

WEST LOS ANGELES LITTLE LEAGUE, INC.

**CONSTITUTION
Amended and Restated
September 1, 2015**

WEST LOS ANGELES LITTLE LEAGUE, INC.

CONSTITUTION

This restated West Los Angeles Little League Constitution amends and supersedes in its entirety all prior versions of the Constitutions including any Local Rules that may have been appended to such Constitutions.

Article I. Organization

This organization shall be known as the West Los Angeles Little League, Inc., hereinafter referred to as "the League."

Article II. Objective

Section 1. The objectives of the League 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. To achieve this objective the League 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 Federal Internal Revenue Code, the League shall operate exclusively as a non-profit educational organization provided a supervised program of competitive baseball and softball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in 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 effect the objective of this League may apply to become a member.

Section 2. Classes.

There shall be the following classes of Members:

a. Players. Any player candidate meeting the requirements of Little League Regulation IV and who resides or attends school within the authorized boundaries of the League shall be eligible to compete for participation but shall have no rights, duties or obligations in the management or in the property of the League.

b. Regular Members. Any person actively interested in furthering the objectives of the League may become a regular member upon election as hereinafter provided. Regular members shall be given a membership number annually. The secretary shall maintain the roll of membership to qualify voting members. Only regular members in good standing are eligible to vote at the annual meeting. All Officers, Board Members, Committee Members, Managers, Volunteer Umpires and other elected or appointed officials must be active Regular Members in good standing.

Section 3. Affiliations.

a. Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the League.

b. Regular Members should not be actively engaged in the promotion and/or operation of any other baseball/softball program.

Section 4. Suspension or Termination.

Membership may be terminated by resignation or action of the Board of Directors.

a. The Board of Directors, by a two-thirds (2/3) vote of those present at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interest of the League 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 of which the player is a member. Said Manager shall appear, in the capacity of an adviser, with the player before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation.

ARTICLE IV. Dues

Section 1. Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership.

Section 2. Members who fail to pay their fixed dues within thirty (30) days from the time the same become due may by vote of the Board be dropped from the rolls and shall forfeit all rights and privileges of membership.

Section 3. A reasonable Little League participation fee may be assessed as a parents' obligation to assure the operational continuity of the league. At no time may payment of any fee be a prerequisite for participation in this Little League program. Little League Regulation XIII (c).

ARTICLE V. Meetings

Section 1. Annual Meeting.

The annual meeting of the Members of the League shall be held on the first Tuesday in September of each year, at 7:00 pm or such other time designated by the President upon no less than fifteen (15) days prior notice. The purpose of the meeting shall be for the election of Directors and Officers, and Members receiving reports and for the transaction of such business as may properly come before the meeting. The President shall set the official agenda for the meeting. The President shall preside over the meeting. The League Secretary shall notify the members in accordance with the provisions in Section 2, below.

Immediately following the annual meeting, the newly elected Directors present, provided there be a quorum, shall meet for the purpose of electing Officers and the President. All members of the Board Directors shall be appointed a duty and position by the President and approved by the Board of Directors for the ensuing year, if the Board of Directors chooses to authorize the duly elected President to appoint the Officers and committee positions, subject to ratification by the Board. In the event an annual meeting of the Members is not scheduled or held for any reason, the duly elected members of the Board of Directors that were elected at the previous annual meeting shall retain all powers to act on behalf of the League, and to conduct all of the day to day business of the League.

Section 2. Notice of Meeting.

Notice of each meeting of the Members shall be e-mailed or otherwise delivered to each Member at the last recorded electronic or physical address at least ten (10) days in advance thereof setting forth the place, time and purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened meeting.

Section 3. Special Meetings.

Special meetings of the Members may be called by the Board of Directors or by the President or Secretary at their discretion. Upon the written request of twenty-five (25) members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

Section 4. Election of Board of Directors and Term.

At each annual meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The election of any one Director shall be by a majority of votes cast, including absentee ballots.

Section 5. Quorum.

The presence in person or by absentee ballot of one third (1/3) of the Members, or twenty-five (25) Members, whichever is less, shall be necessary to constitute a quorum.

Section 6. Voting.

