



ST. JOE'S PONY BASEBALL

By-Laws of St. Joe's Pony Baseball

ARTICLE I

Purpose

The purpose of St. Joseph's Park Pony Baseball (the "Organization") shall be charitable and for the fostering of national or international amateur sports competition and include the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law) and to protect our nation's youth by implanting in the youth of this Organization ideals of good sportsmanship, courage, obedience, loyalty, truth and reverence so that they may be strong and happy young people who grow to be good, clean and healthy adults. This objective shall be reached by providing supervised competitive athletic games. The supervisors shall bear in mind at all times that the attainment of exceptional athletic skill or the winning of games is secondary and that the molding of future citizens is of prime importance. The Organization shall prohibit any direct advertising of alcoholic beverages or tobacco products.

ARTICLE II

Members

SECTION 1. ELIGIBILITY: The members of the Organization shall be:

- a. One (1) parent or guardian of each youth who is playing baseball in the Organization during the present or immediate past baseball year; and
- b. Any person eighteen (18) years of age or older not the parent or guardian of a youth in the Organization during the present or immediate past baseball year who is serving the Organization during the present or immediate past baseball year as a manager, coach, director, officer or as a member of the Advisory Board.
- c. Present baseball year shall be from January 1 through September 30.

SECTION 2. VOTING RIGHTS: Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. However, any parent or guardian with more than one youth in the Organization shall only be entitled to one (1) vote. There shall be no voting by proxy.

SECTION 3. TRANSFER OF MEMBERSHIP: Membership in this Organization is not transferable or assignable.

SECTION 4. NO MEMBERSHIP CERTIFICATES: There shall be no membership certificates of the Organization.

ARTICLE III

Meetings of Members

SECTION 1. ANNUAL MEETING: An annual meeting of the members shall be held on the last Monday of October in 1992 and on the last Monday in September in succeeding years at 7:30 p.m. for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If such day be a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

SECTION 2. REGULAR MEETINGS: A regular monthly meeting of the members shall be held without other notice than these ByLaws on the last Monday of each month from January through October at 7:30 p.m. at a place designated annually by the Board of Directors at the annual meeting of the members. If such day be a legal holiday, the meeting shall be held at the same hour and place on the next succeeding Monday.

SECTION 3. SPECIAL MEETINGS: Special meetings of the members may be called either by the President, Board of Directors or not less than one-twentieth of the members having voting rights for the purpose or purposes stated in the call of the meeting. The person or persons authorized to call a special meeting of the members may fix any location as the place for holding any special meeting of the members called by them. If no designation is made, the place of the meeting shall be at St. Joseph's Parish Park Hall, 1500 North Raynor Avenue, Joliet, Illinois.

SECTION 4. PLACE OF MEETING: The Board of Directors may designate any location as the place of meeting for the annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called without a location, the place of meeting shall be announced prior to the meeting.

SECTION 5. NOTICE OF MEETINGS: Written notice stating the place, date and time of a meeting of members including the annual meeting of the members but not including the regular meetings of the members as provided for in Section 2 herein shall be delivered to each member entitled to vote at such meeting not less than five (5) nor more than thirty (30) days before the date of such meeting, or, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than thirty (30) days before the date of the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Organization, with postage thereon prepaid. When a meeting is adjourned to another place, date or time notice need not be given of the adjourned meeting if the place, date or time thereof are announced at the meeting at which the adjournment is taken.

SECTION 6. FIXING OF RECORD DATE: For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Organization may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than thirty (30) days and, for a meeting of members, not less than five (5) days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When the determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

SECTION 7. QUORUM AND MANNER OF ACTING: The holders of one-tenth (1/10) of the votes which may be cast at a meeting of members of the Organization represented in person shall constitute a quorum for consideration of such matter at any meeting of members; provided that if less than one-tenth (1/10) of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time but only with further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the General Not-for-Profit Corporation Act, the Articles of Incorporation or these By-Laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 8. INSPECTORS: At any meeting of members, the chairman of the meeting may, or upon the request of any member, shall appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of votes represented at the meeting, count all votes and report the results and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

Each report of an inspector shall be in writing and signed by him or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prime facie evidence thereof.

