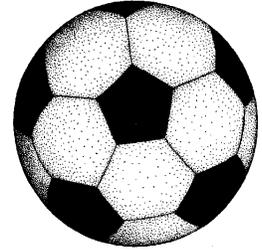
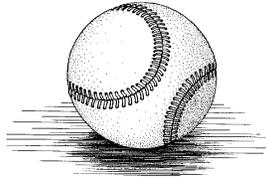


# Bylaws of the Howland Athletic Club

As Amended  
November 7, 2012



# **BYLAWS OF THE HOWLAND ATHLETIC CLUB, INC.**

## **Preamble**

**WHEREAS**, certain residents of Howland Township, Trumbull County, Ohio were desirous of providing quality baseball, softball, and soccer programs for the youth of the community, and

**WHEREAS**, it was in the best interests of the youth of the community to establish a corporation to further these goals and interests; and

**WHEREAS**, in 1957, the Howland Athletic Club, Inc. (hereinafter “HAC” or “the Club”), a non-profit corporation was created; and

**WHEREAS**, the Club was governed by the Board of Trustees; and

**WHEREAS**, the original bylaws adopted by the Club have been subsequently amended, supplemented, and/or repealed and new bylaws adopted; and

**WHEREAS**, the current members of the Board of Trustees wish to update the Bylaws;

**THEREFORE**, all prior Bylaws of Trustees of Howland Athletic Club, Inc. are hereby repealed, and new Bylaws of the Howland Athletic Club, Inc. are hereby adopted.

***I. Name***

The corporation shall be known as “Howland Athletic Club, Inc.” hereinafter referred to as “the HAC” or “the Club.” The HAC has been established as a non-profit corporation under the laws of the State of Ohio.

***II. Purpose.***

The purpose of the HAC shall be to organize and supervise the playing of baseball, softball and soccer under specialized rules and regulations, to secure suitable and adequate financial backing for these purposes, and to own, lease or otherwise obtain the use of suitable playing facilities and equipment for these purposes.

The policies stated hereafter are guidelines for the use of Officers, Trustees, league directors, and others who administer various aspects of the HAC baseball, softball and soccer programs. Circumstances may arise which could dictate deviations from these policies, and it is expected that the Board of Trustees and/or Officers of the Board of Trustees will use the best judgment in the resolution of these situations. Final decisions concerning conflicts with the administration of these policies will be made by the Board of Trustees.

Additional athletic, academic or educational programs may be aided or supported by the agreement of two-thirds of the voting quorum at a subsequent meeting.

***III. Membership.***

- A. Qualification of Members. Any person who is at least eighteen (18) years of age may become a member of the HAC by attending the monthly meeting. Membership excludes anyone who may have been specifically banned from the HAC by its Trustees.
- B. Dues. There are no annual dues for membership.
- C. A meeting of the members and Trustees of this corporation shall be held on the first Wednesday of each month, unless agreed to otherwise, at a time and place designated by the officers of the corporation.
  - 1. Order of Business. Unless this regulation is suspended by a majority vote of the Board of Trustees present at the meeting, the order of business at all members’ meetings shall be as follows:
    - a. Reading of the minutes of the preceding meeting
    - b. Reading of reports, statements, and communications
    - c. Unfinished business
    - d. New or miscellaneous business.
  - 2. Robert’s Rules of Order shall be followed in the conduct of all meetings.

- D. Authority of the Membership. The membership has the right and authority to initiate for the consideration of the Board of Trustees and its officers any matter not removed from such action by law or by these articles, consistent with the purpose of the corporation.

#### **IV. Board of Trustees.**

The Board of Trustees shall constitute the governing body of this corporation.

