

054119

April 14, 2010

BYLAWS
OF
PARKWAY BASEBALL INC.

ARTICLE I – NAME

This organization shall be known as PARKWAY
BASEBALL INC., hereinafter referred to as “PLL.”

ARTICLE II – OBJECTIVE

Section 1

The objective of PLL shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.

Section 2

To achieve this objective, the PLL 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, PLL 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 PLL may apply to become a Member provided they meet the requirements in Article III, Section 2(b).

Section 2

Classes. There shall be the following classes of Members:

- (a) Junior Members. Any player candidate meeting the requirements of Little League Regulation IV shall be eligible to compete for participation. Junior Members shall have no rights, duties or obligations in the management or in the property of PLL.
- (b) Senior Members. Any adult person (age 18 or older) actively interested in furthering the objectives of PLL may become a Senior Member upon election and payment of dues as hereinafter provided. The secretary shall maintain the roll of membership to qualify voting members.
Only Senior Members in good standing are eligible to vote at General Membership Meetings. All Officers, Board Members, Committee Members, Managers, Coaches, Volunteer Umpires and other elected or appointed officials must be active Senior Members in good standing.
Note: Senior Members of the league must be an Officer, Board Member, Committee Member, Rostered Manager, Rostered Coach, Volunteer Umpire or any other person who is recognized by the Membership Committee as having volunteered a minimum of twenty (20) hours to PLL during the current fiscal year.
- (c) Honorary Members. 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 PLL.
- (d) As used hereinafter, the word "Member" shall mean a Senior Member unless otherwise stated.

Section 3

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 thirds 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 PLL and/or Little League Baseball. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given opportunity to appear at the meeting to answer such charges.
- (b) The Board of Directors shall, in case of a Junior Member, give notice to the manager of the team for which the player is a Junior 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 two-thirds vote of those present at any duly constituted meeting (quorum is required).

ARTICLE IV – DUES FOR SENIOR MEMBERS (NOT JUNIOR MEMBERS)

Section 1

Dues for Senior Members 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.) The amount for dues shall be stated in the Annual Budget. Note: Dues for Senior Members are separate from registration fees for Junior Members, which are determined annually by the Board of Directors in accordance with Regulation XIII (c) of the Little League Baseball Rules and Regulations Manual..

Section 2

Senior Members who fail to pay their fixed dues within fourteen (14) days of application to become a member may, by majority vote of the Board present at a Board meeting, be dropped from the rolls and shall forfeit all rights and privileges of membership.

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 ten (10) days in advance of the meeting, setting forth the place, time and purpose of the meeting.

Section 3

Quorum. At any General Membership Meeting, the presence in person or representation by absentee ballot of one fourth (25 percent) of the members shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted other than the rescheduling of such meeting.

Section 4

Voting. Only Senior 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 3.)

Section 5

Absentee Ballot. For the expressed purpose of accommodating a Senior 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. 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 PLL shall be held during the month of September each year for the purpose of electing new Members, electing the Board of Directors, receiving reports, reviewing the By-laws, 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 PLL a report, verified by the President and Treasurer and a majority of the Board of Directors and any such Committee Reports as directed by the President or requested by the Board of Directors, showing
 - (1) The condition of PLL, to be presented by the President
 - (2) A written summary by the Treasurer of funds received and expended by PLL for the previous year, the amount of funds currently in possession of PLL, and the name of the financial institution in which such funds are maintained;
 - (3) The whole amount of real and personal property owned by PLL, where located, and where and how invested;
 - (4) 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;
 - (5) The names of the persons who have been admitted to senior membership in PLL during such year. This report shall be filed with the records of PLL and entered in the minutes of the proceedings of the Annual Meeting. A copy of such report shall be forwarded to Little League Headquarters.
- (b) At the Annual Meeting, the Members shall determine, by a 2/3 vote, the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number of Directors elected shall not be less than six (6).
- (c) After the Board of Directors is elected, the Board shall meet within thirty (30) days to elect the officers. 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, a Commissioner, a President, a Vice President, a Treasurer, and a Secretary.

Section 7

Special General Membership Meetings. Special Membership Meetings of the Members may be called by the Board of Directors or by the President or the Secretary at their discretion. Upon the written request of fifteen (15) 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 these by-laws of PLL.

ARTICLE VI – BOARD OF DIRECTORS

Section 1

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

Section 2

Vacancy. 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 3

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. The governing body of the Corporation shall be a Board of Directors consisting of 17 persons. The Board of Directors shall establish and direct the policies and operations of the Corporation. Without limiting the foregoing, the Board of Directors shall have the authority, in its sole discretion, to resolve any matters relating to the team placement of any participant and the Board's determinations shall be final and conclusive. The Board will a minimum of once a month. The meetings of the Board of Directors are to be open to all members. A quorum shall govern procedure at all meetings.

