



BYLAWS OF NORTH CAROLINA DISTRICT 2 LITTLE LEAGUE

ARTICLE I: NAME; OFFICES; PURPOSE OF INCORPORATION

1.01. Name. This organization shall be known as the North Carolina District 2 Little League (hereafter "District 2" or the "Corporation"). District 2 is incorporated under the Nonprofit Corporation Law of the State of North Carolina (the "ACT").

1.02. Principal Office. The principal office of the Corporation shall be in Forsyth County, North Carolina. The Corporation may have such other offices either within or without the State of North Carolina as the Board of Directors of the Corporation (the "Board") may determine or as the affairs of the Corporation may require from time to time.

1.03. Registered Office. The Corporation shall have and continuously maintain in the State of North Carolina a registered office and a registered agent whose office is identical with such registered office. The registered office may be but need not be identical with the principal office, and the address of the registered office may be changed from time to time by the Board.

1.04. Incorporation. The purposes for which the Corporation is organized are exclusively charitable or religious within the meaning of Section 501(c)(3) of the Internal Revenue Code, and N.C.G.S. § 55A-1-40(4), and shall include, but not be limited to (i) developing and promoting youth sports and providing education and instruction with regard to youth sports; and (ii) administering, guiding, educating, supporting and promoting the policies, rules, regulations and guidelines of Little League Baseball, Incorporated and, for such purposes, making distributions to organizations chartered by Little League Baseball, Incorporated and that qualify as exempt organizations under Section 501(c)(3) and 501(a) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE II: MEMBERSHIP

2.01. Member Qualifications. The Corporation shall have one class of members comprised solely of each duly chartered Little League in the Corporation's district (as defined by Little League Baseball, Incorporated), each of which shall be a Member of the Corporation. Only such Little Leagues shall be Members.

2.02. Annual Meeting of the Members. The annual meeting of the Members shall be held in October of each year, coincidental to the annual meeting of the Board.

2.03. Special Meeting of the Members. Special meetings of the Members may be called in the same manner as special meetings of the Board are called.

2.04. Notice of Member Meetings. Notice of Member meetings shall be delivered using the same



procedures for notice of Board meetings.

2.05. Member Quorum. A majority of the Members shall constitute a quorum for the transaction of business at any meeting of the Members.

2.06. Member Voting. Each Member shall be entitled to one vote. A Member may not vote by proxy. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

ARTICLE III: BOARD OF DIRECTORS

3.01. General Powers. The business and affairs of the Corporation shall be managed by the Board. Except as otherwise expressly provided by law, the Corporation's Articles of Incorporation, or these Bylaws, all of the power of the Corporation shall be vested in the Board. The Board may delegate appropriate responsibilities to those who will serve as officers of the Corporation, as necessary.

3.02. Appointment, Number, Tenure and Term. Each Member of the Corporation shall appoint one director of the Board, which shall be the president of such league Member or such president's designee.

3.03. Vacancies. In the event any director shall resign, die, or become legally incompetent, his or her successor shall be appointed by the league Member which previously appointed such director.

3.04. Compensation. Directors shall serve without compensation, but will be eligible for reimbursement of reasonable expenses incurred in fulfilling their responsibilities of Board membership. Expenses shall be reimbursed pursuant to guidelines established by the Board from time to time.

3.05. Chairperson. The Board may appoint a member of the Board to serve as Chairperson. The Chairperson, if appointed, shall preside at all meetings of the Board and perform such other duties as may be directed by the Board.

3.06. Annual Meeting of the Board. The annual meeting of the Board will be held October of each year for the purpose of conducting year-end review for fiscal year that just ended and planning / approval for upcoming fiscal year.

3.07. Regular Meetings of the Board. The Board will schedule no less than nine (9) regular meetings annually. (This does not include the October meeting, which accounts for a minimum of 10 meetings annually.) The purpose of these meetings is to distribute information for training, best practices, and tournaments. All regular meetings of the Board are open to all local league board staff and Little League members.

3.08. Special Meetings. Special meetings of the Board may be called at any time by the District Administrator or on the written petition of a majority of the members of the Board. The person(s) calling the special meeting shall establish the time and designate any place, within the State of North Carolina, as the place of meeting for any special meeting. If no designation is made, the place of special meetings shall be the



principal office of the Corporation in the State of North Carolina.

3.09. Other Meetings. The following other types of meetings shall be conducted by the Corporation during its normal course of operations.

