

The BY-LAWS

PAPILLION RECREATION ORGANIZATION

ARTICLE I – NAME

The name of this organization is the Papillion Recreation Organization hereinafter referred to as PRO.

ARTICLE II – ARTICLES OF ORGANIZATION

PRO is a non-profit corporation under the laws of Nebraska. Its “Articles of Organization” comprise these By-laws, as from time to time amended, and its’ Articles of Incorporation.

ARTICLE III - OBJECTIVES

- A. The objectives of PRO are to lessen the Burden of Government by: Providing supervised recreational and competitive youth sports programs for the community, instilling in the youth the principles of sportsmanship, honesty, loyalty, courage, and respect for others.
- B. Recognizing that the molding of future citizens and having fun are of primary importance.
- C. Operating as a non-profit educational program of recreational and competitive youth sports in accordance with Section 501-(c)-(3) of the Federal Revenue Code.

ARTICLE IV – POLICIES

The following are basic policies of PRO:

- A. PRO shall be noncommercial, nonsectarian, and nonpartisan.
- B. The name of PRO or the name of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purposes not appropriately related to promoting the objectives of PRO.
- C. PRO shall not – directly or indirectly – participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to, any candidate for public office.
- D. PRO shall cooperate with the City of Papillion to support the improvement of recreation.
- E. It is in the best interest of the City of Papillion and PRO to limit participation in activities sponsored by PRO as
 1. Any individual who lives within the Papillion Jurisdiction Zone or that attends a school within the Papillion/LaVista School District is eligible to participate as a team member on a team sponsored by PRO; providing the individual meets the age, school grade, or other qualifications specified by the PRO Board of Directors for the team or league being formed. The areas as described in this paragraph shall collectively be known as the PRO Sports’ Participation Area.
 2. Any individual residing outside the PRO Sports’ Participation Area that participated on any PRO team during the prior year and that continues to properly register for at least one PRO team each year shall be permitted to continue to participate in any PRO sport program as long as he/she meets the eligibility qualifications of the program.

3. Other individuals residing outside the PRO Sports' Participation Area may be permitted to participate in a PRO sport program provided that the total team membership complies with the PRO Sports' Participation Policy.
 4. These participation policies are directed toward participants of teams sponsored by PRO and are in no way intended to limit or restrict inter-city or inter-area competition, which may be required by PRO's league affiliations, as approved by the PRO Board of Directors. Every attempt should be made to schedule an equal number of away games as home games.
 5. The above participation policies shall not preclude or limit PRO sponsorship of tournaments or other invitational activities in Papillion that include teams from outside the PRO Sports' Participation Area.
- F. PRO may cooperate with other organizations and agencies concerned with recreational programs, but persons representing PRO in such matters shall make no commitments that bind PRO, except as authorized by the PRO Board.
 - G. Any organization, firm, or company may sponsor a team as long as the activity or products of that organization, firm, or company do not conflict with Advertising and Fundraising Policy.
 - H. In the event of the dissolution of PRO, its assets shall be distributed for one or more of the exempt purposes specified in Section 501-(c)-(3) of the Internal Revenue Code of 1954 as from that time amended.
 - I. To facilitate maximum participation, growth, and effective management; each individual sport program shall use the PRO website per Website Usage Policy. Sport programs are to include the PRO website address on all promotion materials, handouts and correspondence regarding the sport program and/or its activities. Such promotion materials, handouts and correspondence should direct such persons receiving these materials to the PRO website for additional information where applicable.
 - J. The PRO President shall appoint a Policy Review Committee to review existing PRO Policy and Procedures. This committee will convene at least once each calendar year. The Policy Review Committee will submit their recommendations for addition, deletions or modification of PRO Policy and Procedures to the PRO Board for approval by a two-thirds vote of those present at a regular meeting.
 - K. All resolutions shall require a majority vote for adoption. Resolutions shall be effective from the date of adoption and shall be valid only until the next Annual Membership meeting, at which time they must be either adopted as amendments or terminated.