SECTION 9. VOTING BY BALLOT: Voting on any question or in any election may be by voice unless the chairman of the meeting shall order or a majority of the members present shall demand that voting be by ballot.

ARTICLE IV

Board of Directors

SECTION 1. GENERAL POWERS: The affairs of the Organization shall be managed by or under the direction of a Board of Directors. The Board of Directors may adopt such written rules and regulations not inconsistent with these ByLaws. The Board of Directors shall have the authority to suspend, discharge, revoke or otherwise discipline any member, manager, coach, player, league official, umpire or other person whose conduct is considered to be detrimental to the best interest of the league.

SECTION 2. SPECIFIC FINANCIAL POLICIES: The Board of Directors shall decide all matters pertaining to the finances of the Organization bearing the responsibility to conduct the financial affairs of the Organization in a sound business—like manner. The Board of Directors shall approve not later than its second regular monthly meeting of the fiscal year a budget showing proposed income and expenses for the fiscal year.

SECTION 3. NUMBER, TENURE AND QUALIFICATIONS: The number of directors shall be seven (7) and they shall be the officers of the Organization. The term of each director shall commence the day following the annual meeting of the members. Each director shall remain a director until the next meeting for the election of directors following his election and until his successor shall have been elected and qualified. Directors shall be residents of Illinois and members of the Organization.

SECTION 4. REGULAR MEETINGS: A regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws immediately after and at the same place as the annual meeting of members. The Board of Directors may also hold regular meetings of the Board of Directors on the last Monday of each month from January through October at a place and time so designated monthly by the Board of Directors. If such day be a legal holiday, the meeting shall be held at such hour and place as so designated by the President.

SECTION 5. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. NOTICE OF MEETINGS: Written notice of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours prior thereto to each director at his address as shown by the records of the Organization except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting. The business to be transacted at and the purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. If notice be given by fax transcription, such notice shall be deemed to be delivered when the fax transcription is received by the recipient. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7. QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time but with further notice to the absent directors. Withdrawal of directors shall cause failure of a duly constituted quorum at that meeting.

SECTION 8. MANNER OF ACTING: The act of majority of the directors present at a 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 statute, these By-Laws or the Articles of Incorporation. No director may vote by proxy on any matter.

SECTION 9. VACANCIES: Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute or these By—Laws provide that a vacancy shall be filled in some other manner, in which case such provision shall control. A director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor.

SECTION 10. RESIGNATION AND REMOVAL OF DIRECTORS: A director may resign at any time upon written notice to the Board of Directors which said resignation shall become effective upon deliver to the Secretary unless it specifies a future date. A director shall be removed upon his removal as an officer.

SECTION 11. INFORMAL ACTION BY DIRECTORS: The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

SECTION 12. COMPENSATION: No member, director or officer may receive compensation for services to the Organization unless approved in advance by the Board of Directors. The Board of Directors may reimburse a member, director or officer for reasonable expenses incurred on behalf of the Organization provided said member, director or officer receives approval from the Board of Directors for such expenses prior to the expenditure and also submits to the Treasurer written verification of such expenditure.

SECTION 13. PRESUMPTION OF ASSENT: A director of the Organization who is present at a meeting of the Board of Directors at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V

