

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Pen Mar Youth League and will be referred to through these By-Laws as PMYL. Pen Mar Youth League shall function as a self-perpetuating entity as a member of Little League. Pen Mar Youth League may also be referred to as Pen Mar Little League. PMYL operates the Waynesboro Area Baseball League, commonly referred to as WABL, as a division of Pen Mar Little League.

ARTICLE II. ORGANIZATION STRUCTURE

Section 1. Organization Structure

Pen Mar Youth League is separated into the following Sub-Organizations. Executive Board of Directors, Sports League and Business Affairs

Section 2. Executive Board of Directors

The Executive Board will oversee the entire organization and lead the monthly Board of Directors meetings. The Executive Board will consist of the following roles President, Vice President, Secretary, Treasurer and Player Agent. All Executive Board powers and Duties are defined in article IV of these bylaws.

Section 3. Sports Division

Responsible for all the Sports related play of the League and operates independently from the Business Division. The Sports Division will hold separate committee meetings to discuss the day to day operation of the sports leagues.

The Sports Division is responsible for ensuring the rules, and guiding principles are being adhered to and that the Organizations fields and facilities are always maintained for safe play. Roles within the Sports division and their responsibilities are defined in Section 4 of this Article

Section 3.1 – The Sports League Division will report up through the League President as he serves as the point of contact for Little League International.

Section 3.2 - The Sports League is responsible for being fiscally responsible and in doing so will create a Budget Proposal For the league to discuss and vote on at the annual Planning/Budget Meeting in October. Additional needed funds after that date must be proposed to the board at a Board of Directors meeting for discussion and vote. All Sports related activities will be handled in the Sports Leagues Monthly Meeting.

Section 4. Sports Division Roles

These roles are defined by little league international to adhere to Little League Charter and to keep the division adhering to all Little league rules and guidelines.

Section 4.1 - Little League International Representative

This will be the League President. This position is the point of contact for all Little League International Communications and ensuring the adherence to all Little League guidelines and rules are being followed.

Section 4.2 – Little League Baseball Coordinator

In-Charge of creating the Regular and Fall Ball season schedule for all levels of Little League (Tee Ball, Minors, Majors and Challengers) as well as work with other leagues for Interlock Games. Also responsible for all Clinics and Tryout events.

Section 4.3 – WABL Baseball Coordinator

In-Charge of creating the Regular and Fall Ball season schedule for all levels of WABL (50/70, Junior and Senior and 18U) as well as work with other leagues for Interlock Games. Also responsible for all Clinics and Tryout events.

Section 4.4 – Baseball Equipment Manager

Responsible for maintaining, purchasing, and keeping an inventory of all league Baseball equipment (Uniforms, Playing Equipment, Balls, and any Practice equipment at all facilities) Will provide an updated inventory to the League Secretary Quarterly for record keeping.

Section 4.5 – Softball Equipment Manager

Responsible for maintaining, purchasing, and keeping an inventory of all league Softball equipment (Uniforms, Playing Equipment, Balls, and any Practice equipment at all facilities) Will provide an updated inventory to the League Secretary Quarterly for record keeping.

Section 4.6 – Little League Coaching Coordinator

Responsible for implementing and hosting league wide coach training including but not limited to the following (Coaches Clinics, Protection from Abuse and any District Trainings)

Section 4.7 – Fields Director

Responsible for the maintenance and upkeep of all the leagues playing fields (with the help of a Fields Committee that can consist of any member of the league). Also responsible for securing all the practice fields for the league. Will keep an inventory of all grounds crew and field equipment and provide a quarterly update to the league secretary for records.

Section 4.8 – Safety Officer

Coordinates all safety activities, ensures safety in player training, Playing Conditions and prevention and reporting of injuries. Solicits suggestions for making the conditions safer. And completing the leagues ASAP plan annually for submission to Little League International

Section 4.9 – Umpire in Chief

Responsible for Recruiting, Training and Scheduling all umpires.

Section 4.10 – Softball Scheduling Coordinator

In-Charge of creating the Regular and Fall Ball season schedule for all levels of Softball. Also responsible for all Clinics and Tryout events.

Section 5. Business Division

Responsible for all the Business and Fundraising efforts of the league. Operating independently from the Sports Division this division is responsible for the financial goals of the league. A yearly budget proposal shall be given at the October Planning/Budget Meeting for vote by the entire Board of Directors. Any Funds needed after that meeting must be brought to the entire board for discussion and vote. All business-related matters will be handled in the Business Division Meetings Monthly.

All Roles (as outlined in Section 6 of this article. And will be reported to the League Treasurer at least 48 hours before the Monthly Board of Directors meeting to be included in their report.

Section 6. Business Division Roles

These roles are defined by little league international to adhere to Little League Charter and to keep the division adhering to all Little league rules and guidelines.

