



Est. 1942

## CONSTITUTION AND BY-LAWS

### ARTICLE I. ORGANIZATION

The Pitch and Hit Club of Chicago, Inc. (the "Club") is a not-for-profit corporation organized under the laws of the State of Illinois.

### ARTICLE II. MISSION STATEMENT

The mission of the Pitch and Hit Club is to be a preeminent baseball organization by recognizing and honoring the achievements of those in the baseball community.

### ARTICLE III. MEMBERSHIP

a. Full membership in the club shall be limited to those individuals who have had their applications accepted. Applications for full membership may be submitted by any of the following individuals:

1. All baseball scouts, current or past, including full-time, part-time and associate scouts that were or are affiliated with a Major, Minor or Independent League Baseball franchise.
2. Current and former Major, Minor or Independent League Baseball players, coaches and managers.
3. Current and former Major, Minor and Independent League Umpires.
4. Current and retired members of the Baseball Writers Association of America.
5. All persons currently or formally employed by Major, Minor or Independent League franchises as general managers, player development, scouting or other front office personnel.
6. All persons having an equity interest in any Major League franchise, affiliated Minor League franchise, or Independent League team franchise.

7. All persons employed by the organizations mentioned in 5 & 6 above will have their applications reviewed by the Board. The Board in its discretion may request that an applicant provide proof that they satisfy these requirements before voting on the membership application of that person.

8. All persons who currently hold or who have held the position of radio or television broadcaster for a Major, Minor or Independent League Baseball franchise.

9. All current and retired High School and College Baseball Coaches and Umpires

10. Associate membership in the club shall be offered to those persons who do not meet the qualifications found in the section above, but would like to participate and contribute to the club activities (by contributing in areas of expertise such as, but not limited to, business or financial expertise). Associate members shall have all the same rights and privileges as full members except they shall not be able to hold an office in the club or be a Board member.

11. Other persons who may not meet one of the qualifications found above, but whose membership application is accepted by an affirmative vote of a majority of the Board of Directors.

#### **ARTICLE IV      MEETINGS**

During the time period known as the "baseball off-season," meetings of the Board of Directors and general membership meetings may be held once a month at a location and time to be determined by the President and the Board. Consideration shall be given to holding the meetings at a location and at a time convenient for the club members.

Special meetings of the Board of Directors and general membership may be held only with the approval of a majority of the Board of Directors. Any Director or member seeking to convene a special meeting must secure the approval of a majority of the Board of Directors.

In order for any action to be taken by the Board of Directors a majority of the Board must be present. In order to become policy a resolution must be approved by a majority of the Board present at the meeting.

In order for a passed action to be reconsidered by the Board new factual information not available to the Board at the time of the original meeting must be presented to the Board.

## **ARTICLE V      BOARD of DIRECTORS**

The Board of Directors shall consist of fifteen members in good standing elected pursuant to this Constitution and By-Laws. The Board of Directors shall oversee and monitor the day-to-day operations of the club and shall set policy for the club. Policies of the Board, shall be made in the form of resolutions which, whether passed or rejected shall be reported to the membership at the next regularly scheduled meeting.

The officers shall carry out the policies established by the Board and shall have the discretion to select the method and means by which to carry out Board policy.

The Board of Directors shall include the following officers; President, Vice President, Treasurer and Secretary, and shall further include eleven additional members. The outgoing President shall be one of those eleven.

## **ARTICLE VI      OFFICERS**

The President shall preside over all meetings. In the President's absence the Vice President shall preside. In the case of the absence of both the President and Vice President, the members present at the meeting shall elect one member to preside over the meeting.

The Secretary shall take the minutes at all meetings and shall distribute them to the Board of Directors in a timely fashion. Club meeting minutes shall be distributed to individual club members upon request.

The Treasurer shall collect all monies and shall make expenditures when directed to do so by the President or by a majority vote of the Board of Directors.