Officers

SECTION 1. OFFICERS: The officers of the Organization shall be a President, a Vice-President of League Operations, A Vice President of All-Star/Part-Time Travel Baseball, a Secretary, a Treasurer, a Commissioner, a Director of Advanced Play, an Equipment Manager and a Grounds and Maintenance Supervisor. Any two (2) or more offices may not be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE: The officers of the Organization shall be elected annually by the members at the regular annual meeting of the members. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as conveniently may be. Nominations for officers shall be made at the regular monthly meeting of the members immediately preceding the regular annual meeting of the members. No write-ins or nominating from the floor of the regular annual meeting of the members shall be accepted or permitted for any office. Vacancies may be filled at any meeting of the Board of Directors. The term of each director shall commence the day following the annual meeting of the members. Each officer shall hold office until his successor shall have been duly elected and qualified, or until his death, or until he shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. RESIGNATION AND REMOVAL: An officer may resign at any time upon written notice to the Board of Directors which said resignation shall become effective upon delivery to the Secretary unless it specifies a future date. Any officer elected or appointed may be removed by the members with or without cause by the affirmative vote of two-thirds of the written votes present in person provided notice of such proposed removal is delivered in advance in accordance with these By-Laws to all members entitled to vote. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT: The President shall be the principal executive officer of the Organization. Subject to the direction and control of the Board of Directors, he shall: (a) be in charge of the business and affairs of the Organization; (b) see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and (c) discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors.

SECTION 5. VICE-PRESIDENT OF LEAGUE OPERATIONS: The Vice-President of League Operations shall assist the President in the discharge of his duties as the President may direct and shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors. In the absence. of the President, the Vice-President of League Operations 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.

SECTION 6. SECRETARY: The Secretary shall: (a) record the minutes of the meetings of the members, the Board of Directors and all committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be a custodian of the corporate records and of the seal of the Organization; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be designated to him by the President or by the Board of Directors.

SECTION 7. TREASURER: The Treasurer shall be the principal accounting and financial officer of the Organization. He shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Organization; (b) have charge and custody of all funds of the Organization; (c) insure that all federal, state and local tax or financial reports are timely filed; (d) submit a financial report at each monthly members and directors meetings and a detailed financial report at the annual meeting of the members; and (e) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine with such cost paid for by the Organization.

SECTION 8. COMMISSIONER: The Commissioner shall supervise the annual registration of player candidates and shall maintain a listing of playing youths and eligible players not assigned to teams. He shall run the day to day baseball operations of the league. He, the Director of Advanced Play and the Director of All-Star/Part-Time Travel Baseball shall be responsible for the scheduling of all games and the participation by league teams in sanctioned tournaments. He, the Director of Advanced Play and the Director of All-Star/Part-Time Travel Baseball in conjunction shall be responsible for insuring that all teams and individuals follow all rules and guidelines established by Pony Baseball, Inc., St. Joe's Pony Baseball and/or any other governing body. The Commissioner may appoint with the approval of the Board of Directors such deputy commissioners who shall be appointed officers of the Organization but not on the Board of Directors to assist him in his duties. The Commissioner shall not manage a team during the regular league season.

SECTION 9. DIRECTOR OF ALLSTAR/PART-TIME TRAVEL BASEBALL: The Director of All-Star/Part-Time Travel Baseball shall direct league All-Star/Part-Time Travel play. He will work in conjunction with the Commissioner and team managers to schedule all games and the participation by league teams in sanctioned tournaments. He and the Commissioner shall be responsible for insuring that all teams and individuals follow all rules and guidelines established by Pony Baseball, Inc. and/or any other governing body. He shall also work in conjunction with the league treasurer regarding team accounts. He shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 10. DIRECTOR OF ADVANCED PLAY: The Director of advanced play shall be responsible for league play at the Pony, Colt, and Palomino level. The Director of Advanced Play shall work in conjunction with the Commissioner to schedule all games and the participation by league teams in sanctioned tournaments. The Director of Advanced Play shall be responsible for ensuring that all teams and individuals follow all rules and guidelines established by Pony Baseball, Inc. and/or any other governing body. He shall be the Board of Directors liaison between the league and any conference that the league participates in.

SECTION 11. EQUIPMENT MANAGER: The Equipment Manager shall be responsible for all equipment and uniforms. He shall present an inventory of such equipment and uniforms at the annual meeting of members.

SECTION 12. GROUNDS AND MAINTENANCE SUPERVISOR: The person in charge of grounds and maintenance shall be responsible for the appearance of the playing fields and all related structures. He shall engage such persons with the approval of the Board of Directors as are necessary to maintain the playing fields.

