

Lynnwood Pacific Little League of Edmonds, Washington
Constitution and By-Laws



LYNNWOOD PACIFIC LITTLE LEAGUE
OF EDMONDS, WASHINGTON

Little League Registration No. 4-47-01-15

Constitution and By-Laws

2005 Season

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ARTICLE I - NAME

This organization shall be known (and is chartered) as Lynnwood Pacific Little League of Edmonds. National Little League Registration No. 4-47-01-15.

ARTICLE II - OBJECTIVE

Section 1. Objective.

The objective of Pacific Little League shall be to provide an outlet of healthful activity and training under good leadership in the atmosphere of wholesome community participation. The League shall be dedicated to helping children become good and decent citizens. It shall strive to inspire them with a goal and to enrich their lives and establish for them the rudiments of teamwork and fair play.

Section 2. Provisions.

To achieve this objective, Pacific Little 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 of 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, Pacific Little League shall operate exclusively as a nonprofit 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 affect the objective of Pacific 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 Pacific 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 Pacific Little League.

(B) Regular Members. Any adult person who is actively interested in furthering the objective of Pacific Little League may become a Regular Member. To become a regular member you must attend the annual meeting and register to vote by paying \$1.00. Regular Members are responsible for the election of Officers and Board of Directors. All Officers and Board Members must be active Regular Members in good standing.

(C) Honorary Members. Any person may be accepted as Honorary Member by the Board of Directors but shall have no rights, duties or obligations in the management or in the property of Pacific Little League.

Section 3. Other Affiliations. Members, whether Regular or Player, are not required to be affiliated with another organization or group to qualify as members of Pacific Little League. All officers and board members of PLL shall not sit on any other competing baseball association board.

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

(A) A PLL board member has the authority to suspend a manager, coach or player for a 48-hour period pending a review and investigation by a committee appointed by the president.

(B) The Board of Directors, by a two-thirds (2/3) majority vote of those present at any duly constituted meeting, shall have the authority 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 Pacific Little 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.

(C) 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 Player Member. Said manager shall appear, in the capacity of an adviser, with the player before the Board of Directors or 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 the full power to suspend or revoke such players right to future participation by a two-thirds vote of those present at any duly constituted meeting (quorum is required).

ARTICLE IV - DUES, DONATIONS, FEES

Section 1. The Board of Directors prior to the beginning of any membership period may fix dues for Regular Membership. Dues are to be paid at the time of Registration.

Section 2. Donations and Fees.

The Board of Directors may establish reasonable amounts to be requested as donations to offset costs involved in operation Pacific Little League and to assure its operational continuity. However, if a player fee is required it cannot be more than outlined in Little League Regulation XIII (C). At no time should payment of any fee be a prerequisite for participation in the Little League Baseball Program.

ARTICLE V - MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Members of Pacific Little League shall be held by September 30th following the season. Elections will be held for Officers, Directors and Members, and for the transaction of such business as may properly come before the meeting.

Section 2. Notice of Meeting.

Notice of each meeting shall be delivered by personally, e-mail, or by mail to each Member in good standing at the last recorded address at least ten (7) days in advance thereof setting forth the place, time and purpose of the meeting. In lieu thereof, notice may be given by telephone or the Members, may authorize as from time to time, at a regularly convened meeting.

Section 3. Special Meetings.

The President may call a special meeting of the board of directors at his/her 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 of the Members.

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Section 4. Quorum.

The presence in person of Members notified per the requirements of Article V, Section 2 and/or Section 3 shall be necessary to constitute a quorum.

Section 5. Voting.

Only the Board of Directors shall be entitled to vote at any meeting of Pacific Little League with the exception of the Annual Meeting as stated above.

Section 6. Proxies. Proxy voting is not allowed.

Section 7. Rules of Order. Robert's Rules of order shall govern the proceedings of all meetings, except where same conflict with the Constitution or By-Laws of Pacific Little League.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Board and Term.

The management of the property and affairs of Pacific Little League shall be vested in the Board of Directors. The Directors shall enter upon the performance of their duties starting October 1st and shall continue in office for a term of two years

Section 2. Increase/Decrease in number.

