

Santa Cruz Little League, Inc.  
2014 Bylaws

Priority of Governing Documents

1. The Articles of Incorporation filed with the California Secretary of State is the primary controlling governing document of Santa Cruz Little League, Inc. (the league).
2. The Constitution of the league is the secondary controlling document, below the Articles.
3. This set of Bylaws of the league is the third level controlling document, below the Articles and below the Constitution.
4. The league's Mission Statement does not specify procedures, but provides notice to all persons of the league's mission, primary goals and guiding values of the league.
5. All activities of the league must be in compliance with Little League Baseball, Inc. (LLB)'s Operating Manual as published annually. It specifies that "Within the framework of the rules and regulations of Little League, the local league is autonomous. It establishes its own administration, elects its board of directors and maintains an organization best suited to meet the needs of Little League in the community". LLB also requires that the leagues "spell out its operational framework". LLB allows local leagues to strengthen LLB rules. The combination of these five listed documents is intended to comply with LLB requirements.

Article One

The Board

1. The purposes of these bylaws are to provide further guidance to the Board of Directors and its officers. The Board of Directors acting as a group shall not be constrained by these bylaws. A majority vote of a quorum of Directors shall be sufficient authority to enforce a decision of the board, regardless of consistency or inconsistency with these bylaws. These bylaws are not required to be amended concurrent with a board vote that is inconsistent with these bylaws. This flexibility in Board decisions is necessary based on the limited time of the volunteer Directors, the need for decisive actions of the Board and the compressed time periods of volunteer Directors for making many important Board decisions before the season, during the season and during post-season play.
2. The only authority a Director has is the right to vote as a member of the Board of Directors. No Director has any individual authority by virtue of being a Director to represent the league in any way. All authority to represent the league is reserved and assigned to the officers elected by the Board or appointed by the President. The authority of each officer is limited to the role and the related duties specific to his/her office.
3. In accordance with LLB requirements, the Board must be comprised at least 51% of Directors who are not managers or coaches in the league.
4. The number of Directors may be changed at any time by a majority vote of the Directors at a meeting, not by e-mail.
5. In all cases of Directors voting, a quorum of at least seven Directors must be in attendance or vote by e-mail.

6. All Directors serve for a term of approximately one year, until the next election of Directors. See the league Constitution for the right to nominate an individual to be voted in as a Director. At the election of the majority of the Directors, the existing Board votes for new Directors. Immediately after the vote, the new Directors, as a group, take office and vote for officers, individually or as a slate, as conducted by the outgoing President. At the conclusion of voting for all officers to the extent practical in the meeting, the new President takes over the meeting.
7. Vacancies may be filled at any time by majority vote of the Directors.
8. Board meetings are currently held on the second Wednesday of each month, at 6:30 PM, at the Harvey West clubhouse. The Board may change this schedule or add meetings at any time by majority vote. All Directors shall be informed of any changes or additional meetings by the President, Vice-President or Secretary. As a private corporation, Board meetings are not open to members of the public, except by invitation of the President or Vice-President. Approved volunteers of the league may attend Board meetings, but may participate only by invitation. No electronic visual or audio recording of a Board meeting is allowed.
9. Only Directors may make motions and vote at any meeting, or by e-mail.
10. The Board may establish any committee, including an executive committee comprised of Directors, by majority vote. Other committees may include approved volunteers who are not Directors.
11. Roberts Rules of Order shall be used to conduct meetings. The President or Vice-President shall begin and end all meetings.

## Article Two

### Officers.

1. The LLB annual operating manual provides general descriptions of several offices in a section titled "League Officers." These descriptions are adopted by the league and they should be understood and followed by the affected officers. The descriptions may be modified, based on the particular skills of each officer and the league's needs as determined by the Board of Directors. Such modification shall not require concurrent amendment of these bylaws in order to be authorized and effective. The descriptions are not intended to be complete, as officers typically volunteer to do more than just the listed duties of the officers.
2. There are other offices of the league that are not described in the LLB annual operating manual which the league currently fills; Meeting Facilitator, Umpire-in-Chief, Scheduling Coordinator, Fields Coordinator, Equipment Coordinator, Uniform Coordinator, Volunteer Coordinator, Scorekeeper Coordinator, Tournament Coordinator, Winter Ball Coordinator, SF Giants SCLL Day Coordinator, Liaison to District 39 and a Division Representative for each division.

