



## **Plainfield Athletic Club By-Laws**

(Hereinafter referred to as the P.A.C.)

### ***Article I — Membership Annual and Special Meeting and Voting***

**Section 1.** The Membership of the P.A.C. shall hold an Annual Meeting in September at such date, time and place as determined by the P.A.C. Board of Directors. Notice of the date, time and place of such Annual Meeting shall be made known to the Membership of the P.A.C. through various publications (i.e.; newspaper, website notification), not less than 10 days prior to the date of the meeting.

**Section 2.** Special Meeting of the P.A.C. Membership may be called by the President, or by a majority vote of the Board of Directors at the prior monthly meeting, of the P.A.C. Notice of date, time, place and purpose of Special Meeting of the P.A.C. Membership shall be made known to the membership of the P.A.C. through various publications (i.e.: newspaper, website notification), not less than 10 days prior to the date of the meeting.

**Section 3.** At each Annual or Special Meeting of the P.A.C. Membership every eligible member present shall be entitled to vote. A majority of those present and eligible to vote shall be required for election and questions brought to a vote.

**Section 4.** The presence of not less than 20 members eligible to vote shall be required to constitute a quorum for voting purposes at any Special or Annual Meeting of the P.A.C. membership.

**Section 5.** There shall be no proxy or absentee voting at the Annual or any Special Meeting of the P.A.C. Membership.

### ***Article II — Election of Board of Directors***

**Section 1.** A Nominating Committee of at least 3 members will be appointed by the president at least 90 days preceding the Annual Meeting of the P.A.C. Membership. None of the members of the Committee shall be seeking election. Its purpose shall be to seek out members interested in running for office, advertise the election procedures and publicize the qualifications of all members interested in seeking a board seat. The Nominating Committee shall not endorse or otherwise favor any one candidate.

**Section 2.** At the Board of Directors meeting prior to the Annual Meeting of the P.A.C. Membership, the Nominating Committee will present a list of candidates for the Board of Directors for the following year to be voted at the Annual Meeting of the P.A.C. Membership.

**Section 3.** The term of office for all members of the Board of Directors shall be one year, beginning the day following their respective elected date.

**Section 4.** All members of the Board of Directors shall be eligible for re-election. No person shall serve in the same elected position for more than four consecutive terms.

**Section 5.** Any P.A.C. member in good standing may be considered a candidate for any of the positions on the P.A.C. Board of Directors except the office of President. Candidates for President must have previously served a minimum of one full term as a member of the P.A.C. Board of Directors. In the event that no eligible candidates present themselves, this requirement may be waived by a two-thirds vote of the P.A.C. Board of Directors.

**Section 6.** In the event of the death, resignation, or inability to perform the duties of office for any reason, of any member of the Board of Directors, the Board of Directors, by majority vote of the entire board, shall be empowered to select a replacement for such officer, who shall serve until the respective term is complete.

**Section 7.** Any member of the Board of Directors, either elected or appointed, who misses three or more meetings of the Board of Directors, may be subject to removal by the P.A.C. Board of Directors. Any vacancy, if applicable, will be filled in accordance with Article II Section 6 of these By-Laws.

### ***Article III — Board of Directors***

**Section 1.** The Board of Directors shall include the Executive Committee, as defined below and Directors of the P.A.C. Standing Committees. No person, either elected or appointed, shall serve in more than one capacity as a member of the Board of Directors of the P.A.C.

**Section 2.** Executive Committee is defined as all Officers of the P.A.C. Board of Directors as defined in the Constitution. These positions include the following: President, Executive Vice-President, Vice-President of Baseball, Vice-President of Softball, Vice-President of Fall Ball, Vice-President of Travel, Secretary, and Treasurer. All members of the Executive Committee shall serve as ex-officio members of the P.A.C. Standing Committees.

**Section 3.** The Executive Committee shall have the authority, by majority vote at a meeting for which no less than half its members are present, to suspend, discharge or otherwise discipline any member, manager, coach, player, league official, umpire or other person whose conduct is considered detrimental to the best interests of the P.A.C.

**Section 4.** Any adult (persons 18 years of age and older) who is suspended, removed or otherwise disciplined by the Executive Committee shall have the right to appeal such action before a majority of the members of the Board of Directors at a Regular or other meeting of the Board of Directors called for that purpose.

**Section 5.** The Division Commissioner or any member of the Board of Directors, shall upon evidence of misconduct of any player, notify the manager of the team of which the player is a member and the parents of any such player who is less than 18 years of age, within 48 hours of the act. The manager shall appear with the player before the Division Commissioner and at least three other members of the Executive Committee of the Board of Directors, which will include Vice-President of applicable league, for consideration of appropriate action. The player's parents or guardian shall be advised of, and invited to attend such meeting.

