

# **WHITE PLAINS LITTLE LEAGUE**

## **CONSTITUTION**

### **ARTICLE I - NAME**

This organization shall be known as the WHITE PLAINS LITTLE LEAGUE (“WPLL”).

### **ARTICLE II - OBJECTIVE**

SECTION 1. The goal and mission of the WPLL shall be to instill the ideals of good sportsmanship, honesty, loyalty, integrity and respect for others in the children of the White Plains community. To achieve this objective, the WPLL shall provide a supervised program of instructional and competitive baseball and softball in accordance with the Official Regulations, Playing Rules and Operating Policies of Little League Baseball and the Official Regulations, Playing Rules and Operating Policies of Little League Softball (together, “Little League Playing Rules”). In connection with this program, the children of the White Plains community shall be given the opportunity to learn, compete and enjoy the games of baseball and softball.

SECTION 2. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the WPLL shall operate exclusively as a non-profit educational organization providing a supervised program of instructional and competitive baseball and softball. No part of the WPLL’s net earnings shall inure to the benefit of any private individual including to any member of the Board of Directors; no substantial part of the WPLL’s activities shall carry on propaganda, nor otherwise attempt to influence legislation, nor participate or intervene in any political campaign on behalf of any candidate for public office.

### **ARTICLE III - AFFILIATION**

SECTION 1. Charter. The WPLL shall apply annually for a charter as necessary from Little League Baseball, and shall do all things necessary to obtain and maintain such charter. The WPLL shall devote all of its resources and efforts to the activities authorized by such charter.

SECTION 2. Rules & Regulations. The Little League Playing Rules shall be binding on all baseball and softball activities of the WPLL. In addition to this Constitution, the Board of Directors of the WPLL may, at its discretion, adopt Bylaws, as well as any local rules, handbooks and other guidelines to the extent ratified by the Board of Directors (together, “local rules”), as necessary, but which in no way shall conflict with the Little League Playing Rules or this Constitution.

### **ARTICLE III - ANNUAL LEAGUE MEETING**

SECTION 1. Notice and Date. The Board of Directors shall hold an Annual Meeting, open to all members of the public, at a date, time and place of its choosing for the purpose of providing an update on the activities of the WPLL and for any other purpose that may properly come before such Annual Meeting. Notice of the Annual Meeting shall be made electronically via the WPLL website and/or electronic submission to all current and former participants of the WPLL for which the WPLL has an email address.

SECTION 2. Report. The President of the WPLL shall present a report at the Annual Meeting summarizing:

- a) The general condition of the WPLL, including but not limited to the number of participants in instructional and competitive baseball and softball during the preceding year;
- b) Any major expenditures planned by or made on behalf of the WPLL;
- c) The names of the Officers of the WPLL; and
- d) Any significant activities pursued by or completed in support of the WPLL over the course of the preceding year.

#### **ARTICLE IV - BOARD OF DIRECTORS**

SECTION 1. Management. The Board of Directors shall be responsible for the efficient management of the WPLL, including taking all actions as necessary to develop, approve and execute the goals and mission of the WPLL.

SECTION 2. Board Meetings. The Board of Directors shall meet regularly to conduct the business affairs of the WPLL on such days and frequency as determined by the President.

- A. Special Board Meetings. The President may, whenever he or she deems it advisable, call for a Special Board Meeting. The Secretary shall provide seven days notice via electronic means to each Director of the time and place of any Special Board Meeting. Such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the Special Board Meeting.
- B. Telephonic Meetings. The Board of Directors may conduct a Board meeting telephonically if circumstances, as determined by the President, do not allow for an in person meeting. In such instances, the Secretary shall record voice votes on any motion or issue raised during such telephonic meeting.
- C. Quorum. A minimum of 10 Board members, or 50% of the current number of Board members, whichever is the lesser figure, shall constitute a quorum for the transaction of business of the Board of Directors. If a quorum of Board members is not present, no business of the Board of Directors may be conducted.