ARTICLE VI

Advisory Board, Committees and Special Positions

SECTION 1. ADVISORY BOARD: The Board of Directors may appoint an Advisory Board at its regular annual meeting. The members of the Advisory Board need not be members of the Organization at their appointment but shall automatically become members of the Organization upon appointment. The Advisory Board shall be chaired by the immediate past President and shall consist of such former officers, directors and coaches as so appointed by the Board of Directors. The Advisory Board shall not have nor exercise any authority of the Board of Directors. The Advisory Board may not act on behalf of the Organization or bind it to any actions but may make recommendations to the Board of Directors or to the officers of the Organization.

SECTION 2. COMMITTEES: The Board of Directors, by resolution adopted by a majority of the directors, may designate one or more committees each of which shall consist of one or more directors and such other persons as the Board of Directors designates. At least one (1) director shall be a member and the chairman of each committee.

SECTION 3. TERM: Each member of the Advisory Board or committee shall continue as such until the next annual meeting of the members of the Organization unless the Advisory Board or committee shall be sooner terminated, such member be removed from such Advisory Board or committee by the Board of Directors or such member shall cease to qualify as a member thereof.

SECTION 4. VACANCIES: Vacancies in the membership of the Advisory Board or any committee shall be filled by the President with the advice and consent of the Board of Directors.

SECTION 5. QUORUM AND MANNER OF ACTING: Unless otherwise provided in the resolution of the Board or Directors designating the Advisory Board or a committee, a majority of the Advisory Board or whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Advisory Board or committee.

SECTION 6. SPECIAL POSITIONS: The President with the approval of the Commissioner and the consent of the Board of Directors may designate one member of the Organization for each of the following positions. These members may act only with the authority of the President or Commissioner as the case may be in their area of direction and cannot bind the Organization:

A. IT MANAGER: The IT Manager/Webmaster shall maintain the website of the Organization and control the email/mass media/social media devices of the Organization. He shall, at the direction of the Board of Directors, communicate with all members of the Organization via the above mentioned mediums. He shall also assist with the online registration of players.

B. REGISTRATION/DIVISION COORDINATOR: The Registration/Division Coordinator shall assist the Commissioner with the annual registration of player candidates and maintain a listing of playing youths and eligible players not assigned to teams. He shall assist with the scheduling of all games and the participation by league teams in sanctioned tournaments. He shall provide assistance to assure that all teams and individuals follow all rules and guidelines established by Pony Baseball, Inc. He shall coordinate the actions of the division coordinators appointed by the Commissioner.

ARTICLE VII

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS: The Board of Directors shall first authorize any officer or officers, agent or agents of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization and such authority shall be general or confined to specific instances.

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 Organization shall be signed by a minimum of two (2) officers or agents of the Organization. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or Vice-President of the Organization. Any expenditures of \$1,000.00 or more shall be approved by the Board of Directors prior to the expenditure. Any expenditures of \$25,000.00 or more shall be approved by the members following notice thereof prior to the expenditure. If it is necessary to expend for than \$1,000.00 but less than \$25,000.00 in a crisis situation, the President may authorize such expenditure provided the Board of Directors approves such expenditure at its next regular monthly meeting.

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

SECTION 4. GIFTS: The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization.

SECTION 5. BOOKS OF ACCOUNT AND RECORDS: The books and records of the Organization shall be open at all times to inspection by any member of the Board of Directors and may be verified at the conclusion of each fiscal year by an independent accountant selected by the Board of Directors. It shall be the purpose of said verification to examine the appropriate books and records, balance sheet and related statement of income and expenses in accordance with generally accepted accounting standards applied on a consistent basis. Copies of the report shall be furnished to each member of the Board of Directors and available for inspection by any member only upon written request.

ARTICLE VIII

Fiscal Year

The fiscal year of the Organization shall be October 1 through September 30.

ARTICLE IX

Affiliation

The Organization shall apply each year for a Certificate Membership in Pony Baseball, Inc. of Washington, Pennsylvania.

The playing of league games shall be in accordance with the rules and regulations issued by Pony Baseball, Inc.