Only Regular Members shall be entitled to vote at any meeting of the League.

Section 7. Absentee Ballot.

Absentee Ballots may be requested and obtained from the President or Secretary of the League, and shall be properly filled out and returned to the Secretary prior to the annual meeting.

Section 8. Rules of Order.

Roberts Rules of Order shall govern the proceeding of all meetings, except where they conflict with the Constitution or By-Laws of the League.

ARTICLE VI. Board of Directors

The term "Board of Directors" or "Board" shall be used interchangeably and shall refer to the Board of Directors of the League. The term "Director" shall refer to a member of the Board of Directors.

Section 1. Board and Number.

The management of the property and affairs of the League shall be vested in the Board of Directors. The number of Directors shall be not less than twelve (12) nor more than twenty-six (26) unless otherwise voted by the Members at the Annual Meeting for a particular year.

Section 2. Minimum Members.

The Board of Directors shall consist of the following minimum members: The President of the League, the Vice President of the League, the Secretary of the League, the Treasurer of the League, the Player Agent, the Major division Commissioner, the Minor division Commissioner(s) (including the Coach Pitch Commissioner), the Softball Commissioner(s), the T-Ball Commissioner, the Fundraising Chairman, the Safety Officer, the Equipment Manager, Field Maintenance Manager, Registration Manager. The total number of managers from all divisions serving as Directors on the Board shall not exceed a minority of the total Board members.

All Board members must accept the responsibility of directing a particular committee, performing a specific function for the good of the League, or assume a League responsibility as directed by the Board, or be removed from the Board of Directors by the President.

Section 3. Annual Election and Term of Office.

At each annual meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The election of any one Director shall be by a majority of votes cast, including absentee ballots.

Section 4. Vacancies on the Board.

If any vacancy occurs on the Board, it may be filled by majority vote of the remaining Directors at any regular or special meeting of the Board to complete the one year term of the former Director.

Section 5. Meetings of the Board.

Beside the Annual Meeting of the Board of Directors (as set forth in ARTICLE V, Section 1), the Board shall meet no less than once a month, from September thru June at a time and place set by the President. A Special Meeting may be called at any time by the President or upon the written request of three (3) Directors. There shall be no less than five (5) days notice of the special meeting given by first class mail, or forty-eight (48) hours notice delivered by electronic mail, telephone or facsimile.

Section 6. 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. SEE ALSO ARTICLE VII, below.

a. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the League as it may deem proper.

b. The Board shall have the power by a two thirds (2/3) vote of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or Committee Member of the League in accordance with the procedure set forth in ARTICLE III, Section 4 (a), above.

c. The Board (through the President and Treasurer) shall present to the membership at the annual meeting a report showing the whole amount of property owned by the League, where it is located, and how invested, and the amount and nature of the property acquired during the year immediately preceding. A budget and financial statement shall also be prepared by the Treasurer and presented to the Membership. All such reports shall be forwarded to Little League Headquarters.

d. The Board shall also be vested with whatever powers are permitted under the general Corporation Law of the State of California.

Section 7. Quorum.

A majority of the elected and acting Board of Directors shall constitute a quorum for the transaction of any business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the entire Board.

Section 8. Action Without a Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if a majority of the members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 9. Duties of the President.

The President shall have the following duties:

a. Conduct the affairs of the League and execute the policies established by the Board of Directors.

b. Present a report of the condition of the League at the annual meeting, as well as a financial report prepared by the Treasurer of the League..

c. Communicate to the Board such matters as he or she deems appropriate, and make such suggestions as may tend to promote the welfare of the League.

d. Be responsible for the conduct of the League in strict conformity to the policies, principles, Rules, and Regulations of Little League Baseball®, Inc., as agreed to under the conditions of charter issued the League by that organization.

e. Have power to make and execute for/and in the name of the League contracts and leases, and sign checks, all subject to review and approval of the Board.

f. Investigate complaints, irregularities, and conditions detrimental to the League and report thereon to the Board as circumstances warrant.

g. Obtain the annual operating permit for the field

Section 10. Duties of the Vice-President.

In case of the absence or disability of the President, and provided he or she is authorized by the President or Board to so act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board of Directors of by the President

The Vice President shall have the following duties:

a. Act as Chairman of the Manager Selection Committee.

b. Act as Chairman of the Disciplinary Committee.

