

Oak Park Youth Baseball/Softball
An Illinois Not-for-Profit Corporation
BYLAWS
Amendment and Restatement
As of 11/5/07, 2007

Purpose

Oak Park Youth Baseball/Softball is a not-for-profit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the Illinois General Not for Profit Corporation Act. Its purpose is to organize and administer boys baseball and girls softball leagues and teams for young children.

The goals of Oak Park Youth Baseball/Softball are to establish quality athletic, recreational and competitive programs with an emphasis on educating participants in the fundamentals of baseball and softball as well as promoting the values of good sportsmanship and fair play in an atmosphere of fun and fellowship.

Article I. Meetings and Voting

Section 1. Annual Meetings. The membership of Oak Park Youth Baseball/Softball shall hold an annual meeting at such place and time as shall be determined by the Board of Directors. Notice of the time and place of such meeting shall be made known to the membership of Oak Park Youth Baseball/Softball through publication and/or individual mailings no fewer than ten (10) days prior to the date of the meeting.

Section 2. Special Meetings. Special meetings of the Oak Park Youth Baseball/Softball Membership may be called by the Chairman, or by majority of the Board of Directors. Notice of the time and place of special meetings of the Oak Park Youth Baseball/Softball membership shall be made known to the membership of Oak Park Youth Baseball/Softball no fewer than five days prior to the date of the meeting.

Section 3. Eligible Members. At each annual or special meeting of Oak Park Youth Baseball/Softball, every eligible member present shall be entitled to vote. The term "eligible member" includes:

- a) any parent or guardian of any child registered in the program during the current calendar year,
- b) any manager, coach, Oak Park Youth Baseball/Softball official or board member, during the current calendar year,
- c) any person appointed to an official Oak Park Youth Baseball/Softball committee, and
- d) others designated by the Board of Directors of Oak Park Youth Baseball/Softball.

There shall be no proxy voting. A majority of those present and eligible to vote shall be required for election and questions brought to a vote. The Board of Directors, by majority vote, shall set the agenda for the meeting and determine what matters, if any, shall be voted upon.

Section 4. Quorum Requirements – Special and Annual Meetings. The presence of no fewer than 10 members eligible to vote shall be required to constitute a quorum for the transaction of business at any special or annual meeting of Oak Park Youth Baseball/Softball.

Article II. Election of Officers and Directors

Section 1. Officer Nominations. At a meeting prior to the annual meeting, a Nominating Committee shall be appointed by the Chairman, consisting of two members of the Board of Directors and two members of the general membership. The Nominating Committee shall obtain and nominate officers from the members of the Board of Directors for the following year.

Section 2. Term of Office – Officers. The term of office for all officers shall be one year.

Section 3. Reelection – Officers. All officers shall be eligible for reelection.

Section 4. Inability to Perform – Officers and Directors. If any officer or Director is unable to perform the duties of office for any reason, the Board of Directors, by majority vote of the entire board, shall be empowered to select a replacement. The succeeding officer or Director shall serve until the following annual meeting.

Section 5. Nomination of Directors. The election of Directors shall be conducted at the annual meeting under the following procedures:

- a) The Nominating Committee appointed by the Chairman as provided in Section 1 of the Article shall nominate a slate of candidates to be elected as Directors for the following year. The Nominating Committee shall solicit candidates from the membership for all positions on the Board of Directors.
- b) The list of nominees to the Board shall be published along with the notice of the annual meeting. Any member wishing to submit additional candidates for consideration shall do so in writing to the Chairman at least five days prior to the annual meeting.
- c) The Nominating Committee shall review any additional candidates submitted and may amend its slate accordingly.

Section 6. Election of Directors. At the annual meeting, the Nominating Committee will present its slate of candidates (or, its amended slate of candidates) to the membership for election. Any member may move that the slate be elected and, if seconded, the slate shall be subject to the vote of the membership. The slate, if elected, will take office immediately. In the event the slate is not elected, the Nominating Committee will reconvene and submit a second

slate of candidates for election. The process will continue until a slate of candidates is elected. The second slate and all successive slates may be presented and voted upon at a re-convened meeting if, in the discretion of the Chairman, such a procedure is necessary.

Section 7. Election of Officers. The Directors elected under Section 6 of this article shall elect the following officers: Chairman, two (2) Vice Chairmen, a Secretary, a Treasurer and such other officers as the Board may deem advisable.