ARTICLE V – MEMBERSHIP AND DUES

ARTICLE V – MEMBERSHIP

SECTION 1: Any individual that:

- 1) Is at least 18 years of age, and
- 2) Resides within the PRO Sports' Participation Area, and
- 3) Subscribes to the Objectives in Article III and Policies in Article IV contained in the By-laws of this organization, or
- 4) Has had a family member registered in any PRO sports program in the last calendar year, may become a member of PRO; subject only to compliance with the provisions of these By-laws.
- 5) Adheres to the PRO Code of Conduct Policy.

SECTION 2: An individual residing outside the limits of the PRO Sports' Participation Area or who does not have a child participating in any PRO sports program may become a member in good standing of this organization by formally requesting membership of the Board of Directors and receiving the majority vote approval of the voting members present at an Annual Meeting.

SECTION 3: Only members in good standing of PRO shall be eligible to participate in its business meetings.

SECTION 4: PRO Membership is for 13 months from latest application. An application shall consist of a paid registration fee for any PRO sport or a completed background check per Background Check Procedure.

SECTION 5: Membership in this organization shall be available without regard to race, color, creed, religion, or national origin.

SECTION 6: The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to call a disciplinary hearing of any Member when the conduct of such person is considered not to be in the best interests of PRO. All disciplinary hearings shall be conducted in accordance with PRO Disciplinary Hearing Procedure.

ARTICLE VI – BOARD OF DIRECTORS

Table 1 – Voting Board Members

Board Position	Term	Elected or Appointed	
President	2 Years	Elected	Elected odd numbered years
Vice President	2 Years	Elected	Elected even numbered years
Treasurer	2 Years	Elected	Elected odd numbered years
Secretary	2 Years	Elected	Elected even numbered years
Director Communications	2 Years	Elected	Elected even numbered years
Director of Promotions	2 Years	Elected	Elected odd numbered years
Director of Baseball Rec	1 Year	Elected	See Article XIII Section 3
Director of Baseball Select	1 Year	Appointed	See Article IX Section 2
Director of Basketball	1 Year	Appointed	See Article IX Section 2
Director of Soccer	1 Year	Appointed	See Article IX Section 2
Director of Softball	1 Year	Elected	See Article XIII Section 3
Director of Volleyball	1 Year	Appointed	See Article IX Section 2
Past President			
<u>Sport Director for each Approved Sport (Currently Baseball, Basketball, Soccer, Softball and Volleyball)</u>	<u>1 Year</u>	<u>Annually Endorsed</u>	<u>See Article XIII</u>

Table 2 – Advisers to the Board-Non Voting Board Members

<u>Legal Adviser</u>	<u>1 Year</u>	<u>Appointed</u>	<u>See Article IX Section 2B</u>
<u>Papillion City Rec Director</u>	<u>1 Year</u>	<u>Appointed</u>	<u>See Article IX Section 2A</u>
<u>At Large Adviser</u>	<u>1 Year</u>	<u>Appointed</u>	<u>See Article IX Section 2C</u>

SECTION 1: The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, the immediate Past President of PRO; two Directors elected by the organization; a Director for each sport program; and all Appointed Officials in accordance with Article IX. Each Board member shall have one vote. Advisers to the Board do not have a vote.

SECTION 2: One of the two Directors elected by the Organization shall be elected in even numbered years; the other one in odd numbered years. Sport Program Directors shall be ~~elected/appointed to one-year terms unless re-elected by their respective sport program or reappointed by the Board of Directors Annual Endorsed~~ in accordance with Article XIII ~~or Article IX, Section 2, respectively.~~

SECTION 3: Nominations for the officer and director positions elected by the organization shall be made by a nominating committee of three members in good standing appointed by the President at the November Board of Directors meeting. The nominating committee shall report on the candidates by posting on the website. The nominating committee shall also present the candidates at the Annual Membership meeting with the nominee's consent and conduct the election. Nominations can also be taken at the Annual Meeting.

SECTION 4: The election shall be held at the Annual Membership Meeting with the duties of the elected positions being assumed at the close of the meeting.

SECTION 5: Election shall be by ballot when there is more than one nominee for a position on the Board.

SECTION 6: Vacancies shall be filled by appointment by a simple majority of the board as soon as possible to serve the remainder of the term.

