

NORTHWEST LITTLE LEAGUE OF SAN ANTONIO, TEXAS INC.

CONSTITUTION

ARTICLE 1 -- NAME

This organization shall be known as the Northwest Little League of San Antonio, Texas, Inc. DBA Northwest Little League. This name shall apply to all sports programs sponsored by the Northwest Little League Board of Directors to include boys and girls baseball and softball, for all age groups ranging from T-ball through Big League.

ARTICLE II -- OBJECTIVES

Section 1. The objective of the Northwest Little League is to firmly implant 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. The objective will be achieved by providing supervised, competitive baseball and softball programs, under the rules and regulations of Little League Baseball, Incorporated; and, by the adoption of local rules and regulations as deemed necessary by the Northwest Little League Board of Directors. No rule shall be adopted by said organization that conflicts with the rules and regulations of Little League Baseball, Incorporated, Williamsport, Pennsylvania. 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.

Section 3. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the Northwest Little League 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 -- LEAGUE MEMBERSHIP

Section 1. Eligibility -- Any person sincerely interested in active participation to effect the objective of the Northwest Little League 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 and who resides within the authorized boundaries of the Northwest Little 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 objective of the League may apply to become a regular member. Election to status as regular member requires acceptance by majority vote of the regular membership present at any duly constituted meeting. Regular membership status entitles such duly elected members to participate in League activities, elect their Board of Directors, elect Regular Members and attend Board meetings. Regular members not elected to the Board under the provisions of admission, shall not have a vote in league affairs, except as herein stipulated. The Secretary shall maintain a roster of all members with a regular membership status. Regular members shall perform any reasonable service required. All officers, board members, committee members, managers, and other elected or appointed officials must be active regular members in good standing.

(c) Honorary Members/Booster -- Any person interested in supporting the objectives of the Northwest Little League may be invited to become associated in the affairs of the League as a Little League Honorary Member or Booster. An Honorary Member or Booster has no vote but may be invited to participate in League activities at the discretion of the President of the Board.

(d) Sustaining Members/Sponsors -- Any person not a regular member who makes financial or other contribution to the League may by a majority vote of the Board of Directors become a Sustaining Member or Sponsor, but such a person shall have no rights, duties or obligations in the management or in the property of the League.

Section 3. Other Affiliation

(a) Members, whether Regular or Player, shall not be required to be affiliated with any other organization or group in order to qualify for membership in the Northwest Little League.

(b) Regular members should not be actively engaged in the promotion and 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 shall have the authority, by a two-thirds vote, at any duly constituted meeting where a quorum is present, to discipline, suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests 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 the case of a player Member, give notice to the manager of the team of which the player is a member. Said managers 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. The player's parent(s) or legal guardian(s) may also be present.

Section 5. Application for Membership. Any person interested in becoming a member of the Board of Directors of the Northwest Little League may express that interest at any general membership meeting of the Northwest Little League. Election to the Board, however, is predicated on the Regular Membership provisions as herein stipulated. Application for other membership status as described within this constitution will be considered at regular meetings of the Board.

#### ARTICLE IV -- DUES

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

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 Northwest Little League. Although it is desirable that no fee be charged if possible, a fee shall be established by the Board of Directors of the Northwest Little League prior to registration and league play and limited to only that amount needed to administer quality league play, as deemed necessary by the Board of Directors. Under no circumstances shall a fee be deemed a

mandatory prerequisite to eligibility of any youth otherwise eligible for league participation.

#### ARTICLE V -- MEETINGS

Section 1. General Membership Meetings. The annual meeting of the Members of the Northwest Little League shall be held in the month of September each year for the purpose of electing Members and Directors, receiving reports and for the transaction of such business as may properly come before the meeting. General Membership meetings will also be held on the first Sunday of January, April and July of each year.

Section 2. Notice of Regular Meetings. Notice of each regular league meeting of the Board of Directors shall be made in such form as may be authorized by the Board, from time to time, at a regular convened meeting. Such notice will include the notification of all regular Members of the League.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Board of Directors or by the Secretary or President at their discretion. Upon the written request of ten (10) 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. Notice of special meetings will be made to the regular membership of the league.

Section 4. Quorum. The presence in person of one-third (1/3) of the members shall be necessary to constitute a quorum.

Section 5. Voting.