- A. Duties of the Board of Trustees. The Board's duties shall be those imposed upon it by law and shall include the obligation to consider matters referred to it by the membership under Article III. The Board of Trustees shall have the authority to take action on its own initiative. The Board of Trustees shall have full authority and discretion to make all policy, set budgets, and implement the on-going business of the HAC consistent with the bylaws.
- B. Number of Board of Trustees.
1. The number of regular Trustees, including officers, shall be no less than fifteen (15), and no more than twenty-seven (27).
  2. The number and identity of Trustees to be elected will be determined by a Nominating Committee appointed by the President, of at least five (5) Trustees, who are not being considered for re-election.
- C. Election of Trustees.
1. Trustees shall be elected, as herein provided, at the meeting of the members held in October by a vote of the existing trustees provided a quorum is present. The number of Trustee openings will be established by the Nominating Committee. The candidates with the highest number of votes will be become Trustees until all of the declared openings are filled.
  2. In addition to the nominees presented by the Nominating Committee, any Trustee may place a member in nomination prior to the election, by motion provided it is then seconded. The total number of Trustees as determined by the Nominating Committee, however, shall not be changed regardless of the amount of additional nominees put forth and seconded at this time.
  3. It is the intention that all regular Trustees are active in their support of the purposes and activities of HAC. To that end, an annual review will be made by the Recording Secretary and submitted to the Board of Trustees prior to the election of the Trustees. This review will consist of at least the following:
    - a. Record of attendance at meetings
    - b. Club activities supported
    - c. Committee assignments held.
  4. In the event that a trustee misses three (3) consecutive unexcused meetings the trustee is deemed to be an "Inactive Trustee." Upon attendance at the second of two (2) consecutive meetings, the trustee would be re-instated as an "Active Trustee."

D. Term of Trustees.

1. Trustees will be elected for a term of three (3) years, unless elected as a Trustee for the first time. First time Trustees will be elected to a one (1) year term. All Trustees shall take office immediately upon election. The term of a Trustee who is not re-elected shall immediately end after the new elections are completed in their year of expiration.
2. Any vacancy occurring by reason of death, resignation or removal of any Trustee within his/her term shall be filled by the Board of Trustees for the unexpired portion of said term if that period is greater than one year. If the unexpired term is longer than one (1) year, the Officers present shall appoint an existing Trustee from the immediate subordinate class to take the position of the departed Trustee. Consideration for this appointment will include Club seniority, Club participation, meeting attendance, committees, etc. This progression shall repeat down until the opening for a new Trustee is one (1) year or less. At that time, a new candidate, or candidates, may be nominated on the recommendation of any Trustee. A single candidate only requires a majority of supporting votes for election. If more than one candidate is presented, then the one with the most votes becomes the new Trustee.

E. Lifetime Trustees.

1. Lifetime Trustees may be nominated on the recommendation of an Officer and confirmed by two-thirds of the quorum present. Consideration should be given to the Trustee's history of Club, participation and meeting attendance, years of service to the Club, fulfillment of Club principles, etc.
2. A Lifetime Trustee may vote at Trustee meetings provided they are considered "active" by the consensus of the Officers present. Activity status will be based on meeting attendance, club participation, committee participation, etc. Automatic voting rights will be in effect if the Lifetime Trustee is currently an Officer as described in Article V.

F. Election of Officers. Trustees shall elect Officers from among their number in the manner designated under Article V.

G. Suspension and Expulsion of Trustees

1. Any Trustee may be suspended or expelled by the action of the Board of Trustees for regular failure to attend meetings (more than three (3) consecutive meetings per year), for conduct unbecoming a Trustee or for lack of active support of the purpose of this corporation. It is the responsibility of each Trustee to report his or her own absence to the club.
2. Before a Trustee is suspended or expelled for any reason, written notice of the time and place and purpose of the meeting of the Board of Trustees shall be mailed to him/her at the last known address, at least five (5) days before such meeting. At such meeting the Trustee will be given an opportunity to defend his or her position.
3. Action to suspend or expel a Trustee shall be initiated by recommendation of the officers of this corporation. This action must be seconded and passed by a two-thirds vote of the present quorum.

