



WOODINVILLE LITTLE LEAGUE CONSTITUTION

ARTICLE I - NAME

This organization shall be known as the WOODINVILLE Little League, hereinafter referred to as “WLL”.

ARTICLE II - OBJECTIVE

SECTION 1

The objective of WLL 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, WLL 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, WLL shall operate exclusively as a non-profit educational organization providing 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 further the objective of WLL may apply to become a Member.

SECTION 2

Classes. There shall be the following 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 WLL.
- b) **Regular Members.** Any adult person actively interested in furthering the objectives of WLL may become a Regular Member upon election and payment of dues as hereinafter provided. The secretary shall maintain the roll of membership to qualify voting members. Only Regular Members in good standing are eligible to vote at General Membership Meetings. All Officers, Board Members, League Coordinators, Committee Members, Managers, Coaches, Volunteer Umpires and other elected or appointed officials must be active Regular Members in good standing. Regular Members of the league automatically include all current Managers, Coaches, Volunteer
- c) Umpires, Directors, Officers and persons elected by the Officers as a volunteer in a designated “League
- d) Coordinator” (a/k/a General Board) position and shall be deemed to have paid all “dues” upon accepting the position to which they are nominated, appointed or elected.
- e) **Honorary Members** (Optional). 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 but shall have no rights, duties or obligations in the management or in the property of WLL.

- f) **Sustaining Members** (Optional). Any person not a Regular Member who makes financial or other contribution to WLL may by a majority vote of the Board of Directors become a Sustaining Member, but such person shall have no rights, duties or obligations in the management or in the property of WLL.
- g) As used hereinafter, the word “Member” shall mean a Regular Member unless otherwise stated.

SECTION 3

Other Affiliations.

- a) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of WLL.
- b) Regular Members should not be actively engaged in the promotion and/or operation of any other baseball/softball program in a manner detrimental to Little League.

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 third (66.6%) 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 WLL and/or Little League Baseball, Incorporated. 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. *Note: See Art. VI § 7 regarding discipline process.*
- 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 majority vote of those present at any duly constituted meeting (quorum is required).

ARTICLE IV - DUES FOR REGULAR MEMBERS (NOT PLAYERS)

SECTION 1

Dues for Regular Members shall be either (a) current service as a volunteer as stated in Article III Section 2 or (b) payment of \$5 by cash or check to WOODINVILLE Little League and delivered to the Secretary or Treasurer. Dues may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year. (See Article XI, Section 7 for fiscal year of this league.) *Note: Dues for Regular Members are separate from registration fees for Player Members, which are determined annually by the Board of Directors in accordance with Regulation XIII (c). If no dues for Regular Membership are collected, Section 2 below does not apply.*

SECTION 2

A person shall become a Regular Member in good standing seven (7) days after meeting the qualifications of Regular Membership, including satisfaction of the dues requirement stated in the prior section.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS

SECTION 1

Definition. A General Membership Meeting is any meeting of the membership of the league (including Special General Membership Meetings, Section 7). A minimum of one per year (Annual Meeting, see Section 6) 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 general purpose of the meeting. Notice shall be deemed to have been delivered electronically to

each Member at the time it is posted on the home page of WLL's website – www.woodinvillelittleleague.com. 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 third (33.3 percent) of the Members (as defined in Article III - Membership) shall be necessary to constitute a quorum. If a quorum is not present, no business requiring the vote of the membership shall be conducted.

SECTION 4

Voting. Only Regular Members shall be entitled to make motions and vote at General Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings. (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 Regular 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 by any individual who is a member, as defined in Article III - Membership. 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. The Annual Meeting of the Members of WLL shall be held The Second Wednesday of September at 7:00 p.m. each year for the purpose of electing the Board of Directors and Officers, receiving reports, reviewing the Constitution, appointing committees, and for the transaction of such business as may properly come before the meeting.

- a) The Membership shall receive at the Annual Meeting of the Members of WLL a report, verified by the President and Treasurer, or by a majority of the Directors, which may show:
 - i. The condition of WLL, to be presented by the President or his/her designate;
 - ii. A general summary of funds received and expended by WLL for the previous year, the amount of funds currently in possession of WLL, and the name of the financial institution in which such funds are maintained;
 - iii. The whole amount of real and personal property owned by WLL, where located, and where and how invested;
 - iv. 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;
 - v. The names of the persons who have been admitted to regular membership in WLL during such year. This report shall be filed with the records of WLL and entered in the minutes of the proceedings of the Annual Meeting. A copy of such report may be forwarded to Little League International.
- b) At the 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 number of Directors elected shall be not less than six (6). At the time of nomination and election as a Director, each candidate may be simultaneously nominated to fill a designated officer position.
- c) After the Board of Directors is elected, the Board shall meet to elect the officers. If a Director was elected upon simultaneous nomination to fill a designated officer position, the Director shall be deemed to fill said position unless the newly elected Directors affirmatively vote otherwise. After the election, the Board of

Directors shall assume the performance of its duties immediately. The Board's term of office shall continue until its successors are elected and qualified under this section.