SECTION 7: The Board of Directors shall have the following duties and responsibilities:

- A. They shall be responsible for the general oversight of PRO through the implementation and promotion of the Objectives in Article III and Policies in Article IV contained in the By-laws.
- B. They shall review and approve policy adoption and policy changes.
- C. They shall arbitrate all protests duly filed in writing according to Complaint Procedure. They shall further arbitrate any other disputes upon request of the President.
- D. They shall vote on motions presented by the individual officers, directors, and appointed officials. No board member shall have more than one vote.
- E. Directors elected by the Organization:
 - a. The Director of Communications shall be responsible for general communications of PRO. They will be responsible for maintain and updating

the general pages of the website. They will work with the Sports Directors to assist in maintenance of their sports program on the website. This position will be responsible for surveying membership and coordinating communication to the public.

- b. The Director of Promotions shall be responsible for promoting the activities of PRO. They shall coordinate PRO activities with the Chamber of Commerce and other businesses. They shall be responsible for increasing PRO membership and for producing, publishing, and distributing PRO promotional materials. They shall report on promotion activities and plans at each membership meeting.
- F. The Immediate Past President shall act as parliamentarian, responsible for facilitating and interpreting Roberts Rules of Order and PRO By-laws at all PRO Board meetings.
- ~~G.~~ The Sport Program Directors shall be responsible for directing the activities of their respective sport as defined in their Sports Program Guideline. They shall represent their respective sport at each PRO meeting. When a director is unable to attend a board meeting he or she can send another representative from their sport to act on his or her behalf and cast his or her vote. The representative must be active in their sport. The director needs to notify the President prior to the meeting of who the director is appointing to represent their sport and cast his or her vote. They are required to remit to the PRO Treasurer all funds received on behalf of PRO within 30 days of receipt or deposit into a PRO bank account as instructed by the Treasurer or other policy. The director will be responsible for approving expenditures for their program. The Director is responsible for communicating PRO Policies and Procedures to all volunteers in their program. Director will attend all disciplinary hearings for members of their sport. The director shall be responsible for the organization, coordination, and supervision of the certificate/training activities for their sport program. This will include background checks in accordance with the Background Check Policy and Concussion Training in accordance with the Concussion Training Policy. Each Director shall present an annual certification/training report to the organization at the annual membership meeting and to the City of Papillion or other required authority as requested. ~~It is highly recommended that each director assemble a committee to assist in conducting of its sports program.~~
- G.
- H. All Board members must attend seventy-five percent (75%) of all Board and organization meetings as called by the President or be excused.
- I. No board member shall hold more than one PRO board position or represent dual positions on the PRO board except when appointed by the PRO President in an interim capacity until the open position can be filled in accordance with Article VI Section 6.

- J. Board meetings can be held in person, by phone or virtually. All reasonable ~~accommodations~~accommodations should be made to make the meeting available to all members.
- K. No elected board member shall serve more than two consecutive two-year terms (4 years total) in the same position or office unless approved by a two-thirds vote of the members present and voting.

ARTICLE VII – OFFICERS OF THE ORGANIZATION

The Officers of PRO shall be President, Vice-President, Secretary, and Treasurer. These officers shall be elected for a term of two years. The President and the Treasurer shall be elected in odd numbered years, the Vice-President and Secretary in even numbered years. The nomination and election procedures contained in Article VI, “Board of Directors”, shall be used.

ARTICLE VIII – DUTIES OF OFFICERS AND DIRECTORS

SECTION 1: The President is the Director of PRO. The President shall:

- A. Preside at all meetings of PRO, the Executive Committee, and the Board of Directors.
- B. Prepare the agenda for all meetings of PRO.
- C. Shall be responsible for all correspondence pertaining to the submission of the appropriate franchise applications and insurance programs relative to the various sport programs.
- D. Be responsible for coordinating all sports programs with the City of Papillion Parks and Recreation Department, and the Papillion School District.
- E. Appoint special committees.
- F. Perform all other duties usually pertaining to the office.

SECTION 2: The Vice-President is the Assistant Director of PRO. They shall:

- A. Preside at all meetings and functions of PRO in the absence of the President.
- B. Chair the various committees appointed by President.
Be responsible for recruiting a Director for each of the sport programs or assisting the volunteers in the program in determining a successor for the sport program.