H. Meeting of the Board of Trustees.

1. Regular meetings of the Board of Trustees shall be held on the first Wednesday of each month, unless agreed to otherwise, at a time and place designated by the officers of the corporation. Additional meetings, in addition to the regular monthly times stipulated may be scheduled by the President.
2. A quorum at any special or regular meeting of the Board of Trustees shall be 40% of Active Trustees (rounded up) and Active Lifetime Trustees. Inactive Trustees and Inactive Lifetime Trustees attending do not count toward the 40%.
3. A simple majority agreement of the quorum present shall decide motions presented except those noted herein. Upon consensus, the Officers may declare any other issue of sufficient seriousness as to require a two-thirds agreement of the voting quorum and/or to be re-read at a subsequent meeting prior to voting.
4. Only those persons who are Active Trustees and Active Lifetime Trustees and personally present at a meeting shall be eligible to vote at that meeting; there shall be no proxy voting.
5. The Board of Trustees may convene in executive session to discuss or resolve such matters, which the Board of Trustees, in its discretion, believes, should be handled confidentially.
6. Special meetings of the Board of Trustees may be called by the President, or in the event of his inability to act, his absence or vacancy in that office, by a Vice-President or at the written request of the majority of Trustees. As least one (1) day prior notice of the time and place of each special meeting, shall, at the discretion of the President, be given orally, or by telephone or mail to each Trustee. If no special purpose is stated for the meeting, any business within the powers of the Trustees may be transacted.
7. In the event that a regular meeting is scheduled or called, but there is insufficient quorum to conduct business, and a regular meeting and/or special meeting is subsequently called, but again is unable to conduct business because of a lack of quorum, the provisions of IV(H)(2) shall not apply, and business may be undertaken by majority vote of Active Trustees and Active Lifetime members present including no less than five (5) of six (6) officers concurring. Such decisions shall be reviewed at the next regularly convened meeting.

V. Officers.

The Board of Trustees shall elect officers to guide the HAC and the Board of Trustees.

- A. The Officers of the Board of Trustees shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. Said Officers shall be elected by the newly established Board of Trustees at a meeting within two (2) months thereafter chaired by the outgoing President, or Nominating Committee Chairperson.
- B. All Officers shall be elected to a one (1) year term, which commences at the time of election, unless said Officer has vacated his/her office.

C. Any vacancy occurring during the term of any officer may be filled by the action of the Board of Trustees.

D. Duties of Officers.

1. President.

The President shall preside at all meetings of the members and the Board of Trustees, shall perform generally the duties usually performed by Presidents of like organizations, shall perform such other duties as shall from time to time be required of him by the Board of Trustees, and shall have appointive power of chairman and members of all committees, subject to approval of the Board of Trustees.

2. First Vice-President.

The First Vice-President shall perform all the duties of the President in case of the absence or disability of the latter. The First Vice-President shall be a member of all committees, ex-officio.

3. Second Vice-President.

The Second Vice-President shall perform all the duties of the President in case of the absence or disability of both the President and the First Vice-President. The Second Vice-President shall generally be required to perform such duties as are required of him by the Board of Trustees or the President.

In case the President and both Vice-Presidents are absent or are unable to perform their duties, the Recording Secretary, Corresponding Secretary or Treasurer, in that progression shall act as a President pro-tempera.

4. Recording Secretary.

The Recording Secretary shall keep minutes of all the proceedings of the Board of Trustees and make proper record of the same, and generally shall be required to perform such duties as are required of him/ her by the Board of Trustees or the President.

5. Corresponding Secretary.

The Corresponding Secretary shall send notification of meetings to Trustees, letters of intent to Trustees for whom action to suspend or expel has been initiated and flowers to Trustees or their immediate families who have been in the hospital or who have deceased.

6. Treasurer.

The Treasurer shall receive and have in charge all monies and securities belonging to this corporation and shall disburse or otherwise deal with them as shall be ordered by the Board of Trustees. He/ she shall keep an accurate account of all monies received and disbursed by him/

her, and shall generally perform such duties as may be required of him/ her by the Board of Trustees. On the expiration of his/ her term in office, he/ she shall turn over to his/ her successor or to the Board of Trustees, all monies and property of this corporation in his/ her hands.