- (a) **Staff Meeting:** District 2 will have staff meetings on an ad-hoc basis to carry out the operations according to District 2 calendar.
- (b) **Operational Meetings and Clinics:** The District Administrator will also schedule a series of operational meetings and clinics. Operational meetings may be held for the purpose of organizing events. Special meetings will be held for organization of the interleague season, organization of the international tournament season, and other items as necessary. Clinics will be held to best educate coaches, umpires, and league administrators on best practices, rules and regulations. A mandatory rules clinic will be held in advance of the International Tournament each year. Minutes of special meetings and clinics may be taken for informational purposes but shall not be required.

3.10. Conduct of Board Meetings. Meetings of the Board may be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by a majority of the directors entitled to vote at the meeting. Any or all Board members may participate in any Annual Meeting, Regular Meeting or Special Meeting by any means of communication by which all Board members participating in such meeting may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

3.11. Notification of Meetings: Notice of meetings shall be delivered electronically as follows:

- a) Annual meeting: no less than 14 days in advance to the president of each Member league on file.
- b) Regular meeting: no less than 5 days in advance to the president of each Member league on file.
- c) Staff meeting: no less than 3 days in advance to District 2 staff members
- d) Operational meeting: no less than 7 days in advance and listed as part of annual calendar.
- e) Special meeting: no less than 5 days in advance to the president of each Member league on file.

Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board, except as otherwise provided by law or these Bylaws. Any director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed with the Corporation records or as part of the minutes of the meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.12. Quorum. A majority of the directors at the time in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a meeting cannot be organized because a quorum has not attended, those present may, except as provided in the Act, adjourn the meeting to such time and place as they may determine.

3.13. Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.



3.14. Voting Rights. Each director shall have one vote. Voting by proxy shall not be permitted.

3.15. Action Without Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by at least a majority of the directors then in office. All written consents shall be filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE IV: FINANCIAL AND ACCOUNTING

4.01. Annual Dues: Each league Member shall be assessed an annual dues amount, payable to District 2, for the purpose of funding the administration of the District and district events. The annual dues structure shall be reviewed annually by the Board no later than November for the following year. Annual dues will be paid on a per player basis based on the spring season registration numbers. (Fall registrations do not apply.)

Annual dues must be paid to District 2 no later than April 30. Penalties may be assessed as prescribed in the District's Operating Handbook.

4.02. Authorized Representatives: There are two authorized signers on the District 2 bank account: the District Administrator and Treasurer.

4.03. Budget: The Board shall decide all matters pertaining to finances for District 2 by approving the budget for the upcoming season at the Annual Meeting held in October.

4.04. Fiscal year: The fiscal year for District 2 shall begin on October 1 and shall end on September 30 annually.

4.05. Funds. All funds and property received by or coming into the custody of the Corporation belong to and are funds and property of the Corporation to be expended only for the purposes authorized and in accordance with regulations prescribed by the Corporation.

4.06. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

4.07. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

4.08. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by the President of the Corporation or such other officer or officers, agent or agents, or employee or employees of the Corporation as shall from time to time be determined by resolution of the Board.

4.09. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board may select.



ARTICLE V: OFFICERS AND STAFF

5.01: Election of District Administrator: The appointment of the District Administrator is governed by Little League International for a term of four years or until a successor shall have been elected. Elections are held in accordance with Little League policy on District Administrator elections. If a vacancy occurs in the office of District Administrator, the professional staff of Little League Baseball shall be immediately contacted for guidance.

5.02. Officers: The officers of the Corporation shall consist of a District Administrator/President, one or more Assistant District Administrator(s), a Secretary, and a Treasurer and such assistant officers as the Board from time to time deems appropriate. Officers may participate in meetings of the Board but shall not be directors and shall not vote in meetings of the Board unless such person is serving as a director pursuant to appointment in accordance with Section 3.02.

5.03. Election and Term of Office. Each of the officers of the Corporation, other than the District Administrator, will be elected and appointed annually by the Board at its Annual Meeting upon nominations submitted to the Board by the District Administrator. The term of each officer shall be for one year. An individual may hold an office for as many consecutive terms as he or she is elected and qualified.

5.04 Resignation. An officer may resign at any time by communicating his or her resignation to the Board in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the Board, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An officer's resignation does not affect the Corporation's contract rights, if any, with the officer.