## **ARTICLE VII    CLUB FUNDS**

The President, Treasurer and one other current Board member shall be the designated and only signatories on the Club's bank, checking and credit card accounts. No other member shall have authority to sign any check or make any distribution of Club funds. All expenditures should bear the signature of two of these three Board members.

During the off season the board will receive monthly updates on the financial standings of the club.

## **ARTICLE VIII    DIRECTORS AND OFFICERS-TERMS OF OFFICE**

All Board seats shall have two-year terms. All officer positions shall have two-year terms. No officer may serve in the same officer position for more than two consecutive terms unless agreed upon by a majority of the Board members.

## ARTICLE IX DIRECTORS AND OFFICERS-VACANCY AND REMOVAL

In the event that a vacancy is created in any Director or Officer position, a member appointed and approved by two-thirds of the remaining Board of Directors shall fill the vacancy. The vacancy shall be announced to the general membership as soon as possible and the Board approved replacement must be then approved by a majority of the members in good standing in attendance at the next club meeting. The appointee shall serve in the position with full voting privileges for the remainder of the unexpired term. The appointee must meet all eligibility requirements for said position as provided in the By-laws.

## ARTICLE X ELECTIONS

Elections shall be held every two years for the positions of Board of Directors and Officers whose terms have expired. Professional and Amateur members are not eligible for election to the Board or Officer positions unless they first have been a member in good standing for two consecutive years. These members may seek office as a Board member or officer beginning with their third consecutive year as a member in good standing. Associate members are not eligible to hold board or officer positions.

The President shall notify the general membership of the date, location and time of the meeting at which the election shall be held at least 30 days in advance of such meeting. The election shall not be held during the regular Major League Baseball season.

Elections for the Board of Directors and Officers shall take place as follows; during the club meeting specifically designated for elections, any member of the club in good standing and that meets the qualifications as previously stated in the By-laws, may be nominated by another member in good standing for the position of Board Member or any Officer. Such nominees must then be approved by 2/3 of all members in good standing in attendance at the election meeting. If requested by a member in good standing, in lieu of a show of hands, the vote shall be done by secret ballot. All contested elections shall be done by secret ballot. The Vice President and the Secretary shall tally all ballots.

In the event that the number of nominees for Board of Director positions exceeds the total number of open spots the election shall be held as follows. Each member in good standing will be allowed to vote for multiple nominees out of the total pool of candidates based on the number of Directors being elected at that meeting. For example if there are five open board seats each member will be allowed to vote for up to five nominees, however there is no requirement to cast multiple votes. The top five vote getters will be declared the newly elected board members. Any tie in the voting for the last open seat shall be settled by a run-off vote between the candidates tied for that spot. In the event that there are multiple nominees for an officer position, the election shall be held by secret ballot with the top vote getter being declared the winner for each position.

All newly elected Board Members and Officers shall assume their positions at the beginning of the club year after they were elected.

In the event that the Club President declares it necessary to re-constitute the Board of Directors, which he shall be allowed to do in the event that four or more Board members resign their positions or in case of other emergencies as deemed by the Club President and reported to the members, the remaining Board members shall provisionally fill the vacated Board positions subject to an approval of two-thirds of the membership in good standing in attendance at the very next meeting announced by the Club President.

## ARTICLE XI STANDING COMMITTEES

The club shall have the following standing committees:

### 1. Membership Committee

The membership committee shall consist of no more than four members. It is the responsibility of this committee to solicit new members for the club. It is the further responsibility of this committee to periodically review the existing membership rolls to ensure that all current members remain eligible for membership in the club. Such review shall take place at least once each year and the results of such review shall be reported to the Board at a regular Board meeting. Any member found to be ineligible for membership shall be notified by the Membership Committee chairperson of their ineligibility and the chairperson shall direct the Treasurer to return a pro-rate of the member's annual dues dating back to the first day that the member became ineligible for that calendar year. The membership committee may also review all new membership applications and present their recommendations to the Board of Directors for approval. The right to approve or reject membership lies solely with the Board of Directors.