### ***Article IV — Regular Meetings***

**Section 1.** All meetings of the P.A.C. will be conducted using the rules in the current edition of Robert's Rule of Order Newly Revised. These rules shall govern all meetings held by the P.A.C. in all cases in which they are applicable and not inconsistent with these By-Laws and any special rules of order P.A.C. shall adopt.

**Section 2.** The P.A.C Board of Directors shall be allowed to perform E-Mail voting in the following circumstances:

- For items previously discussed in a Regular Meeting.
- Approval of In-House Team Managers and Commissioners.
- Financing approvals of \$5,000 & under, provided the bid process has been followed for expenditures over \$1,000.
- Urgent matters as deemed by the PAC President. These items may be approved on an interim basis until the next Regular Meeting.

Voting Procedures

- Motion and Second put forth via e-mail to Board of Directors.
- Discussion period to be open for not less than 24 hours.
- Secretary will announce when the vote will commence.
- Secretary will record all votes and publish vote result.

**Section 3.** The P.A.C. Board of Directors shall hold Regular Meetings monthly, at a date, time and place as determined by the P.A.C. Board of Directors, with a minimum of 10 monthly meetings per calendar year.

**Section 4.** Fifty percent of the members of the P.A.C. Board of Directors, including four Officers, shall constitute a quorum.

***Article V— Financial Policy***

**Section 1.** The fiscal year of the P.A.C. shall be October 1 to September 30.

**Section 2.** The Board of Directors shall decide all matters pertaining to the finances of the P.A.C. bearing the responsibility to conduct the financial affairs of the P.A.C. in a sound, business-like manner.

**Section 3.** To equalize the benefits of the P.A.C. for all participating teams, solicitation of funds shall be for the treasury of the P.A.C. and contributions to individuals or teams shall be discouraged, unless specified by the P.A.C. Board of Directors.

**Section 4.** The Board of Directors shall institute policy relative to the preparation and acceptance of an annual budget, periodic and annual presentation of financial reports, an annual audit of the books of the P.A.C., and securing appropriate insurance coverage for all P.A.C activities.

**Section 5.** The Board of Directors shall serve without compensation but may be reimbursed all reasonable and necessary costs and expenses incurred on behalf of P.A.C.

**Section 6.** Title to all property (both real and personal) shall be held by the P.A.C. In the event the P.A.C. should disband, all its property (both real and personal) after all outstanding debts are paid, shall be put in a trust pending reorganization. If not reorganized within two years, the trustees shall disburse the remaining assets to the Plainfield Township Park District.

**Section 7.** Any special funds shall be used only for the purpose for which said fund was originated. A two-thirds vote of the membership present and voting at a special meeting of the membership called for that purpose, shall be required to change the designated purpose or to place such special fund or funds in the general treasury.

**Section 8.** Special assessments on the membership of the P.A.C. may be levied by a two-thirds vote of the membership present and voting at a special meeting of membership called for that purpose.

**Section 9.** All equipment, supplies, trophies, or other expenditures over \$1,000.00 must have three closed bids (written and signed refusal to bid may be counted as a bid). The three bid requirement may be waived in extreme circumstances but only with approval of two-thirds of the P.A.C Board of Directors. A separate approval of the actual expenditure will still need to be obtained. All bids will be made available for review upon request of the Board of Directors.

### *Article VI—Duties of Officers*

**Section 1.** The President shall preside at all meetings of the P.A.C. membership and at all meetings of the P.A.C. Board of Directors, shall serve as the Chief Executive Officer of the P.A.C., shall appoint members or oversee elections of members to the Nominating, and all other standing P.A.C. Committees, shall be an ex-officio member of all Committees, shall countersign all checks drawn upon the Money Market account of the P.A.C. , shall be the representative to the Plainfield Park District, and shall perform such other duties as are normally associated with the office of President.

**Section 2.** The Executive Vice-President shall perform such duties as may be assigned by the President, shall otherwise assist the President in the performance of the President's duties, shall preside at meetings in the absence of the President, shall be an ex-officio member of all Committees, and serve as the permanent Chairman of the Conduct Review Committee.

**Section 3.** The Secretary shall have custody of the Constitution and By-Laws, and all other records of the P.A.C., shall keep an accurate record of the meetings and other activities of the P.A.C. and Board of Directors, shall be responsible for maintenance and upkeep of the P.A.C. website, shall serve as the parliamentarian for all P.A.C. meetings, shall serve as a member of the Travel Committee, shall perform such duties as may be assigned by the President, and shall transmit all records and correspondence to any person elected to succeed him or her in that office.