Article III. Board of Directors

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of nine (9) members, each appointed by the incorporators. The Board of Directors shall, at their first meeting, elect the officers of the Board from among its members. The officers elected shall include the Chairman, two (2) Vice Chairmen, a Secretary, a Treasurer and such other officers as the Board may deem advisable.

Section 2. Board Meeting – Monthly and Special. The Board of Directors shall meet on a monthly basis at such time and place determined by the Chairman. Special meetings of the Board may be called by the Chairman, or by the Secretary, upon the request of at least three members of the Board of Directors.

Article IV. Disciplinary Actions

Section 1. Authority to Discipline. The Board of Directors shall have the authority to suspend, discharge, or otherwise discipline any member, manager, coach, player, parent, guardian, Oak Park Youth Baseball/Softball official, umpire, or other person whose conduct is considered detrimental to the best interest of Oak Park Youth Baseball/Softball.

Section 2. Right to Appeal – Adults. Any adult (person 18 years of age or older) who is suspended, removed, or otherwise disciplined by the Board of Directors, shall have the right to appeal such action before a majority of the members of the Board of Directors at a regular meeting, or at a special meeting called for that purpose.

Section 3. Player Misconduct Meeting. A member of the Board of Directors shall, upon evidence of misconduct by any player, notify the manager of the team of which the player is a member and the parents or guardian of any such player who is less than 18 years of age. The manager shall appear with the player before at least three members of the Board of Directors for consideration of appropriate action. The player's parents or guardian shall be advised of and invited to attend such meeting.

Article V. Financial Policy

Section 1. Conduct Should Be Reasonable. The Board of Directors shall decide all matters pertaining to the finances of Oak Park Youth Baseball/Softball. In doing so, The Board of Directors shall act in a reasonable manner.

Section 2. Contributions. To equalize the benefits of Oak Park Youth Baseball/Softball for all participating teams, any solicitation of funds shall be for the treasury of Oak Park Youth Baseball/Softball as a whole. Contributions to individuals or teams shall be prohibited without prior approval from the Board of Directors.

Section 3. Annual Budget and Financial Reports. The Board of Directors, through the office of its Treasurer, shall prepare an annual budget to be accepted by the Board of Directors. In addition, the Treasurer shall provide an annual presentation of financial reports and, when requested by the Board of Directors, provide periodic financial reports.

Section 4. Financial Audit. The Board of Directors may authorize an audit of the books of Oak Park Youth Baseball/Softball if the Board determines that such action is necessary or proper.

Section 5. Fees. Reasonable participation fees for players will be set each year by the Board of Directors to assure adequate financial resources for the operation of its baseball and softball programs. The Executive Committee may waive the participation fees for any player with a demonstrable financial hardship.

Article VI. Power and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have the following powers:

- a) To purchase or otherwise acquire for Oak Park Youth Baseball/Softball any property, right or privilege which Oak Park Youth Baseball/Softball is authorized to acquire, at such price or consideration and upon such terms as the Board of Directors may deem expedient and as is approved by majority vote of the Board,
- b) To appoint or remove or suspend subordinate agents or volunteers, and to determine their duties,
- c) To determine who shall be authorized on behalf of Oak Park Youth Baseball/Softball, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments.
- d) To delegate any of the powers of the Board of Directors to any standing committee, special committee, or to any officer or agent of Oak Park Youth Baseball/Softball, with any powers that the Board of Directors may see fit to grant, and
- e) To generally do all such lawful acts and take actions as may be necessary and proper.

Section 2. Compensation and Reimbursement. The Board of Directors shall serve without compensation but may be reimbursed all reasonable and necessary costs and expenses incurred on behalf of Oak Park Youth Baseball/Softball.

Section 3. Number of Directors. The Board of Directors may, in their sole discretion through majority vote, increase or decrease the size of the Board of Directors.

Article VII. Duties of Officers

Section 1. The Chairman. The Chairman shall:

- a) preside at all meetings of the League Membership and at all meetings of the Board of Directors,
- b) serve as the Chief Executive Officer of the League,
- c) have the right to act and vote as a member of all standing and special committees as he/she deems appropriate, and
- d) perform such other duties as are normally associated with the Office of the Chairman.

Section 2. The Vice Chairmen. The Vice Chairmen shall:

- a) perform such duties as may be assigned by the Chairman,
- b) otherwise assist the Chairman in the performance of the Chairman's duties, and
- c) shall preside at meetings in absence of the Chairman.