### 2. Dinner Committee

The dinner committee shall consist of a chairperson, the current club vice-president, and no more than nine members. It is the responsibility of this committee to schedule and prepare all aspects of the clubs annual awards dinner. The responsibility includes the selection of the following:

Venue

Date-Time

Emcee

Entertainment

Menu

Physical type of awards to be given

Additional revenues to be used at the dinner

Order of awards to be given

Design and content of the dinner program

Description of each award

The decision of the Dinner committee with regard to items described herein shall be final and not subjected to review or reversal by the Board of Directors unless and only if there

is clear and convincing evidence that the expenditures to be made clearly exceed the market rate for the services and or products to be purchased.

### **3. Showcase Committee**

It shall be the responsibility of this committee to schedule, plan and manage the talent showcase. Invitees to participate in the showcase shall be limited to elite high school prospects in the Midwest and Chicago Public League that are bona-fide Major League Baseball draft prospects. No player shall be charged any attendance fee or registration fee of any kind to participate in the showcase.

### **4. Corporate Sponsorships & Donation Committee**

The President shall have the authority to appoint members in good standing to serve on this committee. The committee shall have a dual purpose. Their first responsibility shall be to solicit corporate sponsorships for the club. Secondly they will be responsible for all donations received by the club. The committee shall ensure that all donations are appropriate for the club to add to its treasury. If not they shall be returned promptly to the donor. The committee shall report to the President, Board of Directors and general membership. The committee may make recommendations as to the expenditures of the corporate and donated funds so as to promote the clubs intentions of donating to non-profit baseball organizations of other worthy baseball related causes. All corporate sponsorships and donations are subject to final approval of the Board of Directors.

### **5. Media/Public Relations**

The President shall have the authority to appoint members in good standing to serve on this committee. The committee will be responsible for all media requests, press releases, advertising, and public relations for the club and shall report to the President, Board of Directors and general membership. All communications may be subject to the approval of the Board of Directors.

### **6. Web-Site-Constant Contact Committee**

This committee will monitor the web site. They will obtain ideas from the members through constant contact. The ideas will be presented to the board by email, conference calls or meetings. The constant contact program will be used to send out quick messages to the members. If anyone has something they need to get out right away this is the committee to contact.

### **7. Members Meeting Committee**

This committee will be responsible for all members meetings. Their duties will include securing the facilities, guest speakers and food for all the members and board meetings.

### **8. IBCA Committee**

The function of this committee is to establish a relationship and to communicate with the High School Association on projects like showcases, coach's clinics and more. Also to encourage high school coaches to become members.

#### 9. By Laws Committee

This committee will review the by-laws at regular intervals to keep them current. The Board will approve change.

#### 10. Advisory Board

The President shall have the authority to appoint up to seven members to serve on the club's Advisory Board. The appointees shall be approved by a majority of the Board of Directors. The Advisory Board shall serve as special advisors to the club President on matters such as club membership, the showcase, the annual club dinner or any other matters where the club President needs special advice or review. The Advisory Board may issue oral or written reports on any such matters to either the President, Board of Directors or the general membership if requested by the President. The Advisory Board shall serve as an ad-hoc committee and shall not have the voting powers of the Board of Directors. The Advisory Board shall serve for a one-year term and may serve unlimited successive terms as long as appointed by a majority of the Board of Directors.

### **ARTICLE XII: BY-LAWS**

These By-Laws shall govern the conduct of the club. Any proposed amendments to these By-Laws must be submitted in writing and announced by the Club President to the general membership in advance of a club meeting to vote on the amendments. The proposed amendments must be approved by two-thirds of the members in good standing in attendance at the next meeting.

**By-Laws amended in May 5, 2018, and approved by the General Membership  
on \_\_\_\_\_**