- d) The Officers of the Board of Directors shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, Secretary, Umpire in Chief, and Safety Officer. The Board shall also include a minimum of one manager.

SECTION 7

Special General Membership Meetings. Special General Membership Meetings of the Members may be called by the Board of Directors or by the Secretary or President at their 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 fourteen (14) 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 same conflicts with this Constitution of WLL.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

Authority. The management of the property and affairs of WLL shall be vested in the Board of Directors.

SECTION 2

Increase in number. The number of Board of Directors so fixed at the Annual Meeting may be increased at any General Membership Meeting or Special Meeting of the Members. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional Directors shall be by majority vote of all Regular Members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.

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. Meetings of the Board of Directors shall also be meetings of the Executive under Article VIII.

- a) The President or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of three (3) 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) day(s) before the time appointed for the meeting to the last recorded address or email account of each Director.
- c) Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business. 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 recognize guests for presentations or comments during Board meetings.

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 WLL 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 WLL in accordance with the procedure set forth in Article III, Section 4 (a,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 WLL.

SECTION 7

Discipline. In furtherance of Section 3, the process for discipline of Members should be as follows:

- a) **Referral:** If a charge of misconduct is made against a WLL volunteer, it should be referred in writing to the President. No anonymous charge should be considered.
- b) **Investigation:** Upon receiving a referral, the President should conduct a preliminary investigation, which should include not less than speaking with the charging person and the person charged and consulting with not less than two other board members. If it is determined that the charge is without merit or outside the authority of WLL to decide, the charging person and the person charged should be promptly notified and the issue shall be deemed ended.
- c) **Hearing:** If the President determines the charge may have merit, WLL has authority to decide the matter, and discipline may be warranted, a hearing should be scheduled for the next Board Meeting. A special Board Meeting may be called. The charging person and the person charged should be notified not less than three (3) days in advance of the meeting. The hearing shall be open to only those Members whom for good cause the Board determines to be directly involved in the controversy. At the hearing, the charging person and the person charged should be given a reasonable opportunity to present evidence and argument in support of their positions. The hearing shall be concluded by vote of the Directors. After the hearing concludes, the Directors shall deliberate in private session and render a decision regarding the merit of the charge and discipline, if any. Disciplinary measures may range from warning to probation to forced umpire duty to suspension. The charging person and the person charged should be notified of the Board's decision within 48 hours after conclusion of the hearing.
- d) **Recusal:** If a Director is either the charging person or the person charged, or related to either party, such Director should promptly recuse himself / herself from the investigation and deliberation of the charge.
- e) **Finality:** The decision of the Board shall be final and binding and shall not under any circumstance create the basis for legal liability. The only appeal shall be to Little League Baseball, Inc. and shall be deemed waived if not made within three (3) days after notice of the decision is delivered.

ARTICLE VII - DUTIES AND POWERS OF THE BOARD

SECTION 1

Appointments. The Board of Directors may appoint such other officers or agents 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. The positions on the Board of Directors shall be as follows if so elected:

SECTION 2

President. The President shall:

- a) Conduct the affairs of WLL and execute the policies established by the Board of Directors.
- b) Present a report of the condition of WLL 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 WLL.
- d) Be responsible for the conduct of WLL in conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of charter issued to WLL by that organization.
- e) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of WLL such contracts and leases they may receive and which have had prior approval of the Board.
- f) Investigate complaints, irregularities and conditions detrimental to WLL and report thereon to the Board or Executive Committee as circumstances warrant.
- g) With the assistance of the Treasurer, 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, examine the application and support proof-of age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.

SECTION 3

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.

SECTION 4

Secretary. The Secretary shall:

- a) Be responsible for recording the activities of WLL 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 Regular, Sustaining and Honorary Members, Directors and committee members and give notice of all meetings of WLL, the Board of Directors and Committees.
- d) Issue membership cards to Regular Members, if approved by the Board of Directors.
- e) 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.
- f) 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.
- g) Notify Members, Directors, Officers and committee members of their election or appointment.

SECTION 5

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 WLL, 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 by check must have dual signatures.
- 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 International.