5.05. Officer Vacancies. Vacancies among the officers may be filled and new offices may be created and filled by the Board.

5.06. Appointment of District Staff: All staff positions are appointed annually and serve at the pleasure of the District Administrator on an annual basis coinciding with District 2 fiscal year.

5.07. Suspension or Termination of District Staff: District 2 staff may be suspended or terminated by the District Administrator.

5.08. Staff Vacancies: If any vacancy occurs on District 2 staff, by death, resignation or otherwise, it may be filled by District Administrator appointment.

5.09. Duties:

DISTRICT ADMINISTRATOR: Serve as liaison between the various Regional Headquarters and the local Little Leagues. The District Administrator shall also serve as the President of the Corporation

District 2 Administrator shall:

- a) Initiate actions needed to accomplish the objectives of the District.
- b) Preside as chair of all District 2 meetings.
- c) Serve as President of the Corporation.
- d) Help to ensure volunteers are well trained.



- e) Make certain the leagues are operating with guidelines set forth by Little League International
- f) Present a report of the condition of the District at the Annual Meeting.
- g) Communicate to the league Member presidents matters deemed appropriate to promote the welfare of the Local League.
- h) Select sites for all applicable district and state tournaments.
- i) Shall serve as Tournament Director or appoint a designee from staff for all district and state tournaments.
- j) Recruit and appoint staff to aide in carrying out the operations of District 2.
- k) Abide by the DA Standards put in place by Little League Baseball, Inc. during the 2018 Congress.
- l) Perform all duties incident to the office of president and such other duties as from time to time may be assigned to him or her by the Board or as may be provided by applicable law or elsewhere in these Bylaws.

SECRETARY: Secretary oversees records, correspondence, minutes of meetings, and related affairs of District 2.

District 2 Secretary shall:

- a) Send meeting notifications.
- b) Maintain meeting attendance records.
- c) Serve as an officer of the Corporation.
- d) Keep the minutes of the meetings.
- e) Maintain email distribution lists of each Local League Board of Directors and Presidents.
- f) Conduct all correspondence not otherwise specifically delegated in connection with said meeting.
- g) Carry out all orders, votes and resolutions not otherwise committed.
- h) Perform such duties as are herein specifically set forth, in addition to such other duties as are customary to the office of Secretary or as may be assigned by the District Administrator or Board.

TREASURER: Treasurer oversees the financial condition of District 2 and provides monthly or periodic updates to fellow board members.

District 2 Treasurer shall:

- a) Receive all monies ensure funds are deposited into approved bank accounts.
- b) Keep records for the receipt and disbursement of all monies.
- c) Serve as an officer of the corporation.
- d) Draw checks according to budgeted line items established in advance by the Board.
- e) Ensure all disbursements by check have appropriate signature(s) by authorized District 2 representatives.
- f) Prepare an annual budget, under the direction of the District Administrator, for submission to the Board at the Annual Meeting.
- g) Prepare an annual financial report, under the direction of the District Administrator, for submission to the Board.
- h) Perform such duties as are herein specifically set forth, in addition to such other duties as are customary to the office of Treasurer or as may be assigned by the District Administrator



or Board.

SAFETY OFFICER: The District Safety Officer develops and coordinates all aspects of the District's A Safety Awareness Plan (ASAP) and is responsible for background checks and Live SCAN reports as follows:

The Safety officer shall:

- a) Complete and submit District 2 safety plan to Little League International.
- b) Support leagues with the creation and submission of their safety plans.
- c) Promote safe playing conditions throughout the District.
- d) Work with leagues to facilitate safety training programs, including injury reporting and tracking.
- e) Facilitate consistent communication with leagues to track injuries and promote a safe environment for all participants.
- f) Submit and review JDP background checks for all District staff and umpires.
- g) Design safety policies and educational resources regarding environmental hazards.
- h) Establish and maintain efficient injury reporting processes at the league and district level.
- i) Perform such duties as are herein specifically set forth, in addition to such other duties as are customary to the office of Safety Officer or as may be assigned by the District Administrator.

UMPIRE IN CHIEF (UIC): The District Umpire in Chief (UIC) develops and coordinates all aspects of the District Umpire Program and is responsible for providing training and scheduling tournament umpires.

