

WOOSTER YOUTH BASEBALL, INC.

CONSTITUTION

ARTICLE I - NAME

The name of this organization is Wooster Youth Baseball, Inc., aka Wooster Little League, hereinafter referred to as the "Corporation."

ARTICLE II - OBJECTIVE

Section 1 - Objective. The objective of the Corporation shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.

Section 2 - Implementation. To achieve this objective, the Corporation will provide a supervised program under the Rules and Regulations of Little League Baseball, Incorporated. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501(c)(3) of the Internal Revenue Code, the Corporation shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball games. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

Section 1 - Eligibility. Any person sincerely interested in active participation to further the objective of this Corporation may apply to become a Member. The Corporation shall not limit participation in its activities on the basis of disability, race, creed, color, national origin, gender, sexual preference or religious preference.

Section 2 - Classes. There shall be the following four (4) classes of Members:

- (a) **Player Members.** Any player candidate meeting the requirements of Little League Regulation IV shall be eligible to compete for participation. Player Members shall have no rights, duties or obligations in the management or in the property of the Corporation.
- (b) **Voting Members.** Voting Members of the Corporation shall automatically include all Board Members, and all active volunteers in good standing who have volunteered their services during a majority of the immediate past two seasons. Active volunteers are those who have completed a volunteer form and have been approved by the Board as such. Only Voting Members in good standing are eligible to vote at General Membership Meetings.
- (c) **Honorary Members.** Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors. Honorary Members shall have no rights, duties or obligations in the management or in the property of the Corporation.
- (d) **Sustaining Members.** Any person not a Voting Member who, or any organization which, makes a financial or other contribution to the Corporation may by a majority vote of the Board of Directors become a Sustaining Member. Sustaining Members shall have no rights, duties or obligations in the management or in the property of the Corporation.

- (e) As used hereinafter, the word "Member" shall mean a Voting Member unless otherwise stated.

Section 3 - Other Affiliations. - Members, whether Voting or Player, shall not be required to be affiliated with another organization or group to qualify as members of the Corporation.

Section 4 - Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors as follows:

- (a) The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of the Corporation and/or Little League Baseball. The Member involved shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges.
- (b) The Board of Directors shall, in case of a Player Member, give notice to the manager of the team for which the player is a Player Member. Said manager shall appear in the capacity of an adviser with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to suspend or revoke such player's right to future participation by two-thirds vote of those present at any duly constituted meeting at which a quorum is present.

ARTICLE IV - ADMINISTRATIVE FEES FOR VOLUNTEERS

Annual administrative fees payable by the volunteers to cover expenses incurred by the Corporation in performing background investigations on them and other due diligence may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS

Section 1 - Definition. A General Membership Meeting is any meeting of the membership of the Corporation (including Special General Membership Meetings, Section 7). A minimum of one per year (Annual Meeting, see Section 6 below) is required.

Section 2 - Notice of Meeting. Notice of each General Membership Meeting shall be delivered personally, electronically or by mail to each Member at the last recorded address at least seven (7) days in advance of the meeting, setting forth the place, time and purpose of the meeting. In lieu of the above methods, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.

Section 3 - Quorum. At any General Membership Meeting, the presence in person or representation by absentee ballot of one-fifth (20%) of the Members shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

Section 4 - Voting. Only Voting Members shall be entitled to make motions and vote at General Membership Meetings. Unless otherwise specifically required, the act of a majority present at any meeting at which there is a quorum shall be the act of the Voting Members. The Board of Directors may invite, admit and/or recognize guests (whether for presentations or comments during General Membership Meetings, or otherwise.) (Those eligible to take part at meetings of the Board of Directors are described in Article VI, Section 4.)

Section 5 - Absentee Ballot. For the expressed purpose of accommodating a Voting Member in good standing who cannot be in attendance at the Annual Meeting, or any General Membership Meeting at which new Board members will be elected, an absentee ballot may be requested and obtained from the Secretary of the League. The

absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the election. The Secretary shall present all absentee ballots to the Election Chairman (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.

Section 6 - Annual Meeting of the Members. Unless the date and/or time is changed by the Board of Directors, the Annual Meeting of the Members of the Corporation shall be held each year on the fourth Wednesday of September at 7 p.m. The Annual Meeting shall be for the purpose of recognizing and/or electing new Members, electing the Board of Directors, receiving reports, reviewing the Constitution, appointing committees, and for the transaction of such other business as may properly come before the meeting.