In accordance with Pony rules, the Organization hereby prohibits players during league or post season play from participating on teams in any other non-scholastic baseball program regardless of affiliation.

ARTICLE X

Robert's Rules of Order

The rules contained in the most recent edition of Robert's Rules of Order shall govern the meetings of the members, directors and committees in all cases in which they are applicable and not inconsistent with these By-Laws or any special rules or regulations adopted by the Board of Directors.

ARTICLE XI

Limited Liability

SECTION 1 . LIMITED LIABILITY OF DIRECTORS, OFFICERS AND PERSONS WHO SERVE WITHOUT COMPENSATION: No member, director or officer serving without compensation, other than reimbursement for actual expenses of this Organization shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer unless the act or omission involved willful or wanton conduct. Willful or wanton conduct means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

ARTICLE XII

Conflict of Interest Policy

No member, director or officer of the Organization shall receive any financial benefit beyond the reasonable value of services in carrying out the purposes of the Organization. The Organization shall not loan at any time any money to any member, director, officer or anyone else either connected or not connected with the Organization. The Conflict of Interest Policy attached hereto as Exhibit A is hereby adopted.

ARTICLE XIII

Indemnification

SECTION 1 . INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE ORGANIZATION: The Organization may 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 Organization) by reason of the fact that he 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 expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Organization 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, order, 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 interests of the Organization or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE ORGANIZATION:

The Organization may 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 Organization to procure a judgment in its favor by reason of the fact that such person 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 expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Organization, provided 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 duty to the Organization, unless, and only to 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 as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES: To the extent that a director, officer, employee or agent of the Organization has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT: Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made to the Organization 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 has met the applicable standard of conduct set forth in Sections 1 and 2 of the Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Organization in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Organization as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT INCLUSIVE: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement or otherwise, both as to action in his 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 7. INSURANCE: The Organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization, or who 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 such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the Organization would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. REFERENCES TO ORGANIZATION: For purposes of this Article, references to “the Organization” shall include, in addition to the surviving Organization, any merging organization (including any organization having merged with a merging organization) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging organization, or was serving at the request of such merging organization as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving organization as such person would have with respect to such merging organization if its separate existence had continued.

SECTION 9. OTHER REFERENCES: For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Organization” shall include any service as a director, officer, employee or agent of the Organization which imposes duties on, or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Organization” as referred to in this Article.

ARTICLE XIV

Miscellaneous

SECTION 1. INUREMENT OF INCOME: No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons.

SECTION 2. OPERATIONAL LIMITATIONS: Notwithstanding any other provisions of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue Law).

SECTION 3. DISSOLUTION: Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or youth baseball purposes as shall at the time qualify as an exempt organization or organizations under either 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Clerk of Will County exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purpose.

SECTION 4: Any funds raised in the name of the Organization by an all-star or travel team shall belong to the Organization and be placed within a special account of the Organization. These funds will be dispensed by the joint decision of the team manager and the Board of Directors. Any such funds shall be turned over to the Treasurer at the earliest possible opportunity after fundraisers are held and donations received. If in the event the all star or travel team is dissolved, the funds will belong exclusively to the Organization.

SECTION 5: Any person selected to be an all star manager shall be approved following the recommendation of a majority of the league managers and the approval of the Board of Directors.

SECTION 6: No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

SECTION 7: No substantial part of the activities of the Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 8: Notwithstanding any other provisions of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by an Organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 9: Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

Amendments

These By-Laws may be amended either by two-thirds (2/3) vote of the Board of Directors present at a regular or special meeting of the Board of Directors or by the two-thirds (2/3) vote of the Members present at the annual or at a special meeting of the Members called for that purpose provided the Members shall have been notified in writing at least 15 days prior to such meeting.

Approved by the Members on Monday, September 28, 1992.

First Amendment approved by the Members on February, 23, 2009.

Second Amendment approved by the Board on June 1, 2009.

Third Amendment approved by the Board on March 29, 2010.

Fourth Amendment approved by the Board on August 29, 2011.

Fifth Amendment approved by the Board on March 26, 2012.