District 2 Umpire in Chief shall:

- a) Serve as coordinator of district umpire program.
- b) Market district umpire program with local leagues.
- c) Recommend volunteer umpires to District Administrator for tournament season.
- d) Recruit, review, and retain volunteer umpires.
- e) Communicate rule changes to league volunteer umpires, managers, and coaches.
- f) Attend umpire training programs at the district, state, and region levels.
- g) Establish and implement an umpire training program for volunteer local leagues.
- h) Perform such duties as are herein specifically set forth, in addition to such other duties as are customary to the office of Umpire in Chief or as may be assigned by the District Administrator.

CHALLENGER DIRECTOR: Oversees all operations of the Challenger Division which operates a spring and fall season program for children with special needs from age 5 – 25.

District 2 Challenger Director shall:

- a) Recruit managers and schedule games.
- b) Conduct field surveys.
- c) Seek volunteers to oversee the registration process and schedule games.
- d) Distribute equipment and purchase uniforms.
- e) Oversee the selection of players to form teams.
- f) Works with managers and coaches to develop players and programs.
- g) Contact local entities to promote and grow the program.
- h) Perform such duties as are herein specifically set forth, in addition to such other duties as are



customary to the office of Challenger Division or as may be assigned by the District Administrator.

ASSISTANT DISTRICT ADMINISTRATORS: Oversees operations of District 2 programs.

The District 2 ADAs shall:

- a) Serve as liaison and contact with local leagues and Little League International.
- b) Order and distribute training materials to players, coaches, and managers.
- c) Perform such duties as are herein specifically set forth, in addition to such other duties as are customary to the office of ADA or as may be assigned by the District Administrator.

INFORMATION OFFICER: Oversees the communication and distribution of activities, reminders and events via email, website, and social media platforms.

District 2 Information Officer shall:

- a) Keep calendar of events.
- b) Maintain and manage website.
- c) Monitor, review, and analyze social media accounts.
- d) Connect with all leagues through social media platforms, share and promote league events on District social media.
- e) Perform such duties as are herein specifically set forth, in addition to such other duties as are customary to the office of Information or as may be assigned by the District Administrator.

TOURNAMENT OPERATIONS: Oversees the post-season tournament schedule and coordination.

District 2 Tournament Operations shall:

- a) Solicit / track leagues and divisions of play.
- b) Create process for tournament draw in line with Operations Handbook.
- c) Establish tournament dates in conjunction with Little League International tournament dates.
- d) Work with host sites for field selections.
- e) Create brackets, ensure posting by Little League deadline.
- f) Assist support staff for host sites.
- g) Perform such duties as are herein specifically set forth, in addition to such other duties as are customary to the office of Tournament Operations or as may be assigned by the District Administrator.

5.10. Compensation. The compensation of all officers of the Corporation, if any, shall be fixed by the Board, and no officer shall serve the Corporation in any other capacity and receive compensation therefor unless such additional compensation is authorized by the Board prior to the rendition of such services.

5.11. Actions Requiring Approval of the Board. Notwithstanding anything contained in these Bylaws to the contrary, without the affirmative vote of a majority of the Board members, no officer or agent of the Corporation shall have authority to do any of the following:

- (a) incur any indebtedness for borrowed money on behalf of the Corporation;



- (b) sell, lease, assign, pledge, gift, transfer or otherwise dispose of any assets of the Corporation at any time prior to the dissolution of the Corporation;
- (c) approve any expenditure by the Corporation in excess of \$5,000.00 in the aggregate during any fiscal year of the Corporation;
- (d) commence or settle any litigation involving more than \$5,000.00 in value;
- (e) approve of any of the following actions on behalf of the Corporation: (i) a voluntary commitment of any act of bankruptcy (or any other similar act of insolvency); (ii) the filing of a voluntary petition or answer seeking reorganization or arrangement with creditors or seeking to take advantage of any insolvency laws; (iii) the application for or consent in writing to the appointment of a receiver for the Corporation or any of its assets; (iv) making a general assignment for the benefit of creditors; or (v) filing any answer to a petition filed against the Corporation in any bankruptcy, reorganization or insolvency proceeding;
- (f) confess a judgment against the Corporation;
- (g) lend to any individual or entity any of the funds or assets of the Corporation; or
- (h) hypothecate, encumber, mortgage or grant security interests in the assets of the Corporation, or any portion thereof or interest therein.