- (a) The Membership shall receive at the Annual Meeting of the Members of the Corporation a report, verified by the President and Treasurer, or by a majority of the Directors, showing:
 - (1) The condition of the Corporation, to be presented by the President or his/her designate;
 - (2) A general summary of funds received and expended by the Corporation for the previous year, the amount of funds currently in possession of the Corporation, and the name of the financial institution in which such funds are maintained;
 - (3) The whole amount of real and personal property owned by the Corporation, where located, and where and how invested;
 - (4) For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made;
 - (5) The names of the persons who have been admitted to voting membership in the Corporation during such year. This report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of the Annual Meeting. A copy of such report shall be forwarded to Little League Headquarters.
- (b) At the Annual Meeting, the Directors for the current year's class shall be elected by the Members. After the election, such new Directors shall assume the performance of their duties immediately. The term of office of such new Directors shall continue until their successors are elected and qualified under this section.
- (c) After the Directors for the current year's class are elected, the full Board shall meet to elect the officers.
- (d) The Officers of the Board of Directors shall be the Immediate Past President (who need not be elected), the President, the Vice President, the Treasurer, and the Secretary.

Section 7 - Special General Membership Meetings. Special General Membership Meetings of the Members may be called by the Board of Directors or by the President at his or her discretion. Upon the written request of twenty (20) Members, the President or Secretary shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than ten (10) days after the request is received by the President or Secretary.

Section 8 - Rules of Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except where the same conflicts with this Constitution of the Corporation.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Authority. The management of the property and affairs of the Corporation shall be vested in the Board of Directors.

Section 2 - Number. The members of the Board of Directors serving at the time this Constitution is adopted shall continue to serve until their successors are elected at the next annual meeting of the Members. Thereupon, and except as hereinafter provided with respect to the Immediate Past President, the number of members of the Board of Directors shall be fixed at fifteen (15), and shall be comprised of three (3) classes designated as Class I, Class II, and Class III. Class I shall be elected to serve an initial term of one year, Class II shall be elected to serve an initial term of two years, and Class III shall be elected to serve an initial term of three years. Class years shall end on September 30, to be consistent with the Corporation's fiscal year. At the end of the original one year term, Class I Directors shall be elected to serve a three year term. Likewise, at the end of the original two year term, Class II Directors shall be elected to serve a three year term. At the end of the original three year term, Class III Directors shall be elected for a three year term. If the President is serving in such office during the last year of his or her term as a member of the Board of Directors and is not reelected as a Director for another three year term, he or she shall automatically be elected as a Director for a one year term in order that the office of Immediate Past President may be filled; and during that year the number of Directors shall be fixed at sixteen (16).

Section 3 - Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any Regular Board meeting or at any Special Board Meeting called for that purpose.

Section 4 - Board Meetings, Notice and Quorum. Regular meetings of the Board of Directors shall be held immediately following the Annual Meeting and on such days thereafter as shall be determined by the Board.

- (a) The President may, whenever he or she deems it advisable, or the Secretary shall at the request in writing of one-third (1/3) of the Directors, issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.
- (b) Notice of each Board meeting shall be given by the Secretary personally, electronically or by mail to each Director at least seven (7) days before the time appointed for the meeting to the last recorded address of each Director.
- (c) A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. Unless otherwise specifically required, the act of a majority present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum is not present, no business shall be conducted.
- (d) Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and/or recognize guests (whether for presentations or comments, or otherwise.)

Section 5 - Duties and Powers. The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Corporation as it may deem proper, provided such rules and regulations do not conflict with this Constitution.

The Board shall have the power by a two-thirds vote of those present at any Regular Board or Special Board Meeting to discipline, suspend or remove any Director or Officer or Committee Member of the Corporation in accordance with the procedure set forth in Article III, Section 4 (a) or (b).

Section 6 - Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of all Board of Directors meetings, except where same conflicts with this Constitution of the Corporation.

ARTICLE VII - OFFICERS

Section 1 - Appointments. The officers serving at the time this Constitution is adopted shall continue to serve until their successors are duly elected by the Board of Directors. The Board of Directors shall appoint (except with respect to the Immediate Past President, who shall become such officer following the completion of his or her term of office as President) from the members of the Board the following officers, and may appoint such other officers or agents (whether or not such appointees are members of the Board of Directors) as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

Section 2 - Immediate Past President. The Immediate Past President shall perform such duties as from time to time may be assigned by the Board of Directors or by the President.

Section 3 - President. The President shall:

- (a) Conduct the affairs of the Corporation and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the Corporation at the Annual Meeting.
- (c) Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the Corporation.
- (d) Be responsible for the conduct of the Corporation in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of charter issued to the Corporation by that organization.
- (e) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of the Corporation such contracts and leases they may receive and which have had prior approval of the Board.
- (f) Investigate complaints, irregularities and conditions detrimental to the Corporation and report thereon to the Board or Executive Committee as circumstances warrant.
- (g) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- (h) With the assistance of the Player Agent, if any, examine the application and proof of age support documents of every player candidate and certify the candidate's residence and age eligibility before he or she may be accepted for tryouts and selection.

Section 4 - Vice President. The Vice President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.
- (b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President.

- (c) Subject to approval by the Board of Directors, succeed to the office of President the year following his or her term of office as Vice President.