### SECTION 3. Duties and Powers of the Board of Directors.

- A. Subject to the limitations of this Constitution, Bylaws and any local rules, the Board of Directors shall have entire control and supervision over the property, management and operation of the WPLL.
- B. The Board of Directors shall have the authority to enter into all contracts on behalf of the WPLL in order to advance the goals and mission of the WPLL. No contract, commitment or other agreement on behalf of the WPLL shall be entered into unless authorized by the Board of Directors.
- C. The Board of Directors shall have the authority to appoint new Directors, as deemed necessary and appropriate, upon a two-thirds majority vote of those present at a Board meeting.
- D. The Board of Directors shall have the authority to appoint Committees as it considers reasonable for the operation and functioning of the WPLL. Subject to the provisions of this Constitution, Bylaws and local rules, such Committees shall have such powers as determined by the Board of Directors.
- E. Conflict of Interest. A member of the Board of Directors may not vote on any item under consideration by the Board of Directors that would involve his or her services (for which he or she would be expected to receive a financial benefit), the services of a family member (defined as a spouse, partner, child, parent, grandparent, sibling or in-law) (for which that family member would be expected to receive a financial benefit), or products or services of a firm in which he or she has a material financial interest or would otherwise, as determined by the Board of Directors, involve a material conflict of interest. In addition, a Board member should recuse himself/herself from voting on any motion or matter under consideration, which could have a material or disproportionate impact on such Board member's child who participates in the WPLL program, in comparison with other children participating in the WPLL program.
- F. Discipline and Resignation of Board Members.
  - a. The Board of Directors shall have the authority to discipline, suspend or remove any Director by a two-thirds majority vote of those present at any Board meeting or Special Board Meeting called for that purpose. The grounds for removal of a Director, shall include, but not be limited to, any action found to be contrary to this Constitution, Bylaws or local rules, or the failure to meaningfully contribute toward the goals and objectives of the WPLL through a lack of participation on the Board, as an Officer or on any Committee.
  - b. A member of the Board of Directors may resign by the Board either by written notice to the President or Secretary, or verbally at any Board meeting. Any Board member who fails to attend four (4) consecutive Board meetings, without

sufficient cause shown, shall be considered to have resigned his or her position as a member of the Board of Directors.

- G. Good Standing. A member of the Board of Directors who is not otherwise subject to discipline, suspension or removal, or who has not been deemed to have resigned from the Board, shall be considered a Board member in good standing.
- H. Provisional Board Members. Newly appointed Board members shall serve in a provisional capacity for one (1) year following their appointment to the Board of Directors. In this capacity, provisional Board members may attend Board meetings, serve on Committees and otherwise participate in the affairs of the WPLL and the Board of Directors. At the conclusion of the one (1) year period following their appointment, all provisional Board members in good standing shall be eligible to become full members of the Board of Directors, upon a two thirds majority vote of the Board.
- I. Voting Rights. Only members of the Board of Directors in good standing may make motions and vote at Board meetings or Special Board Meetings. Board members may invite guests, however, for presentations relating to the affairs of the WPLL at Board meetings. Former Directors, Provisional Board Members, Honorary Board Members and any Past Presidents of the Board of Directors who are not, in each case, otherwise serving as a current Board Member, are not eligible to vote upon a motion or issue raised at any regular Board Meeting or Special Board Meeting, nor with respect to the election of Officers.
  - a. Proxy and Absentee Votes. Proxy votes shall not be permitted at any regular Board Meeting or Special Board Meeting. A Director may vote, *in absentia*, on any motion or Officer election, by submitting an absentee ballot to the Secretary in advance of the regular Board Meeting or Special Board Meeting during which the motion or election will be considered. An absentee ballot may be submitted in one of the following methods: 1) in writing, signed and dated and returned to the Secretary in a sealed envelope; or 2) via email directed to the Secretary. Absentee ballots submitted in any other manner will not be accepted.

## **ARTICLE V. OFFICERS AND THEIR DUTIES**

SECTION 1. Officers. The officers of the WPLL shall be the President, Vice-President, Secretary, Treasurer, Player Agent and Safety Officer, all of whom must be Board members in good standing. The Board of Directors may appoint additional officers as it deems necessary and advisable, and shall prescribe the powers and duties of any such officer. Officer elections shall be held every three (3) years. Officers shall not be eligible to serve more than two consecutive three year terms in the same position, unless no suitable replacement is available at the applicable election date. Officers are subject to the oversight by the Board of Directors, and may be removed by a two thirds majority vote of the entire Board.

