PEQUOT LAKES DIAMOND CLUB – BYLAWS

ARTICLE I –NAME AND PURPOSE

Section 1 **Name:** The name of this organization shall be Pequot Lakes Diamond Club ("PLDC"). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 **Purpose:** PLDC is organized exclusively for charitable and educational purposes, including receiving and administering funds to foster national amateur sports competition, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the purposes of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code

Section 3 **Mission:** The mission of PLDC is to provide a higher level of competition for talented and motivated Pequot Lakes area ball players who want to continue playing beyond the house leagues and school spring seasons. PLDC is to promote an enjoyable, safe and fair environment for Baseball and Softball student athletes. PLDC will teach integrity, teamwork, respect, sportsmanship, commitment, humility, discipline, self-control, dedication, determination, preparation and decision-making through sports – with the goal of developing strong character in each individual. Ultimately, the development of skills and team focused play will be the guideline for our program, which we believe will create better players and better people.

ARTICLE II –LOCATION

Section 1 The registered office address of PLDC shall be at such a place as may be designated from time to time by the Board of Directors. The Mailing Address is PO Box 791 – Pequot Lakes, MN 56472. The Corporation may also have offices at such other place (both within and without the State of Minnesota) as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE III –MEMBERSHIP

Section 1 Members: Any person associated with, or is a guardian of, a player of the organization who willingly participates as a spectator or assists with practice, games, or volunteers for club activities.

The Voting Membership shall consist of the current years PLDC Board of Directors, official head coaches of PLDC teams and official committee chairs.

Section 2 The Annual Membership meeting, for the sole purpose of electing directors, will be held at a time and place as determined by the board of directors of this organization. The meeting must be held no earlier than November 1st and no later than November 30th. Open positions will be announced at the regular September Board Meeting. The board will accept applications for elections up to the start of the regular October board meeting. Voting shall take place using electronic means. Newly elected/re-elected directors will assume their new roles immediately following the announcement of the results during the November Meeting.

ARTICLE IV –BOARD OF DIRECTORS

Section 1 Board role: The PLDC Board of Directors ("Board") shall manage the property, affairs and business of the corporation and is responsible for the overall policy and direction of the organization.

Section 2 Number and Compensation: The number of Directors shall be seven (7) or more. The number of seven (7) does include the five (5) Officers (President, VP of Baseball, VP of Softball, Secretary, and Treasurer). The Board may delegate responsibility of day-to- day operations to specific directors of PLDC and their appropriate leaders and committees. Board members shall receive no compensation for their role as board members (other than reimbursement of reasonable expenses incurred in the performance of duties and responsibilities). The number of Directors may be changed from time to time by resolution.

Section 3 **Qualification and Term of Office**: Any member in good standing is eligible for election to the Pequot Lake Diamond Club Board of Directors. The New Board will reorganize each November and selects officers and Directors for the upcoming season. The term of office is two years and are volunteer positions and may be eligible for re-election in accordance with these bylaws. Officers are selected by simple majority election of the board itself.

Section 4 **Meetings:** The Board shall meet at least ten (10) times per year, at agreed upon times and locations. These meetings are open to the current years voting members. A board member may invite, admit and recognize a guest for presentations or comments during board meetings. Special meetings of the Board are open to the public, as announced.

Section 5 **Quorum:** The majority of the elected board members of PLDC shall constitute a quorum for the transaction of business at any regular or special PLDC meeting.

Section 6 **Voting:** Only board members may make motions and vote at meetings. Each board member shall be entitled to one vote on any matter brought before any meeting of the Board. A majority vote of the directors present at any meeting where quorum is present shall be sufficient to transact any business, unless a greater number of votes are required by law, the Articles of Incorporation or these Bylaws.

Section 7 **Absentee Voting**: Absentee voting is allowed if a quorum has been established. An absentee vote is effective when received by the secretary or other officer or agent authorized to tabulate votes. To be valid, an absentee vote must be submitted in writing by the board member. Absentee voting can only occur on issues that are listed on the meeting Agenda and for which a motion is sent out in advance and remains unchanged at the board meeting. There can be no blanket release of voting power to another.

Section 8 Board elections: Election of new board members or re-election of current board members to a subsequent term will announced at the annual meeting of Board of Directors in November.

Section 9 Election procedures: Board members shall be elected by a simple majority vote of the voting members (Current year Board of Directors, Official PLDC head coaches and PLDC Committee Chairs). Board members so elected shall serve a term beginning at the November regular board meeting following the annual meeting.

Section 10 **Officers and Duties**: There shall be five officers of the Board, consisting of President, Vice President of Baseball, Vice President of Softball, Secretary and Treasurer. The Board will also have 2 at large Director positions. Each position is expected to either chair a committee or be that committee's board liaison. Their duties are as follows:

- **President:** To be eligible for this position, the member must have served for a minimum of 1 year on the board immediately prior to taking the position. The President has responsibility for the Association in the role as chief executive officer ensuring all orders and resolutions are carried into

effect, presides all Board and general membership meetings and is *ex officio* a member of all standing committees.