Section 5 - Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the Corporation and maintain appropriate files, mailing lists and necessary records.
- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- (c) Maintain a list of all Voting, Sustaining and Honorary Members, Directors and committee members and give notice of all meetings of the Corporation, the Board of Directors and Committees.
- (d) Keep the minutes of the meetings of the Members, the Board of Directors, and the Executive Committee, and cause them to be recorded in a book kept for that purpose.
- (e) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (f) Notify Members, Directors, Officers and committee members of their election or appointment.

Section 6 - Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.
- (b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all monies and securities of the Corporation, including the Auxiliary, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements shall be made by check, and all checks for amounts of \$200 or greater shall have the dual signatures of the Treasurer and one of the other members of the Executive Committee.
- (d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the Annual Meeting.
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting, and to Little League Headquarters.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section 1 - Composition. The Executive Committee shall consist of the Immediate Past President, the President, the Vice President, the Secretary, and the Treasurer, and shall be chaired by the President, or in his or her absence, the Vice-President. At any meeting of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

Section 2 - Authority. The Executive Committee shall advise and assist the Board of Directors in the management of its affairs, and shall have such other powers as may be delegated to it by the Board, but in no event shall the Executive Committee have authority over the Board of Directors.

ARTICLE IX - OTHER COMMITTEES

The Board of Directors shall appoint the following committees and such others as it deems appropriate from time to time:

Section 1 - Nominating Committee. The Board of Directors shall appoint a Nominating Committee consisting of not less than two (2) Directors and two (2) Voting Members who are not Directors. The Committee shall investigate and consider eligible candidates and submit at the Annual Meeting a slate of candidates for the Board of Directors. The Committee shall also submit for consideration by the Board of Directors a slate of Officers and, if requested, Committee Members.

Section 2 - Finance Committee. The Board of Directors shall appoint a Finance Committee consisting of not less than three (3) nor more than five (5) Directors. The Treasurer shall be an ex-officio member of the Committee. The Committee shall investigate ways and means of financing the Corporation including team sponsorships and submit recommendations. It shall be responsible for taking up collections at games, if such collections are authorized by the Corporation, and shall turn over said collections to the Treasurer immediately after each game.

Section 3 - Audit Committee. The Board of Directors shall appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer and/or signatories of checks are not eligible. The Committee will review the Corporation's books and records annually prior to the Annual Meeting and attach a statement of its findings to the annual financial statement of the President and Treasurer. The Auditing Committee may, if directed by the Board of Directors or Membership, secure the services of a Certified Public Accountant to accomplish such review.

ARTICLE X - AFFILIATION

Section 1 - Charter. The Corporation shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter. The Corporation shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other program or organization or operate any other program.

Section 2 - Rules and Regulations. The Official Playing Rules and Regulations as published by Little League Baseball, Incorporated, Williamsport, Pennsylvania, shall be binding on this Corporation.

Section 3 - Local Rules, Ground Rules and/or Bylaws. The local rules, ground rules and/or bylaws of this Corporation shall be adopted by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the Rules, Regulations and Policies of Little League Baseball, Incorporated, nor shall they conflict with this Constitution. The local rules, ground rules and/or bylaws of this Corporation shall be effective until amended, and are not considered part of this Constitution. (See Article XI, Section 7 for fiscal year of this league.)

ARTICLE XI - FINANCIAL AND ACCOUNTING

Section 1 - Authority. The Board of Directors shall decide all matters pertaining to the finances of the Corporation and it shall place all income including Auxiliary funds, in a common league treasury, directing the expenditure of funds in such manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 2 - Solicitations. The Board shall not permit the solicitation of funds in the name of Little League Baseball unless all of the funds so raised be placed in the Corporation treasury.

Section 3 - Disbursement of Funds. The Board shall not permit the disbursement of Corporation funds for other than the conduct of Little League activities in accordance with the rules, regulations and policies of Little League Baseball, Incorporated. All disbursements shall be made by check. All checks shall be signed by the Corporation Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine. (See Article VII, Section 5(c).)

Section 4 - Compensation. No Director, Officer or Member of the Corporation shall receive, directly or indirectly any salary, compensation or emolument from the Corporation for services rendered as Director, Officer or Member.


Section 5 - Fiscal year. The fiscal year of the Corporation shall begin on October 1 and shall end on September 30.

Section 6 - Distribution of Property upon Dissolution. Upon dissolution of the Corporation and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Corporation to another Federally Incorporated entity which maintains the same objectives as set forth in Article II of this Constitution, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XII - AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members at which a quorum is present, provided notice of the proposed change is included in the notice of such meeting. For purposes of this Article, the presence in person or representation by absentee ballot of one-half (50%) of the Members shall be necessary to constitute a quorum.

This Constitution was approved by the Corporation Membership on March 11, 2004.



Tom Montelione, President
March 11, 2004