The Board membership shall include the Officers, including the Player Agent, and a minimum of one manager and one volunteer umpire. The number of Directors may be increased/decreased by a majority vote of the Board of Directors at the Annual Meeting, Special Meeting or any regular board meeting.

Section 3. 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 Board meeting or at any Special Board Meeting called for that purpose.

Section 4. Regular Board Meetings.

Regular Board Meeting dates will be determined at the first Regular Board Meeting for the upcoming year with 30 days of the Annual Meeting. Notice will be given via e-mail from the Secretary at least 7 days before each Regular Meeting.

Section 5. 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 may adopt such rules and regulations for the conduct of its meetings and the management of Pacific Little League, as it deems proper.

The Board shall have the power by a two-thirds (2/3) vote of those present at any regular meeting or any special meeting called for that reason, to discipline, suspend or remove any Director, Officer or Committee member of Pacific Little League of Lynnwood in accordance with the procedure set forth in Article III, Section 4 (a,b).

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From the Members of the Board, the League President shall appoint the Umpire in Chief, Director of Equipment, Director of Concessions, Director of Safety and Insurance, and Director of Field Maintenance.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. Executive Committee.

The President may appoint an Executive Committee, which shall consist of three (3) Board of Directors and/or officers. Its purpose will be to expedite decisions that must be made within a period of one week's time or under emergencies that require immediate attention. All actions taken by the Executive Committee must be reported at the next scheduled Board of Directors Meeting.

At any meeting of the Executive Committee, a Majority of the 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 VIII - OFFICERS, DUTIES AND POWERS

Section 1. Officers.

The officers of Pacific Little League shall consist of President, Executive Vice President, Vice President of Little League, Vice President of Senior League, Secretary, Treasurer and Player Agent(s), all of whom shall hold office for one year terms or until their successors are duly elected. Officers are elected by the Regular Members at the Annual Meeting.

Section 2. President.

The President shall:

(A) Be responsible for the conduct of the local 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 to Pacific Little League by that organization.

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

(C) Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of Pacific Little League.

(D) Present a report of the condition of Pacific Little League at the annual Meeting.

(E) Designate in writing, other officers if necessary, to have power to make and execute for/and in the name of Pacific Little League such contracts and leases as may have received a prior approval of the Board.

(F) Prepare and submit and annual budget to the board of Directors and be responsible for the proper execution thereof.

(G) Investigate complaints, irregularities and conditions detrimental to Pacific Little League and report thereon to the Board of Directors as circumstances warrant.

(H) With the assistance of the Player Agents, examine the applications and supporting proof-of-age of every player candidate and certify to residence and age tryouts and selections.

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(I) Preside at league meetings, and assume full responsibility for the operation of Pacific Little League.

(J) Be a member of all Pacific Little League Committees.

(K) Not manage, coach or umpire.

Section 4. Executive Vice-President

(A) Role will be determined annually by the League President, officers, and board of directors.

Section 5. Vice-President.

(A) Vice President of Little League: The Vice-President of Little League shall have primary responsibility for coordinating and administering the Pacific Little League.

(B) Vice-President of Senior League: The Vice-President of Senior League shall have primary responsibility for coordinating and administering the Pacific Senior.

(C) Vice-President of Softball: The Vice-President of Softball shall have primary responsibility for coordinating and administering the Pacific Softball.

(D) In case of the absence or disability of the President, and provided he or she is authorized by the President or Board so to act, either one or the Vice-Presidents shall perform the duties of the President, and when so acting, shall have all the powers of that office. Both Vice-Presidents shall have all the powers as from time to time may be assigned to him or her by the Board of Directors or by the President.

(D) The Vice-Presidents are ex-officio members of all Committees of Pacific Little League.

(E) The Division Vice-Presidents shall be the chairperson of The Manager Committee within their assigned Divisions.

Section 6. Secretary.

The Secretary shall:

(A) Be responsible for recording the activities of Pacific Little League and maintain appropriate files, mailing lists and necessary records.

(B) Maintain a list of all regular and Honorary Members, Directors, and Committee Members and give notice of all meetings of Pacific Little League of Lynnwood, the Board of Directors and Committees.