SECTION 3: The Secretary shall:

- A. Record all meetings of PRO, the Executive Board, and the Board of Directors.
- B. Be responsible for all correspondence and publicity pertaining to the Incorporation papers, By-laws, PRO functions.
- C. In the event the Treasurer position is not filled, the Secretary shall assume those duties. This person shall have no more than one vote.
- D. Disburse funds only as authorized in Reimbursement and Expense Policy during the absence of Treasurer
- E. Responsible for accumulating all reports required by the sports directors

SECTION 4: The Treasurer shall:

- A. Account for all money collected on behalf of PRO. All funds shall be deposited within two weeks of receipt.
- B. Establish, maintain, and manage PRO's financial accounts authorized by the Board of Directors.
- C. Disburse funds only as authorized in Reimbursement and Expense Policy. In the event of an extended absence, transfer checking writing materials to Secretary.
- D. Keep detailed and accurate records of all receipts and expenditures of PRO.
- E. Supervise the preparation of PRO's Annual Operating Budget.
- F. Report the financial status of PRO at each annual membership meeting or as otherwise directed the Board of Directors.
- G. Provide financial reports as required to assist in the preparation of each sport program's budget.
- H. Provide copies of all financial reports to each member of the Board of Directors at next monthly meeting after their completion.
- I. Prepare an annual report that includes, as a minimum, the beginning and ending financial status of PRO and the fiscal status of each sport program conducted during the year.
- J. Ensure the preparation and submission of PRO's annual tax return to the Internal Revenue Service.
- K. In the event the Secretary position is not filled, the Treasurer shall assume those duties. This person shall have no more than one vote.

The treasurer's accounts will be examined annually by the Finance Committee who, satisfied that the treasurer's annual report is correct, shall sign a statement to that effect at the end of the report. The Finance Committee shall be appointed by the President in November of each year.

SECTION 5: All Officers will submit agenda items to the President prior to meetings.

ARTICLE IX – APPOINTED OFFICIALS & ADVISORS

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~~SECTION 1: A Director shall be appointed annually by the Board of Directors for each sport program that chooses not to organize in accordance with the provision of Article XIII. Each Director appointed by this section shall be a voting member of the PRO Board of Directors.~~

SECTION ~~12~~: Advisers to the Board

- A. The City of Papillion Parks and Recreation Director will be appointed annually as an Adviser to the Board and shall be invited to participate in all PRO Board of Director Meetings.
- B. A Legal Advisor shall be appointed annually by the Board of Directors to provide assistance and advise on legal questions and/or problems concerning the organization and its activities.
- C. An At Large Member may be appointed annually to assist with special projects of the board.

ARTICLE X – EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers of PRO in accordance with Article VII. The duties of the Executive Committee shall be to transact necessary business as may be referred to it by the Board of Directors; to approve the plans of work of the PRO Board of Directors; and to present a report at the regular meetings of PRO. Meetings of the Committee may be called by the President or by a majority of the Committee.

ARTICLE XI – ORGANIZATION MEETINGS

SECTION 1: An annual membership meeting of PRO shall be held in January of each year unless otherwise provided by the Board of Directors. The regular meeting in January shall be known as the Annual Membership Meeting. The annual meeting of the Members of PRO is held each year for the purpose of electing Directors as specified in previous articles, receiving reports and for the transaction of such business as may properly come before the meeting.

SECTION 2: The privilege of holding office, introducing motions, debating and voting shall be limited to PRO members in good standing.

SECTION 3: The quorum necessary to conduct an annual membership meeting shall be ~~five~~ four of the elected Directors, ~~one~~ three sport program Director, and six other members in good standing.

SECTION 4: In addition to the annual membership meeting of PRO, the Board of Directors shall hold at least one regularly scheduled meeting each month. Additional meetings may be called at the request of the President or by any two members of the Board of Directors. No business other than that specified shall be transacted at any special meeting of the Board.

SECTION 5: The quorum for the transaction of business at a Board of Directors meeting shall be five Board members with prior notification made to all Board members.