- (a) The President or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of five (5) 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 FIVE (5) days before the time appointed for the meeting to the last recorded address of each Director.
- (c) The Commissioner or President may call an Emergency Board Meeting; with telephone notice to the Directors at least twenty-fours before the time of the meeting.
- (d) Eleven (11) Directors or two thirds of the elected Board of Directors, whichever is greater, shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.
- (e) 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 4

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 management of PLL as it may deem proper, provided such rules and regulations do not conflict with these by-laws.

The Board shall have the power by a two-thirds vote of those present at any regular Board meeting to discipline, suspend or remove any Director or Officer or Committee Member of PLL in accordance with the procedure set forth in Article III, Section 3 (a, b). Any Board member absent for three (3) regular meetings of the Board of Directors without prior notice to the Secretary electronically or by telephone shall be considered to be absent without cause and is subject to termination by the Board of Directors at the next Regular Board Meeting.

Section 5

Board of Directors: Nomination; Election; Term. All voting members of the Corporation shall be notified in advance of the time and place of the nominations and election and the method of nominations to the Board. Such notice shall be at least one month in advance of the election date and shall be deemed delivered when posted on the Corporation's website. This meeting at which the election occurs shall also be the Annual Meeting. The members of the Board of Directors shall be elected by the voting members of the Corporation in annual elections and shall serve terms of office of two years, beginning on September 30th of the year in which such Director is elected. On every even-numbered year, 9 members of the Board shall be elected and on every odd-numbered year 8 members of the Board shall be elected. A voting member shall be entitled to cast a vote in favor of as many nominees as there are vacant Board seats. Those nominees receiving the highest number of votes shall be elected to the Board. In the event of a tie in the vote of the membership for election of the final member of the Board of Directors in any given year, the existing members of the Board of Directors will vote between or among the persons whose election resulted in the tied vote, and by such vote the Board of Directors will break the tie and elect the final member of the Board. If the number of nominees is less than the

number of seats to be filled by election, no election by the members will need to be held and all nominees shall be deemed elected. Vacancies on the Board of Directors, due to resignation, removal, lack of a sufficient number of nominees or otherwise, shall be filled by election by a majority of the Board of Directors.

- (a) Due to PLL's charter with Little League Baseball, Incorporated at the present time of these amendments it is the Corporation's recommendation that the current Board reside through the 2011 season to insure the integrity of the Corporation. Hence, at the absolution of the 2011 Board of Directors Article VI, section 5 shall be ensued for the 2012 Board of Directors.

Section 6

Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of all Board of Director's Meetings, except where same conflicts with these by-laws of PLL.

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.

Section 2

Commissioner. The Commissioner shall:

- (a) Prepare all game schedules for Major, Minor, Instructional, T Ball and Softball Leagues.
- (b) Reschedule all cancelled, postponed and called games as appropriate.
- (c) Be responsible for the coordination of all umpire administration.
- (d) Be responsible for interpreting all baseball playing rules as outlined in the Little League Baseball Rule Book and the PLL Local Rule Book.

Section 3

President. The President shall:

- (a) Conduct the affairs of PLL and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of PLL 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 PLL.
- (d) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of PLL such contracts and leases they may receive and which have had prior approval of the Board.

- (e) Investigate complaints, irregularities and conditions detrimental to PLL and report thereon to the Board as circumstances warrant.
- (f) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- (g) With the assistance of the General Manager, 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 4

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 5

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of PLL 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 Senior Members, Directors and committee members and give notice of all meetings of PLL, the Board of Directors and Committees.
- (d) Keep the minutes of the meetings of Members and the Board of Directors, and cause them to be recorded in a book kept for that purpose.
- (e) 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.
- (f) Notify Members, Directors, Officers and committee members of their election or appointment.

Section 6

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 moneys and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all moneys and securities of PLL, 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 Headquarters.
- (f) Prepare a quarterly statement of the Comparison of the Annual Budget and Actual Expenses for the Board of Directors review.

Section 7

General Manager (Player Agent). The General Manager 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 and Commissioner in verifying residence and age eligibility.
- (c) Conduct the tryouts, the player draft and all other player transaction or selection meetings.
- (d) Prepare the General Manager'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.

Section 8

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 children 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.

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 to 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 9

League Information Officer. The League Information Officer shall:

- (a) Set up and manage the league's official website;
- (b) Assign online administrative rights to other local volunteers;

- (c) Encourage creation of team web sites to managers, coaches, and parents;
- (d) Ensure that league news and scores are updated online on a regular basis;
- (e) Collect, post, and distribute important information on league activities including direct dissemination of fund raising and sponsor activities to Little League Baseball, the district, the public, league members, and the media;
- (f) Serve as primary contact person for Little League and Active Team Sports regarding optimizing use of the Internet for league administration and for distributing information to league members and to Little League Baseball.

ARTICLE VIII – OTHER COMMITTEES

Section 1

Nominating Committee. The Board of Directors shall appoint a Nominating Committee consisting of three (3) Directors and other appointed Senior Members. The Committee shall investigate and consider eligible candidates and submit at the Annual Meeting a slate of candidates for the Board of Directors. This committee will then administer the election in accordance with Board approved Election Procedures. It is recommended that no candidate running for election be part of this committee.