- c. Coordinate the hiring and scheduling of the umpires.

Section 11. Duties of the Secretary.

The Secretary shall have the following duties:

- a. Be responsible for recording the activities of the League and maintaining 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 Directors and Committee Members and give notice of all meetings of the League, the Board of Directors and Committees,
- d. Give notice of the scheduled agenda of all Board Meetings to all members of the Board,
- e. Keep the minutes of the meetings of the Board of Directors, submit them to the President for approval, and cause them to be recorded in a book kept for that purpose,
- f. Conduct all correspondence not otherwise specifically delegated in connection with said meetings and be responsible for carrying out all orders, votes and resolutions not otherwise committed,
- g. Notify Directors, Officers, and Committee Members of their election or appointment,
- h. Review all mail and other correspondence on behalf of the League, forward mail to the appropriate person to whom it should be addressed, and answer letters requiring written response.

Section 12. Duties of the Treasurer.

The Treasurer shall have the following duties:

- a. Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the office of Treasurer or may be assigned by the Board of Directors, or the President.
- b. Receive all moneys and securities, and deposit same in a depository approved by the Board.

- c. Keep League records for the receipt and disbursement of all moneys and securities of the League, approve all payments from allotted funds and draw checks therefor.
- d. Prepare an annual budget, under the direction of the President, for submission to the Board at the annual meeting.
- e. Present a financial statement at each meeting of the Board of Directors

Section 13. Duties of the Player Agent.

The Player Agent shall have the following duties:

- a. Record all player transactions in all divisions and maintain an accurate and up to date record of all rosters.
- b. Receive and review applications for player candidates and assist the President in checking residence and age eligibility.
- c. Notify Little League Headquarters of any subsequent player replacements or trades.
- d. Investigate complaints or problems pertaining to any player and recommend appropriate action to the Board, or the Executive Committee (if one is appointed), including suspension, removal or replacement of the player.
- e. Act as the liaison between the managers and the pool of players to be selected to the respective teams.
- f. Organize and run the try-outs for the Major and Minor divisions. Chair the Major division draft. Organize and place all returning Majors players and other players as needed on teams with the goal of balancing the strength of each of the teams in relation to each other.
- g. Oversee the Minors commissioner's organization of all the teams in the Minors divisions with the goal of balancing the strength of each the teams in relation to each other.
- h. Work with the Commissioners of the Minor divisions in selecting and placing players for the Minor teams with an interest in balancing the strength of each of the teams in relation to each other.
- i. Prepare a roster of all teams in all divisions by the end of the second week of the regular game schedule. The rosters shall be forwarded to the President for approval and signature.

j. The Player Agent is automatically a member of the Manager Selection Committee.

k. At all times act with the best interest of the player, even in conflict with the best interest of any specific team.

l. Update the Local League Rules and present them to the Board of Directors for ratification at the January Board of Directors meeting, and distribute 30 days prior to the start of the first practice game.

Section 14. Duties of the Division Commissioners.

The League shall appoint Commissioners to run the day to day affairs of the various divisions of the League (e.g., Major, Minor (and any Minor subdivisions), Softball, T-ball, etc.). These Commissioners shall be responsible to:

a. Meet with Managers in their divisions at the beginning of the season to form teams (with the exception of the Major division Commissioner, whose teams are selected by a draft) and meet with Managers of the various teams from time to time during the season.

b. Act as a liaison between the Board of Directors, the President, and the Player Agent on the one hand, and the Managers on the other for the communication of information and directives to the various teams and their players or parents.

c. Keep the Board of Directors informed about the status of the divisions during the year, and in the case of the Major and AAA divisions, keep records of the teams win and loss records, playing statistics, and communicate this information to the respective Managers on a regular basis.

d. Inform the Player Agent about the need to fill teams as a result of attrition.

e. The Commissioners of the Majors and Minors divisions (not including Coach Pitch) may not manage a team in the division in which they are acting as a Commissioner without the approval of the Board of Directors, but may coach a team.

Section 15. Duties of The Fundraising Chairman.