**VI. Welfare of Young People**

- A. It is the responsibility of the Officers and Trustees to ensure that the best interests of these children are maintained at all times. It is also the responsibility of the Officers and Trustees to take corrective action when those interests have been violated.
- B. To ensure the safety and well-being of the participating children, and to provide a secure environment for their recreation, and to conduct its activities so that the physical and moral welfare of the young people for whose benefit it is organized, the following policies and procedures are hereby specifically adopted and approved:
  - 1. All Officers, Trustees, coaches and/or assistant coaches shall report any and all allegations of child abuse, of any type, to the applicable League Director. Said League Director shall immediately investigate the allegations, compile information, interview witnesses and submit his/her write report to the Officers regarding the allegations as he/she best can determine.
  - 2. The Officers shall, within twenty-four (24) hours of receiving the written report of the League Director, determine whether there is any credible, factual foundation to the allegations. If a majority of Officers involved in the investigation, determine that there is credible foundation to the allegations, the Officers shall immediately suspend the accused individual and shall refer the matter to the Howland Police Department for their subsequent investigation.
- C. All coaches and players shall promote and maintain good sportsmanship at all times, including at all practices, games and any additional function of the HAC. Coaches shall treat all the HAC officials and umpires or referees with courtesy and respect. Players are expected to treat all coaches, HAC officials and umpires or referees with courtesy and respect.

**VII. Financial Policy.**

The Board of Trustees shall decide all matters pertaining to the finances of the league, bearing the responsibility to conduct the financial affairs of the HAC in a prudent business-like manner. The Board of Trustees shall institute policy relative to the preparation and acceptance of an annual budget, and periodic and annual presentation of financial reports, and an annual audit of the books of the HAC.

**VIII. Fiscal Year.**

The fiscal year of the HAC shall be fixed by the Board of Trustees from time to time, subject to applicable law. The initial fiscal year shall end on December 31<sup>st</sup>.

**IX. Amendments.**

These Bylaws may be amended, supplemented or repealed, and new By-Laws may be presented at any meeting of the Board of Trustees and may be adopted at a subsequent meeting only by the affirmative vote of two-thirds (2/3) of the quorum present.

**X. Indemnity.**

- A. Any person made a party to any action, suit, or proceeding, by reason of the fact that he, his testator or intestate representative is or was an Officer, Trustee, league director, or other who administers various aspects of the HAC baseball, softball and soccer programs, shall be indemnified by the HAC against reasonable expenses, including such attorney's fees actually and necessarily incurred by him or her in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such Officer, Trustee, league director, or other who administers various aspects of the HAC baseball, softball and soccer programs is liable for negligence in the performance of his or her duties.
- B. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Officer, Trustee, league director, or other who administers various aspects of the HAC baseball, softball and soccer programs may be entitled apart from the very provisions of this section.
- C. The amount of indemnity to which any Officer, Trustee, league director, or other who administers various aspects of the HAC baseball, softball and soccer programs may be entitled shall be fixed by the Board of Trustees, except that in any case where there is no such disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the America Arbitration Association.

**XI. Discrimination Not Permitted.**

In rendering its functions and in exercising its purposes, the corporation shall not practice or permit discrimination on the basis of sex, age, race, national origin, religion, physical handicap, or disability.

**XII. Dissolution.**

Upon the dissolution of this corporation, all assets after payment or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code or shall be distributed to the federal government or to a State or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

# Howland Athletic Club, Inc. Bylaws

## Amended November 7, 2012

**President:**

Dan Daniluk

**1<sup>st</sup> Vice President:**

Steve Brill

**2<sup>nd</sup> Vice President:**

John Lewis

**Recording Secretary:**

Charles L. Morrow

**Corresponding Secretary:**

Chris Deemer

**Treasurer:**

Robert Readman

### By-laws Revision History

11-Dec-2001:

- Major rewrite. Combined previous unknown dated revisions into a new format.
- Instituted 2/3 majority requirement for passage of critical measures.
- Added restriction that Lifetime Trustees do not count towards quorum and are not guaranteed automatic voting privileges unless deemed "active".
- Defined succession of Trustees due to attrition.

02-Jun-2004:

- Amplified Preamble to include specific language for child abuse investigation protocol as required by insurance carrier.

01-Apr-2009:

- Prior by-laws repealed. New by-laws adopted. Principally re-organized prior by-laws.
- Adopted "Sportsmanship provision.
- Adopted indemnity provision.
- Adopted "dissolution" provision to comply with insurance requirements.

07-Nov-2012:

- Changed number of Trustees.
- Changed quorum requirements.
- Created "Inactive Trustee" and voting rights thereof.
- Established meeting procedure without quorum.