Section 6.1 – League Information / Marketing Officer

Responsible for the League Website and Social Media. Setup and maintain the leagues registrations. Setup and manage the team pages on Facebook. Uploading of all registration data to the Little League Data Center. Works with the League President, Softball Coordinator and Player Agent on player registration information. Creates player recruitment efforts and works with local media to promote the league to the general public. Will submit a budget proposal to the Board of Directors at the annual planning meeting for the costs of the season.

Section 6.2 – Concession Manager

Maintains the operation of the league's concession facilities. Organizes the menu and purchases of the league's concession items. Responsible for the management and operation of the league's concession sales at all league events. Schedules volunteers to work the stands during the league events and is to be fiscally responsible for the purchase of items to be sold. Must keep inventory records including profit and loss of every item sold in the concession stand. And providing this to the league Treasurer no later than 48 hours before the monthly Board of Directors meeting. Also, will keep and maintain an inventory list reported quarterly to the League Secretary. Will create a budget to be presented to the board at the annual Planning and Budget meeting for discussion and vote. This position in conjunction with the league treasurer will maintain the Clover POS system.

Section 6.3 – Sponsor / Fundraising Manager

Responsible for creating a committee to develop, plan and host league sponsorship and fundraising activities. Will provide a yearly budget to the Board of Directors at the annual Planning/Budget meeting for discussion and vote. With the help of the committee will plan activities that the league will do in the calendar year (Only 1 mandatory Fundraiser per season [1 for Spring, 1 for All Stars and 1 for Fall Ball]). Will develop and solicit sponsorships for each season of play for teams (Spring, All Stars and Fall Ball). Will maintain record of all monies raised through Sponsors and Fundraising and work with the treasurer to keep accurate records. Will keep an inventory of all Sponsor Signage and report out at the final meeting of the year in Aug. to the Board of Directors.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, and educational sport of baseball and softball including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

It is the mission of Pen Mar Little League to provide children of our community, interested in playing baseball and softball, a safe environment to grow and succeed, while teaching respect, sportsmanship, and teamwork. These traits will help encourage the players to become well-adjusted members of their communities. PMYL provides an elected board of directors dedicated to this mission. Through development of the fundamental skills necessary to become successful at the game of baseball and/or softball, such as teamwork, fair play and competitiveness. The Board of Directors are responsible for selecting and training coaches to teach said skills and strategies competitiveness. While also keeping the game fun and creating an environment where coaches, parents, umpires, fans, and the players work together to achieve this goal.

The specific objectives and purpose of this organization shall be:

- a. to provide facilities and equipment for participants to engage in the promotion and participation of the sport of baseball and softball.
- b. to provide opportunities for participants to engage in educational and competitive baseball and softball.
- c. to provide instruction in the sport of baseball to persons with special needs, disabilities, and/or at-risk behaviors.
- d. to sponsor, host and/or participate in events and activities that promote the sport of youth baseball and softball.

ARTICLE III. GENERAL MEMBERSHIP

Section 1. Eligibility for General Membership

General Membership shall consist of all parents and/or guardians of properly registered participants, as well as all volunteers who, without compensation, contribute to the growth and mission of PMYL.

Section 2. General Membership

Any parent, Guardian or Volunteer may serve on a committee within the Board of Directors, these members will not have any voting rights at the Board of Directors meetings but can speak during the public comment section of the meeting.

Section 3. Rights of General Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in association with elections of Board of Directors at the September Reorganization Meeting.

Section 4. General Member Resignation and Termination

Any member may resign by filing a written resignation with the Board of Directors. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A General Member can have their membership terminated by a majority vote of the Board of Directors and/or the President at any time if they violate any conduct as outlined in these by-laws.

ARTICLE IV. MEETINGS OF BOARD OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board of Director members shall be held monthly, on the second Sunday at 6:00 pm and place designated by the president. Meeting are open to the public

Section 3. Special Meetings

Special meetings may be called by the President and/or the Executive officers, or a simple majority of the Board of Directors. Board members must be notified forty-eight (48) hours in advance of said meeting.

Section 4. Notice of Meetings

Printed notice of each meeting shall be given to each voting member, including electronic communication, not less than two weeks prior to the meeting, unless special meeting is called.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least fifty percent (50%) of the active board of directors.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of the Board of Directors present at the meeting in which the vote takes place. In the event of a tie, the President represents the tie breaking vote.