## SECTION 2. Authority and Duty of Officers.

- A. President. The President shall serve as the Chief Executive Officer of the WPLL. The President's duties shall include:
- a. Preside at all Board meetings of the WPLL;
  - b. Present a report on the condition of the WPLL to the Board of Directors at least annually;
  - c. Communicate to the Board of Directors on such matters as necessary, and make recommendations that promote the welfare of the WPLL;
  - d. Be responsible for the operation of the WPLL in conformance with this Constitution, the By-Laws, any local rules and the Little League Playing Rules;
  - e. Designate other officers, as necessary, to have the authority to make and execute contracts on behalf of the WPLL that have been approved by the Board of Directors;
  - f. With the assistance of the Player Agent, examine the application and proof of age documentation of players necessary to certify residence and age eligibility requirements.
- B. Vice-President. The Vice-President shall have all the authority and shall perform all the duties of the President in case of the President's absence, disability or inability to act as determined by the Board of Directors. In addition, the Vice-President shall perform such duties as from time to time may be assigned by the Board of Directors or the President.
- C. Secretary. The Secretary shall:
- a. Perform such duties usually pertaining to this office and in accordance with this Constitution;
  - b. Be responsible for recording the activities of the WPLL, and maintain appropriate files and mailing lists;
  - c. Maintain a list of Regular and Provisional Board Members, Committee Members, as well as any Sustaining or Honorary Members;
  - d. Serve notice to the Board of Directors of any Special Board Meeting;
  - e. Record and distribute the minutes of any regular Board Meeting or Special Board Meeting.
- D. Treasurer. The Treasurer shall:
- a. Perform such duties usually pertaining to this office and in accordance with this Constitution;
  - b. Receive and/or oversee the receipt of all monies and securities on behalf of the WPLL, and deposit same in a depository approved by the Board of Directors;
  - c. Make any and all payments on behalf of the WPLL;
  - d. Maintain any and all financial records in connection with the deposit and disbursement of all monies on behalf of the WPLL;
  - e. Enter into all contracts that have been approved and authorized by the Board of Directors;

- f. Prepare an annual budget and financial report, under the direction of the President, for submission to the Board of Directors annually.
- E. Player Agent. The Player Agent shall:
- a. Receive and review applications for players and assist the present in verifying residence and age eligibility;
  - b. Conduct and oversee player tryouts, player drafts, evaluations and other player selection meetings for all competitive baseball and softball divisions;
  - c. Oversee the manager and coach selection and evaluation process.
  - d. Perform any other relevant duties in support of the WPLL program of instructional and competitive baseball and softball, as determined by the Board of Directors.
- F. Safety Officer. The Safety Officer shall:
- a. Be responsible for creating awareness of the opportunities to provide a safe environment for children who participate in the WPLL;
  - b. Develop and implement a plan for increasing safety of activities, equipment and facilities;
  - c. Determine a process to help ensure that incidents or injuries are reported and recorded, and information is sent to league/district/national Little League offices as necessary;
  - d. Oversee and manage the process for completing background checks for all eligible managers and coaches who participate in the WPLL.

## **ARTICLE VI. FINANCE AND ACCOUNTING**

SECTION 1. Authority. The Board of Directors shall decide all matters pertaining to the finances of the WPLL, and shall place all income into a depository approved by the Board of Directors, directing the expenditure of funds in such manner as to be consistent with the goals and objectives of the WPLL.

SECTION 2. Solicitations. The Board of Directors shall not permit the solicitation of funds in the name of Little League Baseball and/or the WPLL unless all funds so raised be placed in the depository approved by the Board of Directors.

SECTION 3. Budget Approval. The Treasurer shall present a budget for the Board of Directors' approval on an annual basis. No disbursements in excess of ten percent (10%) of the overall approved budget, nor in excess of five percent (5%) any specific line item set forth in the approved budget, shall be permitted without approval from the Board of Directors.

SECTION 4. Disbursement of Funds. The Board shall not permit the disbursement of WPLL funds for any reason other than in support of the WPLL activities and in accordance with the Little League Playing Rules, this Constitution, the Bylaws and local rules. All disbursements

shall be made by check signed by the Treasurer and any other officer so authorized by the Board of Directors.

SECTION 5. Remuneration. No Director, Officer or Committee Member shall be entitled to receive, either directly or indirectly, any salary, fee, compensation or other form of remuneration from the WPLL connection with his or her service as a Board member, Officer or Committee Member.

SECTION 6. Fiscal Year. The fiscal year of the WPLL shall begin on October 1 and end on September 30 of the following calendar year.

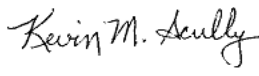
SECTION 7. Distribution of Property upon Dissolution. Upon dissolution of the WPLL, and after all outstanding debts and claims have been satisfied, a majority of the Board of Directors shall direct the remaining property of the WPLL to another federally incorporated entity which maintains the same objectives as set forth under Article II of this Constitution, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

#### **ARTICLE VII. AMENDMENTS.**

This Constitution may be amended, repealed or modified in whole or in part by a two thirds majority vote of the Board of Directors at any duly authorized Board meeting, provided notice of the proposed change is included in the notice of such meeting, or Special Board Meeting called for that purpose. Drafts of all proposed amendments shall be submitted to Little League Baseball for approval before implementation

This Constitution was approved by the White Plains Little League Board of Directors on March 5, 2020.

President's Name (Print): Kevin M. Scully

President's Signature: 

Date: March 30, 2020

WPLL ID No.: 232-20-18

Federal ID No.: 133-953253