SECTION 6: The quorum for the transaction of business at a Disciplinary Hearing will be five members as defined in the Disciplinary Hearing Procedure.

ARTICLE XII – PARLIAMENTARY AUTHORITY ARTICLE

Robert's Rules of Order revised shall govern this organization in all cases to which they are applicable and in which they do not conflict with these By-laws or official documents adopted by the PRO Board.

ARTICLE XIII – ORGANIZATION OF INDIVIDUAL SPORT PROGRAMS

SECTION 1: To facilitate maximum participation, growth, and effective management; each individual sport program provided by PRO shall ~~be allowed to organize as a semi-autonomous sub-board~~ organize a sub-board or a sub-committee under the general administration and guidance of these By-laws, the Board of Directors, the PRO membership and in accordance with the Article XIII Formation Procedure.

SECTION 2: The general membership of each sport shall consist of all registered players and their parents or guardians. Other volunteers may be extended membership at any time by the sport program.

SECTION 3: Sub-board - The voting membership of a sub-board shall elect a Director, Assistant Director, Secretary and Treasurer and at least two other Directors necessary to operate the program. They ~~may also will~~ approve an constitution and By-laws operating agreement under which the program shall operate ~~and a current copy of these documents will be perpetually attached as an exhibit to this document.~~ The ~~constitution, By-laws, and other governing documents operating agreement required~~ must be approved by a majority vote of the PRO Board of Directors and, subsequently, by a majority vote of PRO's membership at the annual membership meeting. The By-laws and other governing documents of PRO shall take precedence over all governing documents of sub-board organizations. Each sub-board of the PRO organization must provide copies of meeting minutes ~~and financial records~~ at the PRO monthly meetings. All program changes and/or changes to the By-laws and/or policies operating agreement of the sub-board must be approved by the PRO Board of Directors prior to implementation of said change.

~~SECTION 4:~~ The Director of each sport program shall be a voting member of the PRO Board of Directors.

~~SECTION 5:~~ The PRO Board of Directors shall appoint a PRO Board Member to assist the sport program and/or Director. When the sport program's membership forms a governing body such as a Board of Directors, the PRO Board Member shall be a voting member of the governing sub-board.

~~SECTION 6:~~ In the event, the sub-board disassembles and/or does not fully comply with the above stated rules and by-law expectations, the sport program will revert to ~~the full control of the PRO Board of Directors a subcommittee~~

~~SECTION 7:~~ In addition to an annual membership meeting, the sub-board shall hold at least one regularly scheduled meeting each monthquarter. Additional meetings may be called at the request of the Director of the sub-board or by any two members of the sub-board. ~~No business other than that specified shall be transacted at any special meeting of the sub-board.~~

~~SECTION 8:~~ The quorum for the transaction of business at a sub-board meeting shall be six Board members with prior notification made to all sub-board members.

SECTION 4: A subcommittee will require one annual meeting of the general membership of the sport prior to the planning of the next season. At the annual membership meeting it will organize the leadership for the next season. Notifications of the annual membership meeting should be sent to all prior season's participant's guardian. The Sport's Director's name will be submitted to the PRO Board for ratification. If the sport does not recommend a director for ratification, the PRO Board will appoint a sports director. The Sport's Director will need to provide a general plan for the season and decisions that need to be made between PRO Board Meetings will need to be approved by the Executive Committee.

ARTICLE XIV – BUDGETS

SECTION 1: The PRO Budget shall consist of an Operating Budget and the Individual budgets of each sport program.

SECTION 2: The Operating Budget shall be prepared annually by a finance committee under the supervision of the Treasurer. This budget shall be presented to the Board of Directors for approval at least one week prior to the January membership meeting. Any differences shall be resolved and the Operating Budget presented to the Organization for approval at the January membership meeting.

SECTION 3: Each sport program Director shall submit a preliminary budget at the annual PRO meeting and an amended budget prior to commencement of games for each season to the PRO Board of Directors for approval.

ARTICLE XV – AMENDMENTS

SECTION 1: These By-laws may be amended at the PRO annual membership meeting by a two-thirds vote of the members present and voting, providing notice of the proposed amendment was given at the previous meeting.

SECTION 2: A committee may be appointed to submit a revised set of By-laws.