3. The authority of each officer to act, to direct other volunteers or represent other volunteers and especially to represent the league to other volunteers or persons outside of the league is limited to matters that fall within his/her immediate role as an officer, unless modified at any time by a Board majority vote. If an officer needs clarification on the duties and/or authority within his/her office and the limits on that authority, the President or Vice-President of the league shall be consulted in advance of a related action by the officer.
4. The enthusiasm of officers or other Directors and time pressures can lead to quick action without first consulting other officers appropriately. All officers are encouraged to check in with the President or Vice-President, other committee members, the Board, or at the very least, a few other Directors before acting for the league, depending on the importance of the intended action. This helps all members of the Board move in the same direction as providing the best chance for success of the league and prevents problems that may have to be dealt with later. The availability of cell phones, voice messages, text messaging and e-mail messages provide many opportunities for communication that should be utilized. No officer has all of the experience or information necessary to make every decision correctly. When in doubt, reach out to your colleagues.

### Article Three

#### All Volunteers

1. The league provides opportunities for approved volunteers to participate in the activities of the league. The league's Mission Statement provides notice to all persons that a league priority is the physical and emotional safety of the players. LLB has a well-defined Child Protection Program described in its operating manual. The President or Vice-President may immediately suspend any volunteer for any apparent disregard for the emotional and physical safety of a player, as determined at the sole discretion of either the President or the Vice-President. Either of these may inform the volunteer of the suspension and the right to appear before the Board. The President or Vice-President may recommend to Board that the volunteer be temporarily or permanently discharged from the league, otherwise disciplined or further suspended. The volunteer may appear before the Board for his/her defense.
2. The above provision applies to all volunteers, regardless of office or other position. The Board's right to discharge a volunteer is absolute, final and is not subject to any standards of evidence or legal appeal. LLB specifies that a two-thirds vote at a meeting is required to discipline, suspend or expel any Director. However, local leagues are allowed to strengthen LLB rules and therefore only a majority vote at a meeting of Directors shall be necessary to discipline, suspend or expel any Director.
3. The Board may conduct volunteer meetings for various purposes, but is not required to do so.

### Article Four

#### Players

1. The league's mission statement provides notice to all persons that a league priority is the physical and emotional safety of the players. LLB has a well-defined Child Protection

Program described in its operating manual. The President or Vice-President may immediately suspend any player for any apparent disregard for the emotional and physical safety of another player, as determined at the sole discretion of either the President or the Vice-President. Either may inform the player and his/her parents or guardians of the suspension and the right to appear before the Board. The President or Vice-President may recommend to Board that the player be temporarily or permanently discharged from the league, or offer some other consequence within the league. The player and his/her parents or guardians may appear before the Board for his/her defense. The Board's right to discharge a player or provide a lesser consequence is absolute, may be considered temporary or final by the Board and is not subject to any standards of evidence or legal appeal.

Article Five

Managers

1. All approved volunteers who wish to be managers must apply every year. Each manager must be approved by a Board appointed manager selection committee every year, regardless of previously being a manager for any particular team. The committee shall provide its recommendations to the President. The President will then provide his/her recommendations to the Board at a properly noticed Board meeting, not by e-mail, as a personnel matter. The Board shall approve or deny the selections recommended by the President by majority vote of a quorum of directors. The depth of this process is based on the league's recognition of the crucial role of the managers in representing the league to players and parents and the sport of baseball to the players. Managers may select their coaches from the group of approved volunteers.

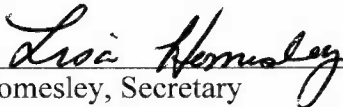
Article Six

Fiscal Year

1. The fiscal year of the corporation shall end on September 30.

Approved by a majority vote of the Board of Directors on 2/5/14

Certified by

  
Lisa Homesley, Secretary  
Santa Cruz Little League, Inc.

2/5/14  
Date