(a) Regular members are entitled to vote on the following matters:

(1) At any general membership meeting to include the annual membership meeting, all regular members in good standing shall vote to establish the number of Officers and/or Directors governing the League and elect Members of the Board of Directors.

(2) At any regular meeting of the Board of Directors, regular members are entitled to vote on the admission of additional regular members to the League only;

(3) At any special meeting scheduled to address any specific measure proposed by special referendum (see Article VI, Section 8).

(b) Only members of the Board of Directors shall be entitled to vote at any Board meeting of the Northwest Little League except as noted in (a) above. Should a Board member at any time miss 2 out of the last 4 regularly scheduled meetings, the board member is suspended. However, a Board Member having been suspended for nonattendance, may petition the Executive Committee for reinstatement after citing reasons for their absence. The Executive Committee will determine reinstatement by majority vote. If reinstatement of the Board member is denied by the Executive Committee, the Board of Directors shall determine, by majority vote, to either reinstate the Board member, continue the suspension or terminate his/her membership on the Board. This provision is intended to establish the Northwest Little League's Board of Directors responsibility and duty to properly and effectively manage the affairs and property of the League by active participation in all Board activities.

Section 6. Rules of Order. Robert's rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution of the Northwest Little League.

#### ARTICLE VI -- BOARD OF DIRECTORS

Section 1. Board of Directors. The Management of the property and affairs of the Northwest Little League shall be vested in its Board of Directors. The number of Directors shall never be less than five (5). Once elected, the Board of Directors shall meet to elect their officers. The Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors shall have been duly elected and qualified.

Section 2. Required Members. The Board membership shall include:

(a) An Executive Committee consisting of a President, Executive Vice-President, Secretary, Treasurer and one Board Member at-large. This Executive Committee shall be a standing committee created at the annual meeting in September. The powers of the Executive Committee shall be limited as follows: 1) to reinstate suspended Directors as cited in Article V, Section 5. 2) to decide any issue that the voting membership of the Board determines that they should manage.

(b) Representative Player Agents for each of the baseball and softball programs sponsored within the Northwest Little League;

(c) Safety Officer;

(d) And, additional officials, as may be deemed necessary by the duly elected members of the Executive Committee of the Northwest Little League Board and approved by majority vote of the Board of Directors.

Section 3. Annual Election and Term of Office. At each annual meeting, the Regular Membership shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number so fixed may be increased at any general membership 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. No limits are placed on the number of consecutive terms of any elected official.

Section 4. Vacancies. If any vacancy occurs in the Board of Directors, it may be filled by a majority vote of the remaining Directors at any regular meeting or at any special meeting called for that purpose.

Section 5. Executive Committee Vacancies. If any vacancy occurs in the Board of Directors Executive Committee, it may be filled by a majority vote of the remaining Directors at any regular meeting or at any special meeting for that purpose.

Section 6. Meetings. Regular meetings of the Board of Directors shall be held at the request of, and scheduled by, the duly elected President of the Board (see Article V, Meetings). The President or the Secretary may, whenever any of them deems it advisable, and the Secretary shall, at the request in writing of five (5) Directors, issue a call for a special meeting of the Board. In the case of special meetings, such notice shall include the purpose of the meeting and only matters so stated may be acted upon at the meeting.

Section 7. Duties and Powers. The Board of Directors shall have the power to appoint such standing committees as it shall determine and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board shall have the power by a two-thirds vote of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or Committee Member of the Northwest Little League in

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

The Board shall receive at the annual meeting of the Members of the Northwest Little League a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purpose, objects or persons to or for which such applications, appropriations, or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the Northwest Little League and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

A copy of such report shall be forwarded to Little League Headquarters.

#### Section 8. Special Referendum.

(a) Upon the written petition of the majority of the regular membership, the President or the Secretary shall call a special meeting of the Board of Directors and the Regular membership to address the specific measure or measures as may be identified by the petition. A special notice of this meeting and its subject shall be provided to the regular membership at least 15 days in advance of the meeting. The meeting notice will be made in writing to the last known address of each Regular member. Only the subject of this notice may be addressed at any such special meeting.

(b) If the measure(s) of the referendum is (are) subjected to a vote, all regular Members in good standing are entitled to a vote, in person. The adoption of any measure addressed under this provision requires approval by two-thirds of the regular membership of the League.

### ARTICLE VII -- COMMITTEES

Section 1. The Executive Committee. The Executive Committee shall advise with and assist the Officers of the Northwest Little League 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 Northwest Little League Board.