Section 2

Membership Committee. The Board of Directors shall appoint a Membership Committee consisting of three (3) Directors and other appointed Senior Members. The Committee shall receive the names of prospective Senior Members, investigate for eligibility and recommend those qualified for election at the annual, regular or any special meeting of the Members or the Board of Directors as the case may be.

Section 3

Finance Committee. The Board of Directors shall appoint a Finance Committee consisting of not less than three (3) or more than five (5) Directors. The Treasurer shall be an ex-officio member of the Committee. The Committee shall investigate ways and means of financing PLL including team sponsorships and submit recommendations.

It shall review all purchases over \$2,500, all contracts and all leases to be entered into by PLL prior to execution and submit its recommendation to the Board of Directors.

It shall oversee the game collections making sure all funds collected are turned over to the Treasurer as soon as possible.

Section 4

Building and Grounds Committee. The Board of Directors shall appoint a Building and Grounds Committee consisting of three (3) Directors and other appointed Senior Members. It shall be responsible for repair and maintenance of all buildings and property owned and operated by PLL. It shall be responsible for the repair and maintenance of the playing fields and grounds. It shall in writing recommend to the Board an annual maintenance program that shall operate within the amount appropriated in the approved budget for that purpose.

Section 5

Auditing Committee. The Board of Directors shall appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer or signatories of checks are not eligible. The Committee will review the PLL's books and records annually prior to the Annual Meeting and attach a statement of its findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors or Membership, secure the services of a Certified Public Accountant to accomplish such review.

Section 6

Other Committees. The Board of Directors may appoint other committees that they deem necessary to help PLL operate more efficiently.

ARTICLE IX – CONFLICT OF INTEREST

Section 1

Purpose. The purpose of the conflicts of interest policy is to protect PLL's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of PLL or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

Section 2

Definitions.

- (a) Interested Person. Any Director, Officer or a member of a committee with Board of Director delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest. A person has a financial interest if the person has directly or indirectly, through business, investment or family:
 - (1) an ownership or investment interest in any entity with which PLL has a transaction or arrangement.
 - (2) a compensation arrangement with PLL or with any entity or individual with which PLL has a transaction or arrangement, or
 - (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which PLL is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article IX, Section 3(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides a conflict of interest exists.

Section 3

Procedures.

- (a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board of Director delegated powers considering the proposed transaction or arrangement.
- (b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- (c) **Procedures for Addressing the Conflict of Interest.**
 - (1) An interested person may make a presentation at the Board of Director's or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest.
 - (2) The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (3) After exercising due diligence, the Board of Directors or committee shall determine whether PLL can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in PLL's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- (d) **Violations of the Conflicts of Interest Policy.**
 - (1) If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - (2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4

Records of Proceedings. The minutes of the Board of Directors and all committees with Board delegated powers shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5

Compensation.

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from PLL for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PLL for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PLL either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6

Annual Statements .Each Director, Officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person:

(a) has received a copy of the conflicts of interest policy,

(b) has read and understands the policy,

(c) has agreed to comply with the policy, and

(d) understands that PLL is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7

Periodic Reviews. To ensure PLL operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's-length bargaining.

(b) Whether partnerships, joint ventures and arrangements and arrangements with management organizations conform to written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further PLL's charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8

Use of Outside Experts. When conducting the periodic reviews as provided in Section 7, PLL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE X – AFFILIATION

Section 1

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

Section 3

Local Rules, Ground Rules and/or Bylaws. The local rules, ground rules and/or bylaws of PLL 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 these bylaws.

ARTICLE XI – FINANCIAL AND ACCOUNTING

Section 1

Authority. The Board of Directors shall decide all matters pertaining to the finances of PLL and it shall place all income in a common league treasury, directing the expenditure of funds in such manner as will give no individual 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 PLL, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of PLL.

Section 3

Solicitations. The Board shall not permit the solicitation of funds in the name of Little League Baseball unless all funds so raised are placed in the PLL treasury

Section 4

Disbursements of Funds. The Board shall not permit the disbursement of PLL 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 the PLL 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 PLL shall receive, directly or indirectly any salary, compensation or emolument from PLL for services rendered as Director, Officer or Member.

Section 6

Deposits. All moneys received shall be deposited to the credit of PLL in a local bank(s) approved by the Board of Directors.

Section 7

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

Section 8

Distribution of Property upon Dissolution. Upon dissolution of PLL and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of PLL to another Federally Incorporated entity which maintains the same objectives as set forth in Article II of these Bylaws, which are or may be entitled to exemption under 501 (c) (3) of the Internal Revenue Code or any future corresponding provision.

Article XII – AMENDMENTS

These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) vote at any duly organized meeting of the Board of Directors provided notice of the proposed change is included in the notice of such meeting. These bylaws may not at any time be suspended.

The above Bylaws are certified to have been adopted by the Members of PLL Baseball, Inc. on the ____ 14th ____ day of April ____, 2010_.

President

Secretary