**Section 4.** The Treasurer shall receive and disburse all funds with the approval of the Board of Directors, shall keep an accurate account of all funds received and disbursed for the P.A.C., shall provide the primary signature on all checks drawn upon the funds of the P.A.C. treasury, shall provide a bond, paid for by the P.A.C., for the amount of the money of which he/she is accountable, shall submit a financial report at all regular meetings and at such other times as may be requested by the President, shall compile an annual report for the P.A.C. finances, shall provide the books of the P.A.C. and such other documentation as requested for the annual audit, shall serve as a member of the Travel Committee, and shall transmit all financial records to any person elected to succeed him or her in that office.

**Section 5.** The Vice-President of Baseball shall assist in the registration of players, shall nominate managers, coaches, and commissioners, shall supervise the evaluation tryout sessions, and distribution of players among P.A.C. teams for the Spring baseball season, shall be the P.A.C. representative to Pony Baseball regional directors and other area teams, shall schedule field use to ensure the equitable availability of playing locations, shall inform the President and Field Maintenance Director of any required field repairs, and shall work with the Equipment Director to secure all uniforms and equipment for said teams.

**Section 6.** The Vice-President of Softball shall assist in the registration of players, shall nominate managers, coaches, and commissioners, shall supervise the evaluation tryout sessions, and distribution of players among P.A.C. teams for the Spring softball season, shall be the P.A.C. representative to softball regional directors and other area teams, shall schedule field use to ensure the equitable availability of playing locations, shall inform the President and Field Maintenance Director of any required field repairs, and shall work with the Equipment Director to secure all uniforms and equipment for said teams.

**Section 7.** The Vice-President of Fall Ball shall assist in the registration of players, shall nominate managers, coaches, and commissioners, shall supervise the evaluation tryout sessions, and distribution of

players among P.A.C. teams for the Fall baseball and softball season, shall be the P.A.C. representative to other area teams, shall schedule field use to ensure the equitable availability of playing locations, shall inform the President and Field Maintenance Director of any required field repairs, and shall work with the Equipment Director to secure all uniforms and equipment for said teams.

**Section 8.** The Vice-President of Travel shall assist in the registration of Travel players for both baseball & softball, shall be chairman of the Travel Committee, shall be the P.A.C. representative to other area teams participating in Travel, shall organize and supervise the annual tryouts for all traveling teams, shall coordinate playing schedules with the appropriate VP (Baseball, Softball, and Fall Ball) for field usage, shall nominate managers, coaches, and commissioners, shall inform the President and Field Maintenance Director of any necessary field repairs.

### ***Article VII — Standing Committees***

**Section 1.** There shall be eight Standing Committees of the P.A.C., with the Director of each Committee being elected at the Annual Meeting of the P.A.C. at a date, time and place as designated by the P.A.C. Board of Directors. All other members of each respective Committee shall be nominated by the President and/or Director with approval of the P.A.C. Board of Directors. The Committee Directors shall not serve simultaneously as an Officer of the P.A.C.

**Section 2.** The Sponsorship Committee shall secure sponsors on behalf of the P.A.C., and at the request of the Treasurer, shall assist with the collection of monies due to P.A.C. in conjunction with those sponsors, shall perform all duties associated with sponsorship activities, and shall perform such duties as may be assigned by the President,

**Section 3.** The Equipment Committee shall be charged with the responsibility of acquiring bids, ordering and purchasing, distributing, collecting, and storing uniforms, playing equipment, and trophies for the P.A.C. and the preparation of reports for budgetary action as requested by the P.A.C. Board of Directors.

**Section 4.** The Rules Committee shall be charged with the development and revision of the P.A.C. Handbook which contains player, manager, coach, and spectator conduct rules and baseball and softball playing rules for each respective Division, shall serve as liaison between the P.A.C. and any umpire association or group, and shall perform such duties as may be assigned by the President.

**Section 5.** The Concession Committee shall be charged with the operation and fiscal responsibilities of all concession stands. They will handle all financial reports with the Treasurer of the P.A.C.

**Section 6.** The Registration Committee shall supervise the registration of players, shall maintain the database of all active players, shall provide a list by age level to respective commissioners of all eligible players for draft, shall maintain a listing of eligible players not assigned to teams who may be available as replacement players, shall print and distribute, in a manner to be determined by the P.A.C. Board of Directors, all notices of registration, try-outs, player evaluations, meetings, and other notices as required.