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. Special Committees. The President of the Northwest Little League may, from time to time, establish special committees to further the purposes of the Northwest Little League. The committees may be standing or temporary. Standing Committees are established with the approval of the Board. Temporary committees may be established at the discretion of the President but will serve only for the duration of their special purpose. Regular members not otherwise members of the Board may populate any committee.

Members of standing or special Committees are selected by the President of the Northwest Little League unless otherwise stipulated within the Articles of this Constitution. Committee chairmen will be identified for each committee established. Chairmen of standing committees will be approved by the Board of Directors.

Section 3. Nominating Committee. The President may appoint a Nominating Committee consisting of both Directors and Regular members who are not members of the Board, where the majority representation to the Committee are not Directors. The Committee shall investigate and consider eligible candidates and submit at the annual or special meeting a slate of candidates for the Board of Directors to include members of the Executive Committee. The Committee shall receive the names of prospective members that are eligible and qualified, investigate their eligibility and qualifications and nominate those most qualified for election at the annual or special election meeting.

Section 4. Finance Committee. The Board of Directors may 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 Finance Committee. The Committee shall investigate ways and means of financing the Northwest Little League including team sponsorships and submit recommendations for consideration to the Board.

Section 5. Building and Property Committee. The Board of Directors may appoint a Building and Property Committee consisting of three (3) Directors. The committee shall investigate and recommend available suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee. It shall be responsible for the repair and improvement recommendations, other than normal maintenance, and supervise the performance of approved projects.

Section 6. Grounds Committee. The Board of Directors may appoint a Grounds Committee that shall be responsible for the care and maintenance of the playing field(s), buildings

and grounds. It shall operate within the amount appropriated in the approved budget for that purpose.

Section 7. Playing Equipment Committee. The Board of Directors may appoint a Playing Equipment Committee that shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board. The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close the season.

Section 8. Managers Committee. The Board of Directors may appoint a Managers Committee consisting of at least three (3) Directors. The Managers Committee shall interview and investigate prospective managers and coaches, including those for the Minor League and T-Ball teams, and recommend acceptable candidates to the President, for appointment and subsequent approval by the Board. It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of the Northwest Little League.

Section 9. Umpire Committee. The Board of Directors may appoint an Umpire Committee consisting of three (3) Directors. The President of Northwest Little League shall be the chairman of any such committee. The Committee shall develop a plan for the acquisition and scheduling of umpires for season play.

Section 10. District committee. The Board of Directors may appoint a District Committee consisting of the Northwest Little League President and two (2) other Directors. The Committee shall assist the District Administrator in the inter league district functions including the selection of members of the District Administrator's Advisory Committee and the selection of tournament sites and area tournament.

Section 11. Auxiliary Committee. The Board of Directors may appoint an Auxiliary Committee consisting of the Directors. The Committee shall coordinate the activities of the Auxiliary. It shall review and evaluate auxiliary projects for raising money and disposition of profits, and make recommendations to the Board. The Board of Directors shall approve in advance all projects and actions of the Auxiliary.

Section 12. Auditing Committee. The Board of Directors shall appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer and signatories of checks are not eligible. Annually, the Auditing Committee will review the Northwest Little League's books and records prior to the annual meeting and attach a statement of their findings to the annual financial statement of the President and Treasurer, or may, if directed by the Board of

Directors, secure the services of a Certified Public Accountant to accomplish such review.

Section 13. Committee Chairman. In the case where Board Officials are elected to serve in a specific capacity, such as in the case of Field Maintenance, Advertising, etc. the Board member will also function as chairman of the specific committee in their designated field of interest.

#### ARTICLE VIII -- OFFICERS, DUTIES AND POWERS

Section 1. Officers. The Officers of the Northwest Little League shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer and a Player Agent or Agents, all of whom shall hold office for the ensuing year or until their successors are duly elected.

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 and may fill any vacancy that may occur in any office.

Section 2. President. The President shall:

(a) Conduct the affairs of the Northwest Little League and execute the policies established by the Board of Directors.

(b) Present a report of the condition of the Northwest Little League 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 League.

(d) Be responsible for the conduct of the Northwest Little League in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of charter issued the Northwest Little League 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 Northwest Little League 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 Northwest Little League 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(s), 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. Executive Vice-President. In case of the absence or disability of the President, and provided he is authorized by the President or Board so to act, the Executive 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 or by the President.