The Fundraising Chairman shall have the power to develop and enact fundraising drives on behalf of the League, and appoint members at his or her discretion to implement these programs. This individual shall report to the Board of Directors on the status of all programs so developed and implemented. All such programs must not be prohibited by these By-Laws, or by the By-Laws or Constitution of Little League Baseball®, Inc.

Section 16. Duties of the Facilities Coordinator.

The Facilities Coordinator shall:

- a. Act as the liaison between the Board of Directors and the City of Los Angeles Department of Recreation and Parks,
- b. Contact the City for repairs and maintenance of the fields as necessary,
- c. Meet with the City from time to time to maintain our positive relationship with the Recreation Department,
- d. Any other tasks required by the Board of Directors to further our use and enjoyment of the Little League Fields,
- e. Supervise the activities of the groundskeeper and gardeners hired by the League,
- f. Ensure that the facilities on which we play are safe for the players and on field personnel, and are repaired as needed.

Section 17. Duties of the Equipment Manager.

The Equipment manager shall:

- a. Maintain an accurate inventory of available equipment and uniforms in reserve and in the possession of all managers at all levels,
- b. Contact Commissioners in order to determine what equipment and uniforms to order, order all playing equipment, uniforms from vendors at the lowest reasonable price.
- c. Check all incoming invoices from the equipment and uniform suppliers for accuracy, and present the invoices to the Treasurer for payment,
- d. Distribute and collect all equipment and uniforms at the beginning and end of the season, catalogue what is returned, discard old and broken equipment, and organize the returned equipment so it can be distributed the following year.
- e. Order all equipment and uniforms needed for post-season tournament and all-star play,
- f. Ensure that the appropriate manager collects from the parents of any child who loses his or her uniform jersey (or fails to turn it in at the conclusion of the season) the cost of that jersey (only if players are required to return their jerseys).

g. Maintain the security of the location where all equipment is stored at our playing facilities, and ensure that only those individuals approved by the President have access to the storage bin. Keep the storage bin neat and organized at all times.

Section 18. Duties of the Safety Officer.

The Safety Officer shall:

a. Be responsible for the implementation of the A.S.A.P. (A Safety Awareness Program) at the local league level,

b. Be responsible to make all members aware of all safety procedures found in the Little League Safety Code,

c. Annually, with the President, prior to the start of the season, audit the field lighting system(s) to insure it meets Little League® standards. The lighting audit is to be performed by a qualified technician,

d. Frequently inspect all playing areas for holes, damage, glass or other foreign objects,

e. Make certain all fences, screens and dugouts are in safe condition,

f. Periodically inspect the stands or bleachers,

g. Have arrangements in place in advance of all games and practices for emergency medical services,

h. Arrange first aid training and CPR for all managers and coaches,

i. Arrange with the President an annual training meeting for managers and coaches by implementing Little League's® "Prevention and Emergency Management Program",

j. Handle all accident claims promptly and shall maintain all records pertaining to all injuries and to include any claims for liability. NOTE: Forward a report on ALL injuries and claims to Little League Headquarters and the District Administrator, as required.

ARTICLE VII Committees

Section 1. The Board of Directors or shall be empowered to select, at its option, one or more of the following committees:

a. an Executive Committee, consisting of no less than three (3) or more than five (5) members, one of whom shall be the President of the League who shall act in the capacity of the Chairman of this Committee. The Executive Committee shall advise with

and assist the Officers of the League in all matters concerning its interests and the management of its affairs, and have all powers as delegated to it by the Board,

b. a Nominating Committee, consisting of three (3) members to investigate and consider eligible candidates for nomination and election to the Board of Directors,

c. a Finance Committee, consisting of three (3) members, which shall investigate means of financing the League. The Treasurer and the Fundraising Chairman shall be ex-officio members of this committee,

Section 2. Manager Selection Committee.

a. The Board of Directors shall appoint a Manager Selection Committee consisting of the President, the Vice President, the Player Agent, and two additional Board members. Should a member of the Manager Selection Committee be a candidate for a managerial position in a specific division, that member shall recuse himself from the selection process for that division. The Chairman of this Committee shall be the Vice-President of the League.

b. The Committee shall interview and investigate prospective Managers and Coaches and recommend acceptable candidates in each division to the President, or the Executive Committee, if one is appointed. A final slate of candidates shall be reviewed and approved by the President, and presented to the full Board of Directors for review and approval.