**Section 7.** The Special Events Committee shall be charged with the operation of Candy Fundraiser, P.A.C. Pictures, Appreciation Night, and any other special events as approved by the P.A.C. Board of Directors.

**Section 8.** Field Maintenance Committee shall be responsible for all activities related to field playing conditions including, without limitation, field repairs, field improvements, coordination of field preparation, purchase and distribution of field drying material and chalk, field equipment operations and maintenance. This committee shall act as a liaison between the Park District maintenance department and this corporation's Board of Directors.

**Section 9.** The Communications Committee shall be charged with all forms of communication and/or correspondence to the P.A.C. Members and general media, regarding P.A.C. activities, such as, tryouts, clinics, player evaluations, meetings and other notices as required. In addition Committee shall be charged with ensuring that all managers and coaches in the P.A.C. have the opportunity to secure appropriate training to allow them to better serve as team leaders and teachers of the games of baseball and softball, shall organize and coordinate the NYSCA Certification program as specified by the Plainfield Park District, and shall perform such duties as may be assigned by the President.

#### **Article VIII — Special Committees**

**Section 1.** Special Committees of the P.A.C. are designated and defined to address specific and crucial organizational issues under the direction of an Officer of the P.A.C. Board of Directors.

**Section 2.** The Travel Committee shall be responsible for the development and annual revision of the Travel section of the P.A.C. Handbook which contains player, manager, coach, and spectator conduct rules and baseball and softball playing rules for each respective Division, shall coordinate with the Director of Training to insure all Travel managers and coaches have the opportunity to attend all training sessions, shall insure that all Travel managers receive their Certification as required by the Plainfield Park District. The Vice President of Travel will be the permanent chairman of the Travel Committee.

**Section 3.** The Conduct Review Committee shall be formed by the Committee Chairman, the P.A.C. Executive Vice-President, to investigate all adult conduct related issues occurring at P.A.C. activities, shall consist of the appropriate: Division Commissioner, Division Umpire Assigner, Vice-President (Baseball, Softball, Travel, or Fall Ball), and a member of the Executive Committee of the P.A.C. not already involved in the review, shall interview individuals involved or witness to the incident and present a report to the Executive Committee of the P.A.C. with the facts of the incident and a recommended course of action for the Executive Committee to vote on as prescribed in Article III, Section 3 of these By-Laws.

#### **Article IX — Commissioners**

**Section 1.** The duties of all Commissioners will be to work with the Vice-President of their respective league, to promote the best possible baseball/softball program. The Commissioners are responsible for the scheduling and canceling of games, identifying manager candidates, supervising and coordinating the activities of appointed managers and acting as liaison between his or her Division and the Vice-President of their respective league, in all rule infractions and disciplinary problems. All commissioners will be appointed to their positions by the P.A.C. Board of Directors and they will hold said position for one year/season, as appropriate. The number of Commissioners in the P.A.C. will be determined by the P.A.C. Board of Directors, based on the Divisions listed below. The Divisions may be combined as needed, based on the number of registered players each season.

Baseball: Palomino (17&18) – Colt (15&16) – Pony (13&14) – Bronco (11&12) – Mustang (9&10) – Pinto (7&8) – Shetland (6&7)

Softball: 18U (17&18) – 16U (15&16), - 14U (13&14) – 12U (11&12) – 10U (9&10) – 8U (7&8) – Coach Pitch (6&7)

#### **Article X — Amendments**

**Section 1.** The By-Laws may be amended only by a majority vote of the P.A.C. board in attendance at the annual meeting of the P.A.C., or a special meeting of the P.A.C. Board as prescribed and called for by the P.A.C. Board of Directors.

**Section 2.** Amendments to these By-Laws must be submitted in writing to the Board of Directors at least one monthly meeting prior to the annual meeting of the P.A.C., or a special meeting of the P.A.C. Board as prescribed and called for by the P.A.C. Board of Directors to act on said amendments.

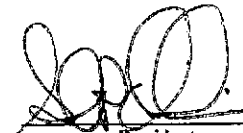
***Article XI—Insurance and Indemnification***

**Section 1.** The Corporation shall indemnify and hold harmless all Officers and Directors of the Corporation to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois and shall be authorized and entitled to purchase insurance for such indemnification of the Officers and Directors to the extent as determined from time to time by Board of Directors.


Adopted the 18th day of August 1993.

Adopted in its entirety the 10<sup>th</sup> day of July 2006.

Article IV, Section 2 Added the 14<sup>th</sup> day of September 2009.



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President



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Executive Vice-President