- **Vice President of Baseball**: In the event of the absence or availability of the President, the Vice President with the most seniority will assume those responsibilities. The Vice President provides oversight for the Baseball side of the association…. guidance and compliance as well as a liaison with the school's baseball coaching staff.
- **Vice President Softball:** In the event of the absence or availability of the President, the Vice President with the most seniority will assume those responsibilities. The Vice President provides oversight for the softball side of the association…..guidance and compliance as well as a liaison with the schools softball coaching staff.

  The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings. The Secretary shall send out meeting announcements, distribute copies of minutes and agendas to board members. The Secretary shall maintain all corporate records.
- **The Treasurer** shall make a report at each board meeting. The Treasurer shall maintain custody of all PLDC funds and keep full and accurate account of all receipts and expenditures of PLDC and make financial information available to PLDC at every regular meeting and at other times upon the request of the President or Board of Directors. The Treasurer shall assist in the preparation of the budget. The Treasurer will also file, or oversee the filing, of all required tax returns.

Section 11 Vacancies: In the event of a mid-term vacancy, the board shall attempt to fill the vacancy. A vacancy shall be filled for the unexpired term when elected by a simple majority vote of the Board of Directors, notice of such election having been given.

Section 12 Resignation and terminations: Any board member may resign at any time by giving notice to Board of Directors. Any board member may be removed from office without assigning any cause by a four-fifths (4/5) vote of the Board of Directors.

Section 13 Special meetings: Special meetings of the Board shall be called upon the request of the President or one-third of the Board. The Secretary will send notices of special meetings to board members.

Section 14 Closed Session: During a regular or special board meeting, there may be times where sensitive or confidential information may be discussed. The Board can vote to go into a closed session. If they vote to go into a closed session, all non-board members must leave the room until the Board votes to end the closed session. Minutes shall state the Board voted to go into closed session. Minutes will be taken during the closed session however the minutes will only be available to the board members for future reference.

ARTICLE V - COMMITTEES

Section 1 Committee formation: The Board of Directors may create or eliminate a standing or special committee as it may deem necessary to promote the purpose and mission of PLDC and to conduct the business of PLDC.

Section 2 Committee role: No committee work shall be undertaken or conducted absent the consent and direction of the Board of Directors. Committees are assigned by the Board to work on specific issues facing PLDC. Standing committees are outlined in these bylaws. Ad hoc committees can be created for a time period set by the Board of Directors.

Section 3 Grievance Committee: The grievance committee shall consist of the Vice Presidents and Secretary to review any Code of Conduct Incident Reports elevated to them. They will investigate complaints, irregularities and conditions detrimental to PLDC. In the case of a player complaint, the Grievance Committee shall give notice to the coach of the player's team. The individual investigated shall be informed of the general nature of the charges and given an opportunity to appear at a meeting of the

Grievance Committee to answer such charges. The Grievance Committee shall make a recommendation of discipline to the Board of Directors at the next duly constituted board meeting. The Board of Directors, by a two-thirds vote of those present at any duly constituted board meeting where quorum is present, shall have the authority to discipline, suspend or terminate anyone when the conduct of such person is considered detrimental to the best interest of PLDC. The Board of Directors shall have full power to suspend or revoke such person's right to current or future participation. The Board of Directors may reinstate the original membership of a former participant, within 12 months from the date of termination of membership, upon such terms as the Board may designate, by a majority vote of the Board at a regular meeting when quorum is present. In the case of a participant that had been terminated more than one year past, the Board of Directors shall first satisfy itself as to the continued eligibility, character, and fitness of the applicant for reinstatement in such manner as the Board may determine by majority vote when quorum is present.

ARTICLE VI – FINANCIAL AND PROPERTY MANAGEMENT

Section 1 The fiscal year of PLDC shall begin on November 1 and end on October 31 for a calendar fiscal year.

Section 2 Reconciliation of books and accounts: The books and accounts of the corporation shall be reconciled and balanced monthly.

Section 3 Contracts: The Board of Directors may authorize and Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. The Board of Directors have this general authority.

Section 4 Checks. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the treasurer and President of the Board.

Authorization of purchases less than $500 may be approved via mobile communications such as email or text messages.

Section 5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII - DISTRIBUTIONS

Section 1 Distributions, Reserves. Subject to the provisions of the Articles of Incorporation and these Bylaws, the Board of Directors in its discretion may distribute money or other property to any organization which is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in such amount and at such times as the Board of Directors in its sole discretion shall determine.

Section 2 Dissolution: Should the PLDC cease to exist / dissolve, the assets and property shall be liquidated to the Pequot Lakes Activities Club

ARTICLE VIII - AMENDMENTS

Section 1 These bylaws may be amended at any regular meeting of Board of Directors by two thirds (2/3) vote of the members present and voting, provided that quorum has been established. Proposed amendments must be submitted to the secretary to be sent out with prior to the meeting.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote of those members present on November 12th, 2025.

President Date