Section 3. The Board of Directors shall be empowered to appoint any other committee to further the interest of the League not addressed in this ARTICLE.

ARTICLE VIII. Managers, Coaches, and Umpires

Section 1. Team Managers shall be appointed annually by the President as recommended by the Manager Selection Committee and approved by the Board of Directors. Managers shall be responsible for selecting their assistant coaches with the approval of the Vice President. Managers will be responsible for the actions of their assistant coaches on the field, and the parents/guardians/guest/spectators of their respective players.

Section 2. Umpires shall be appointed annually by the Vice President.

Section 3. The President may not manage, coach or umpire without the approval of the Board of Directors. The Player Agent may not manage, coach or umpire without the approval of the Board of Directors, and this approval is in accordance with Little League International rules. The Vice-President may not manage any team without the approval of the Board of Directors, but may act in the capacity of a coach. The Major and Minor division Commissioners (other than the Coach Pitch Commissioner) may not manage a

team in their respective divisions without the approval of the Board of Directors, but may act in the capacity of a coach. The President of the League, who has been a coach or manager during the regular season, may be eligible to be selected to manage an All Star team with the approval of the Board of Directors. Said selection must in turn be approved by Little League International.

Section 4. The President, with the approval of the Board, and after considering the report of the Manager Selection Committee if it chooses to prepare such a report, may remove and replace a Manager or Coach of Umpire for conduct which is considered harmful to the children, inappropriate for the League or in violation of this Constitution.

ARTICLE IX. Indemnification

The League shall indemnify, hold harmless and defend any Director or Officer against any claims, judgments, expenses, fines, or settlements actually incurred by said director or officer of the League arising out of any act or misconduct, or willful neglect, on behalf of the League.

ARTICLE X. Affiliation

Section 1. Charter. The President of the League shall annually apply for a charter from Little League Baseball®, Inc., and shall do all things necessary to obtain and maintain such charter. The League 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®, Inc., Williamsport, Pennsylvania shall be binding on this League.

Section 3. Local League Rules. The local rules of this League shall be adopted by the Board of Directors at the January Board of Directors meeting, which should be held not less than one month prior to the first scheduled pre-season game, but shall in no way conflict with the Rules and Regulations of Little League Baseball®, Inc. In the event the Board of Directors does not adopt revised Local League Rules as prescribed above, the previous year's Local League Rules approved by the Board of Directors shall prevail.

ARTICLE XI. Financial and Accounting

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

Section 2. The Board shall not permit the contribution of funds or property to individual teams, thereby discouraging favoritism amongst the teams and to endeavor to equalize the benefits of the League to each team.

Section 3. 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 League treasury.

Section 4. The Board shall not permit the disbursement of League funds for other than the conduct of League activities in accordance with the rules and policies of Little League Baseball®, Inc.

Section 5. No Director, Officer or member of the League shall receive, directly or indirectly any salary, compensation or emolument from the League for services rendered as Director, Officer or Member.

Section 6. All moneys received, including Auxiliary Funds, shall be deposited to the credit of the League in a bank account established by the Board and all disbursements shall be made by check. Payments of more than five hundred dollars (\$500.00) made by check shall require two signatures. All checks shall be signed by the League treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

Section 7. The fiscal year of the League shall begin on the first day of July and shall end on the last day of June..

Section 8. The League shall keep all monies received in a regular business checking account at a local JP Morgan Chase bank (unless otherwise determined by the Board of Directors). The President and the Treasurer shall both have signing authority.

Section 9. Distribution of Property Upon Dissolution. Upon dissolution of the League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the League to another Federally Incorporated entity which maintains the same objectives as set forth herein, 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 membership only, provided notice of the proposed change is included in the notice of such meeting. A copy of all proposed amendments shall be submitted to Little League Baseball®, Inc.

The undersigned affirm that the Board of Directors has considered and adopted this Constitution on behalf of the League.

APPROVED:

President : _____ Secretary : _____

Dated: September 1, 2015