Section 4. Secretary. The Secretary shall:

(a) Be responsible for recording the activities of the Northwest Little League 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, Directors with voting rights, and Committee Members; and give notice of all meeting of the Northwest Little League, 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) Shall conduct all correspondence not otherwise specifically delegated in connection with said meetings 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 5. Treasurer. The Treasurer shall:

(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.

(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 Northwest Little League, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board. 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.

Section 6. Player Agent(s). The Player Agent(s) 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 checking residence and age eligibility.

(c) Conduct the player auction or 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 Headquarters, team rosters, including players claimed, and the tournament team eligibility affidavit.

(f) Notify Little League Headquarters of any subsequent player replacements or trades.

#### ARTICLE IX -- MANAGERS, COACHES, UMPIRES AND DUTY OFFICERS

Section 1. Team managers and coaches, of all League teams, shall be annually appointed by the President -- considering the recommendation of the Managers Committee, if commissioned, and with the approval of the Board -- and shall be responsible for the selection of their respective teams and for their actions on the field of play.

Section 2. The President or his/her duly appointed representative shall coordinate the availability and assignment of umpires, subject to the guidance and approval of the Board of Directors (see Umpires Committee, section 8, article VII).

Section 3. Field Supervision and Duty Officer. During all League activities, Regular members of the Northwest Little League shall be scheduled as Duty Officers. The Regular members acting in their official capacity as Duty Officers

shall be responsible for the active supervision of League field activities.

Section 4. While holding such office, the President shall not manage coach or umpire. Player agents shall not manage, coach or umpire in their respective divisions. Vice Presidents may manage, coach or umpire provided they do not serve on the Protest Committee.

#### ARTICLE X -- AFFILIATION

Section 1. Charter. The Northwest Little League shall annually apply for a charter from Little League Baseball, Incorporated, Williamsport, Pennsylvania, 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, Incorporated, Williamsport, Pennsylvania, shall be binding on the Northwest Little League.

Section 3. Local Rules and Regulations. The local rules of the Northwest Little League shall be adopted by the Board of Directors at a meeting held prior to the first scheduled game of the season, but shall in no way conflict with the Rules and Regulations of Little League Baseball, Incorporated, Williamsport, Pennsylvania.

#### ARTICLE XI -- FINANCIAL POLICY

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

Section 2. The Board of Directors shall not permit the contribution of funds or property to individuals or teams but shall solicit same for the common treasury of the League. The above regulation is intended to discourage favoritism among teams and to endeavor to equalize the benefits of the League.

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 Northwest Little League treasury.

Section 4. The Board shall not permit the disbursement of League funds for any other purpose than the conduct of Little League activities in accordance with the rules and policies of Little League Baseball, Incorporated, Williamsport, Pennsylvania.

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

Section 6. All monies received shall be deposited to the credit of the Northwest Little League in the bank account selected by the Treasurer of the League and approved by the Executive Committee. All disbursements shall be made by check. All checks shall be signed by the League Treasurer and/or such other officer or officers or person or persons as the Board of Directors shall determine.

Section 7. The fiscal year of the Northwest Little League shall begin on the first day of January each year and shall end on the last day of December. At the end of the current fiscal year a copy of the annual financial report will be furnished to the District Administrator and Little League Headquarters.

Section 8. No member of the Board of Directors shall be held individually liable for actions of other League members acting in an official or unofficial capacity on behalf of the League. No Board member shall be individually looked to for compensatory or direct financial relief by any person or persons seeking such relief for any occurrence or action resulting from the actions of other League officials acting within their designated capacity. No responsibility can be imputed to any member of the Board of Directors for the actions of other officials of the League. The assets of the League shall be the sole, ultimate and limit of relief available for any damages sought by any person or persons seeking compensation.

Section 9. Distribution of Property upon Dissolution -- upon dissolution of the Northwest Little League and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of the League to such other Federally Incorporated organization or organizations maintaining an objective similar to that 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 or any section thereof may be amended or repealed by a two-thirds vote of the Regular membership present at any duly constituted meeting, provided that written notice of such proposed changes over the signature of the Secretary, shall be mailed to each regular member of the Northwest Little League at least 15 days prior to the meeting at which such proposed change shall be submitted to vote. A draft of any such amendment, once approved, shall be submitted to Little League Baseball, Incorporated, Williamsport, Pennsylvania.