5.12. Other Employees and Agents. The Board may from time to time employ or authorize the employment of such other advisors, agents or employees it deems necessary or advisable for the affairs of the Corporation. Each advisor, employee and agent shall serve at the pleasure of the Board and shall have such authority to perform such duties as the Board may determine from time to time. The Board shall fix or approve the compensation of any advisors, employees and agents of the Corporation.

5.13. Delegation of Powers. To the fullest extent allowed by law, the Board may delegate to any officer, employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

5.14. Validity of Signatures. In case any person whose signature shall appear on any bond, note, or other evidence of indebtedness of the Corporation shall cease to be an officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if he or she had remained in such office until such delivery.

ARTICLE VI: COMMITTEES

6.01. Auditing Committee. The District Administrator may appoint an Auditing Committee consisting of three (3) individuals. The signers of checks are not eligible. The Committee will review District 2 financial records annually prior to the Annual Meeting and attach a statement of its findings to the annual financial statement of the District Administrator and Treasurer; or may, if directed by the District Administrator, secure the services of a Certified Public Accountant to accomplish such review.

6.02. Other Committees. The Board, by resolution adopted by a majority of the directors, may designate one or more standing committees, consisting of two (2) or more Board members and such other persons as may be designated by the Board, to address various issues relating to the operation of the Corporation. Except as otherwise provided herein, such standing committees shall meet as necessary and shall report their recommendations to the Board for approval.



6.03. Vacancies. Any vacancy occurring in a committee shall be filled by a vote of the majority of the whole Board at a Annual Meeting. Regular Meeting or Special Meeting.

6.04. Removal. Any member of a committee may be removed at any time with or without cause by the affirmative vote of two-thirds of the whole Board (excluding the Director/member of the committee sought to be removed).

6.05. Minutes. All committees shall keep regular minutes of their proceedings and report the same to the Board at the next succeeding Annual Meeting, Regular Meeting or Special Meeting.

6.06. Procedures. The provisions of Article II that govern conduct of meetings, notice, quorum, voting rights and action without a meeting of the Board shall apply to committees and their members in the same manner.

6.07. Responsibility of Directors. The designation of a committee and the delegation thereto of authority does not constitute compliance by a director with the standards of conduct imposed upon him or her by the law.

6.08. Reversal of Committee by the Board. Any action of a committee may be reversed, amended or nullified by a majority of all Board members then holding office at any Annual Meeting, Regular Meeting or Special Meeting; provided, however, that no rights of third parties shall be affected by such revision or amendment or nullification.

ARTICLE VII: AFFILIATION

7.01. Charter: District 2 shall annually apply for a charter for Challenger Baseball from Little League International and shall do all things necessary to obtain and maintain such charter.

7.02. Rules and Regulations: The Official Playing Rules and Regulations as published by Little League International for all divisions of baseball and softball shall be binding on District 2.

7.03. Laws: State of North Carolina and Federal Government laws regarding youth sports safety and screening shall be binding on District 2

ARTICLE VIII: INDEMNIFICATION

8.01. Indemnification. It shall be the policy of the Corporation to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina both current and former members of the Board and officers and agents of the Corporation against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "Proceeding") and against reasonable expenses (including attorneys' fees) in connection with any Proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties for, or on behalf of, the Corporation, except as stated in Section 8.01.

8.02. Approval of Indemnification. The Corporation may advance expenses in connection with any



Proceeding to any such person in accordance with applicable law. The use of funds of the Corporation for indemnification shall be deemed a proper expense of the Corporation.

8.03. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of each person who is a Director, officer, staff member or agent of the Corporation against any liability asserted against such person and incurred by such person in such capacity.

ARTICLE IX: DISSOLUTION

9.01. Dissolution. In the event of dissolution of the Corporation, any of its assets remaining after payment of all liabilities shall be distributed in accordance with the provisions of the Corporation's Articles of Incorporation and any Internal Revenue Code requirements if the Corporation has obtained 501(c)(3) status at the time of its dissolution.

ARTICLE X AMENDMENTS

10.01. Amendments to Bylaws. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the directors of the Board at any Annual Meeting, Regular Meeting or Special Meeting; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

These Bylaws were approved by the Board on _____.

District Administrator Name (Print): Chris Swink Date: 12/12/23

District Administrator Signature: Chris Swink Date: 12/12/23

Little League ID No: 333-02-00

State ID No. (if available): _____ Federal ID Number (if available)

The original Bylaws will be on file at Regional Headquarters: with the most recently approved copy as the official Bylaws of North Carolina District 2 Little League.