Section 3. The Secretary. The Secretary shall:

- a) have custody of the corporate records, Bylaws, and all other records of Oak Park Youth Baseball/Softball,
- b) keep an accurate record of the meetings and other activities of Oak Park Youth Baseball/Softball and of the Board of Directors.
- c) be responsible for all correspondence on behalf of Oak Park Youth Baseball/Softball, and
- d) transmit all records and correspondence to any person elected to succeed him or her in that office.

Section 4. The Treasurer. The Treasurer shall:

- a) receive and disburse all funds with the approval of the Board of Directors,
- b) keep an accurate account of all funds received and disbursed for Oak Park Youth Baseball/Softball,
- c) submit a financial report at all regular meetings and at such other times as may be requested by the Chairman,
- d) compile an annual report of Oak Park Youth Baseball/Softball finances,

- e) provide the books of Oak Park Youth Baseball/Softball and such other documentation as requested for an audit, if the Board of Directors determines such an audit is necessary and proper, and
- f) transmit all financial records to any person elected to succeed him or her in that office.

Article VIII. Committees

Section 1. Committees – Formation. The Board of Directors has the power by majority vote, to establish or eliminate committees, as the Board may deem advisable. These committees may include, but are not limited to, committees regulating Equipment, Fields, Finance, Fundraising, Umpires, Uniforms and Public Relations.

Section 2. The Executive Committee. The Executive Committee shall consist of the Chairman, the two Vice Chairmen, the Treasurer and the Secretary. The Executive Committee has the power and authority to make all decisions binding upon the Oak Park Youth Baseball/Softball that are of an emergency nature or which cannot or should not await the next scheduled meeting of the whole Board, or the calling of a special meeting as determined by the Chairman. All such decisions made by the Executive Committee are subject to full review and ratification by the whole Board at the next regularly scheduled meeting.

Section 3. Special Committees. The Chairman, with the approval of the Board of Directors, may appoint special Committees for such special purposes as deemed necessary. Committee duties and responsibilities are to be outlined at the time of the appointment and such committees shall be dissolved at the annual meeting following appointment. However, a special committee may be reappointed at any time following the annual meeting.

Article IX. Rules of Order

The rules contained in the most current edition of “Roberts Rule of Order” shall govern Oak Park Youth Baseball/Softball meetings, meetings of the Board of Directors, and meetings of Oak Park Youth Baseball/Softball Committees in all cases in which they are applicable and not inconsistent with these Bylaws and any special rules of order Oak Park Youth Baseball/Softball shall adopt.

Article X. Amendments

The Bylaws may be amended by majority vote of the Board of Directors at the annual meeting or a special meeting called for that purpose.

Article XI. Insurance and Indemnification

The Officers and Directors of Oak Park Youth Baseball/Softball shall not have any personal liability whatsoever for the obligations of the Corporation. Out of its funds, the Corporation shall defend, indemnify and hold harmless the Officers and Directors of the Corporation from and against any loss, cost, expense, liability, claim, proceeding, suit, action, or other matter arising out of the alleged acts or omissions of the Officers and Directors, to the fullest extent permitted by law as now enacted or hereafter amended, or under any successor or supplementary law or statute and the Corporation shall be entitled to purchase insurance for the defense and indemnification of its Officers and Directors.

Article XII. Communication

Board Members may participate in and be present at meetings by any means of communication through which the Officers and Directors may simultaneously hear each other during such meeting. For the purposes of establishing a quorum and taking any action at the meeting, such members participating pursuant to this section, shall be deemed present in person at the meeting.

Unless otherwise prohibited by law, any action taken by the Board or notice delivered to the members under these Bylaws may be taken or transmitted by electronic mail or electronic means and any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

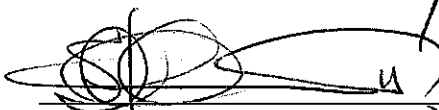
Article XIII. Matters Not Otherwise Covered

The Board of Directors will decide all matters involving the interpretation or application of any provision of the Bylaws, as well as matters not otherwise provided for therein. These Bylaws are not intended to cover all aspects of the program. In any matter where interpretation or judgment is needed, the Board and its Officers and Directors are counted on to make decisions thought to be in the best interest of the program.

Article XIV. Severability

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts so far as possible and reasonable, shall be valid and operative.

Approved this 5th day of November, 2007.



Secretary