eligible for election to additional subsequent terms.

SECTION 5: MEETINGS

Meetings will be held on the fourth Wednesday of every month unless otherwise specified by the president. Five days notice of change of date shall be given. The PBA board recognizes email notification as valid form of communicating the following information:

1. PBA Monthly Board meeting, to include date, time, and location of meeting.
2. The agenda for the monthly meeting.
3. The meeting minutes from past meetings, which may include, at the discretion of the President and Executive Board, committee reports, and or, any other reports the President or Executive Board may choose.
4. Address and or contact information and corrections for PBA Board Members. When a board member's contact information is changed, the Board Secretary is responsible for revising that member's information as it is recorded. The Board Secretary will inform the PBA Board, via email and/or in writing.

In order for timely communication to be possible, it is the **responsibility of each board member** to make sure that his or her contact information, as recorded with the Board Secretary, is correct and up to date. It also the **responsibility of each board member** to inform the Board Secretary when their contact information changes.

SECTION 6: QUORUM

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7: COMPENSATION

Directors shall not receive any salaries for their services as directors.

SECTION 8: MANNER OF ACTING

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors, unless the act of a greater number is required by statute, these By-laws, or the articles of incorporation. There shall be no voting by proxy.

ARTICLE V

OFFICERS

SECTION 1: ELECTION OF OFFICERS

- A. The executive officers of the board are the President, Executive Vice President, Secretary, and Treasurer.
- B. Each of the executive officers shall be elected to two (2) year terms and selected from and by the members of the board. Each executive officer may be re-elected to subsequent two year terms.

- C. If the President of the board vacates his position, the Executive Vice President will accede to the presidency only for the remainder of the term. The board may either re-elect the incumbent President or opt to elect a new President.
- D. As soon as the new President assumes his office, a new Executive Vice President will be elected to fill the vacant office.
- E. Division officers (i.e. League commissioners) shall be appointed by the President. These officers plus the President, Executive Vice President, Secretary, and Treasurer shall constitute the executive committee.

SECTION 2: OFFICER’S RESPONSIBILITIES

- A. **PRESIDENT**-The president shall be the principle executive officer. He/She shall be in charge of the business and affairs of the corporation; he/she shall see that the resolutions and directives of the Board are carried in effect, except in those instances in which that responsibility is assigned to some other person by the Directors, and in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board.
- B. **EXECUTIVE VICE PRESIDENT**-The Executive Vice President shall assist the President in the discharge of the duties of President as from time to time may be assigned by the President or by the Directors. In the absence of the President or in the event of the President’s inability or refusal to act, the Executive Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- C. **TREASURER**-The treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall:
 - 1. Give a monthly financial report.
 - 2. Have charge of and be responsible for the maintenance of adequate books of account for the Corporation.
 - 3. Have charge and custody of all funds and securities of the Corporation and be responsible thereof, and for the receipt and disbursement thereof.
 - 4. Perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.
 - 5. Shall maintain a checkbook balance not to exceed twenty five thousand dollars (\$25,000.00). Excess monies shall be deposited in the Palatine Park Districts PBA account.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties of Treasurer in such sum and with such surety or sureties as the Directors shall determine. The cost of said bond will be borne by the Corporation.

D. SECRETARY-The Secretary shall:

1. Record the minutes of each meeting of the members and of the Board in one or more books provided for that purpose.
2. Give a copy of the minutes to each Director.
3. See that all notices are duly given in accordance with the provisions of these By-laws or as required by law.
4. Be custodian of the corporate records and of the seal of the corporation.
5. Keep a register of the post office address and telephone number of each member which shall be furnished to the secretary by such member.
6. Perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board.

E. EXECUTIVE COMMITTEE-The executive committee will act on behalf of the full Board as directed from time to time by the Directors.

F. TRAVEL TEAMS-All travel team funds shall be administered by the Board Travel Treasurer in accordance with Palatine Park District directives.

ARTICLE VI

FINANCIAL POLICY

SECTION 1: The Directors shall decide all matters pertaining to the finances of the Corporation, bearing the responsibility to conduct the financial affairs of the corporation in a sound, business-like manner according to standard accounting procedures.

SECTION 2: The Directors shall institute policy relative to preparation and acceptance of an annual budget and periodic and annual presentation of financial reports and an annual internal audit of the books of the corporation.

SECTION 3: The board shall establish a yearly budget.

SECTION 4: The budget must be at all times a balanced budget.

SECTION 5: Any and all equipment purchased by PBA, PBA Travel or Special teams with general funds or donations to this corporation, is for the use of any team as directed by the Board and becomes property of the Palatine Baseball Association. Purchasing of any uniforms or equipment shall be limited to the Equipment vice president, President, Executive vice president, or treasurer.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSIT, AND FUNDS

SECTION 1: CONTRACTS-The board of Directors may authorize the President, Secretary or Treasurer of this corporation to enter into certain contracts in the name of an on behalf of the corporation and such authority shall be confined to specific instances by the Board of Directors.

SECTION 2: CHECKS, DRAFTS, ETC.-All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by the Treasurer or an assistant Treasurer and countersigned by the President or Executive Vice-President of this corporation.

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

SECTION 4: GIFTS-The Directors may accept any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Directors, and committees having any of the authority of the Directors, and shall keep at the President's office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, for any proper purpose, at any reasonable time. Further, copies shall be given to each Director.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31.

ARTICLE X

RULES OF ORDER

Roberts Rules of Order as Revised shall govern the proceedings of all meetings, except where limited by the Articles of Incorporation or By-laws of the Corporation.

ARTICLE XI

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1: The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprises, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

SECTION 2: The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he/she reasonably believed to be in or no opposed to the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3: To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

SECTION 4: Any indemnification under section 1 and 2 (unless ordered by the court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made (a) by the directors by a majority vote consisting of Directors who were no parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in written opinion.

SECTION 5: The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 6: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation 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 capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this article.

ARTICLE XII

AMENDMENTS

The Articles of incorporation, By-laws, and any section thereof may be amended by a two-thirds vote of the Board of Directors providing written notice of such proposed changes is sent to each member of the Board of Directors at least ten (10) days prior to the meeting at which the proposed change shall be submitted to vote.

Approved by the Board of Directors on September 23, 1987

Approved by the Board of Directors on February 22, 1995

Approved by the Board of Directors on January 24, 1996

Approved by the Board of Directors on December 4, 2002

Approved by the Board of Directors on January 26, 2005

Approved by the Board of Directors on February 22, 2006

With the inclusion of the Code of Conduct

Approved by the Board of Directors on November 29, 2006

Approved by the Board of Directors on October 24, 2007

Approved by the Board of Directors on April 23, 2008

Approved by the Board of Directors on December 3, 2008