SECTION 6

Player Agent. The Player Agent shall:

- a) Record all player transactions and maintain an accurate and up-to-date record thereof.
- b) Receive and review applications for player candidates and assist the President in verifying residence and age eligibility.
- c) Conduct the tryouts, the player draft and all other player transaction or selection meetings.
- d) Prepare the Player Agent's list.
- e) Prepare for the President's signature and submission to Little League International, team rosters, including players' claimed, and the tournament team eligibility affidavit.
- f) Notify Little League International of any subsequent player replacements or trades.

SECTION 7

Safety Officer. The Safety Officer shall:

- a) Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for youngsters and all participants of Little League Baseball.
- b) Develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting.
- c) NOTE: In order to implement a safety plan using education, compliance and reporting, the following suggestions may be utilized by the Safety Officer:
 - 1. Education - Should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, league officials, parents, guardians and other volunteers.
 - 2. Compliance - Should promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.
 - 3. Reporting - Define a process to assure that incidents are recorded, information is sent to league/district and national offices, and follow-up information on medical and other data is forwarded as available.

SECTION 8

League Information Officer. The League Information Officer shall:

- a) Manage the league's home page (site authorized by Little League International);
- b) Manage the online registration process and ensure that league rosters are maintained on the site;
- c) Assign administrative rights to league volunteers and teams;
- d) Ensure that league news and scores are updated on a regular basis;
- e) Collect, post and distribute important information on League activities including direct dissemination of fundraising and sponsor activities to Little League International, district, public, league members and media;
- f) Serves as primary contact person for Little League and Blue Sombrero regarding optimizing use of the Internet for league administration and for distributing information to league members and to Little League Baseball, Incorporated.

SECTION 9

Coaching Coordinator. The coaching coordinator shall:

- (a) Represent coaches/managers in league;
- (b) Present a coach/manager training budget to the board;
- (c) Gain the support and funds necessary to implement a league-wide training program;
- (d) Order and distribute training materials to players, coaches and managers;
- (e) Coordinate mini-clinics as necessary;
- (f) Serve as the contact person for Little League and its manager-coach education program for the league.

ARTICLE VIII - EXECUTIVE COMMITTEE

SECTION 1

The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) Directors, one of whom shall be the President of WLL. Unless stated otherwise by the Board of Directors, the Executive Committee shall be comprised of all Directors.

SECTION 2

The Executive Committee shall advise with and assist the Officers of WLL in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board, but in no event will the Executive Committee have authority over the Board of Directors.

SECTION 3

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.

ARTICLE IX - OTHER COMMITTEES

SECTION I

Nominating Committee. The Board of Directors may appoint a Nominating Committee consisting of not less than three (3) Directors and other appointed Regular Members. 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 Committee Members.

SECTION 2

Managers Committee. The Board of Directors may appoint a Managers Committee consisting of not less than three (3) Directors. The Committee shall interview and investigate prospective managers and coaches, including those for the Minor League teams and recommend acceptable candidates to the President, for appointment and subsequent approval by the Board of Directors. It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of WLL. It shall, at the request of the President or Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors as the case may be.

ARTICLE X - AFFILIATION

SECTION 1

Charter. WLL shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter. WLL 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 WLL.

SECTION 3

Local Rules, Ground Rules and/or Bylaws. The local rules, ground rules and/or bylaws of this WLL 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 WLL shall expire at the end of each fiscal year, 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 WLL 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

Contributions. The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of WLL, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of WLL.

SECTION 3

Solicitations. The Board shall not permit the solicitation of funds in the name of Little League Baseball, Incorporated unless all of the funds so raised be placed in WLL treasury.

SECTION 4

Disbursement of Funds. The Board shall not permit the disbursement of WLL 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 WLL Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

SECTION 5

Compensation. No Director, Officer or Member of WLL shall receive, directly or indirectly any salary, compensation or emolument from WLL for services rendered as Director, Officer or Member.

SECTION 6

Deposits. All monies received, including Auxiliary Funds, shall be deposited to the credit of WLL in/at Bank of America, Woodinville, Washington,

SECTION 7

Fiscal year. The fiscal year of WLL shall begin on October 1 and shall end on September 30.

SECTION 8

Distribution of Property upon Dissolution. Upon dissolution of WLL and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of WLL 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.

SECTION 9

Indemnification of Officers and Directors. WLL shall defend, indemnify and hold harmless all directors and officers from and against any and all claims arising out of or related to the exercise and discharge of their duties to WLL, provided that WLL’s duty to defend, indemnify and hold harmless shall be limited to and shall not exceed the defense and coverage in fact provided by any policy of insurance.

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 provided notice of the proposed change is included in the notice of such meeting. Draft of all proposed amendments shall be submitted to Little League Baseball, Incorporated, for approval before implementation.

President’s Name (Print) Sean Daily
President’s Signature _____ Date December 19th 2019
Little League ID No. 04470809