(C) Keep the minutes of the meeting of the members, the Board of Directors, and committee members and give notice of all meetings of Pacific Little League of Lynnwood, the Board of Directors and Committees.

(D) 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.

Section 7. Treasurer.

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The Treasurer shall:

(A) Be the chief financial officer of Pacific Little League of Lynnwood and shall keep, in writing and in accordance with good bookkeeping practice, the financial records of the League. The Treasurer shall establish and maintain all bank accounts as directed by the board of Directors.

(B) Review for conformity of League policy and rules, the financial records maintained for the Concession Committee and Fund Raiser Committee.

(C) The Board of Directors may require that the Treasurer be bonded, the premium therefore to be paid from Pacific Little League funds.

(D) Render a brief report at each regular meeting of the membership, at any time when requested to do so by the Board of Directors, and shall render an annual summary of receipts and disbursements at the end of each season.

(E) Prepare an annual financial report, for submission to the Membership and Board of Directors at the annual meeting.

Section 8. Player Agent.

The Player Agent represents the League President in the supervision of the player selection system or draft. The 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 selections 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.

(G) Assist the President in the development and maintenance of the League's schedules.

Section 9 – Safety Officer

The safety officer is represents the League President on all matters of safety.

(A) Will oversee the collection and submission of background checks of all Pacific Little League volunteers.

(B) Will annually prepare a safety plan that is submitted to the District 1 Safety Officer.

(C) Record all accident reports and refer action to League President.

ARTICLE IX - MANAGERS, COACHES AND UMPIRES

Section 1. Managers and Coaches.

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Team Managers and Coaches shall be appointed by the President, with the approval of the Board of Directors, and shall be responsible for the selection to their teams and for their actions on the field.

Section 2. Umpires.

Umpires shall be appointed annually by the Executive Vice-President with approval of the Board of Directors, who shall be responsible for their assignments and for their actions on the field.

ARTICLE X - AFFILIATION

Section 1. Charter.

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

Section 3. Local League Rules.

The local rules of Pacific Little League of Lynnwood shall be adopted by the Board of Directors at a meeting to be held not less than one month prior to the first scheduled game of the season. These rules shall in no way conflict with the Rules and Regulations of Little League Baseball, Incorporated.

ARTICLE XI - FINANCIAL AND ACCOUNTING

Section 1. League Finances.

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

Section 2. Distributions.

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

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 the Pacific Little League of Treasury.

Section 4. Disbursement.

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

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Section 5. Salaries.

No Director or Officer of Pacific Little League of Lynnwood shall receive any salary, compensation or emolument from Pacific Little League of for services rendered as Director, Officer or Member.

Section 6. Deposits.

All moneys received, including Auxiliary funds, shall be deposited to the credit of Pacific Little League in the League account and all disbursements shall be made by check. The Pacific Little League Treasurer shall sign all checks.

Section 7. Fiscal Year.

The fiscal year of Pacific Little League shall begin on the first day of January and shall end on the last day of December.

Section 8. Distribution of Property upon Dissolution.

Upon dissolution of Pacific Little League of and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of Pacific Little League to such other 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 provisions.

ARTICLE XII - INDEMNIFICATION OF TRUSTEES AND OFFICERS

To the fullest extent permitted by law, Pacific Little League shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of Pacific Little League of Lynnwood or otherwise) by reason of the fact that he or she is or was a Director or Officer to Pacific Little League, or is or was serving at the request of Pacific Little League as a Director or Officer of another Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and (in case of expenses and settlements) reasonably incurred by him or her in connection with such action, suit or proceeding. The Board of Directors may, at any time, approve indemnification of any other person who Pacific Little League has the power to indemnify. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law by contract, by vote of the members or otherwise.

ARTICLE XIII - AMENDMENTS TO BY-LAWS

This Constitution and By-Laws may be altered, amended, or repealed, in whole or in part by majority vote at any regular meeting or at the Annual Meeting of the Members, if at least five (5) days written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

Doug Sheldon
President, Pacific Little League, Little League Registration No. 4-47-01-15

The Pacific Little League Board of Directors approved this Constitution on

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