Section 6.1 – Roberts Rules of Order on Voting

1. Issue/Solution Explained
2. Motion to open for Discussion
3. Open Comment
4. Motion to vote
5. Calling of Vote

All issues to be voted on shall be decided by a simple majority of the Board of Directors present at the meeting in which the vote takes place. In the event of a tie, the President represents the tie breaking vote.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of, and be responsible for, the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, Qualifications and Nominations

Section 2.1 Number of Directors – The number of Directors shall be adjusted from time-to-time by the Directors, but shall consist of no less than Twelve (12), nor more than Sixteen (16), including the following executive officers: The President, the Vice-President, the Secretary, the Treasurer and Player Agent.

Section 2.2 – Election to the Board of Directors – Nominations will take place at the August Board of Directors Meeting with the public voting during a special 2 hour voting period before the September Board of Directors Meeting. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Executive officers must be approved by a majority vote of the members present and voting (at the September Meeting). No vote on new members of the Board of Directors, or Executive officers, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Section 2.3 – Restrictions on Serving on the Board of Directors - No two members of the Board of Directors, related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity, may serve on the Board of Directors at the same time.

Section 2.4 – Term - Each member of the Board of Directors shall be a member of the Corporation whose membership requirements are met and shall hold office for up to a one-year term as submitted by the nominations committee. Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms and may not serve as Executive Board Members until after completion of one full year served on the Board of Directors. The Executive Officers shall have a two-year (2) term as elected by the Board of Directors. Their terms shall be staggered so that at the time of each annual election, the terms of approximately one-half (1/2) of all members of the Executive officers shall expire.

Section 2.5 – Attendance - Each member of the Board of Directors shall attend at least six (6) monthly meetings of the Board per year or with two (2) unexcused absents. All absences will be reported to the President and/or Secretary at least 12 hrs prior to the scheduled board meeting.

Section 2.6 – Nominations - will be made at the August Board of Directors meeting, nominations can come by voice, email, or messenger to the Nomination Committee. A person cannot nominate himself or herself. Once all of the nomination are made, a motion to allow nominations to remain open until the second (2nd) Saturday in September and shall be added to the ballot. Any and all nominations, are to be added to election ballots, with votes cast two (2) hours prior to the scheduled monthly meeting in September for the Board of Directors.

Section 2.7 – Election of the Executive Board Members The Board of Directors will nominate and elect the new Executive Board members (President, Vice President, Secretary, Treasurer and Player Agent) will happen immediately after the new board of directors are announced. Immediately after announcing the new Board of Directors The President, Treasurer and Player Agent will be elected on Even Years and the Vice President and Secretary will be elected on Odd years.

Section 2.8 Roles and Committees - the Roles and Committees shall be selected immediately. Each member of the Board of Directors shall contribute time and other resources as needed to ensure the success of PMYL. The following are the roles to be selected at the September meeting.

Section 2.8.1 Roles List

- PMYL Baseball Coordinator
- WABL Baseball Coordinator
- Baseball Equipment Manager
- Baseball Coaching Coordinator
- Softball Player Agent
- Softball Scheduling Coordinator
- Softball Equipment Manager
- Fields Director
- Safety Officer
- Umpire in Chief
- League Information / Marketing Officer
- Concessions Manager
- Sponsor/Fundraising Manager

Section 2.9 - Code of Conduct –

1. I will enforce the rules and by-laws of the PMYL.
2. I will put the safety of our players, spectators, coaches, and umpires first.
3. As a representative of the PMYL, my conduct and behavior must always remain professional and civil .
4. I understand that like the children on our teams, the Board of Directors must operate as a team to be successful.
5. I will refrain from speaking negatively about Board members, Coaches, Parents, Players, Fans or Umpires on the little league premises (and this should also apply to off the Little League premises).
6. If I am also a coach, I will not attempt to use my Board Member position to improperly influence the drafting process, to improperly influence the All Star selection process or otherwise use my position to gain an unfair advantage for any child or for my team.
7. It is understood that differences of opinions will always exist. When they occur, I will handle and resolve the differences in a civil manner that would be expected of an adult.
8. As a member of this Board, I understand that I am open to criticism from the public and I will handle in the appropriate and a civil manner that would be expected from an adult.

Section 3. Regular and Annual Meetings

Section 3.1 – Regular Meeting. A monthly meeting of the Board of Directors shall be held at a time and day in the month of October through September of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 3.2 – Annual Meeting A yearly planning and budget meeting will be held in October where all budget and plans for the next fiscal year. All budget proposals are to be submitted to the treasurer no later than 7 days before this meeting,

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any majority of the members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile, email, direct messages or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any 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. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements, as set forth in Section 2 of this Article, shall be subject to possible removal from the Board by a majority vote. If The Board Member feels they cannot hold their duties and resigns the league secretary shall notify the board member in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the monthly meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors. A motion to fill vacancy and voted on from:

Section 8.1 - Option A - Composed of individuals nominated, but not elected during the general Board of Directors election.

Section 8.2 – Option B - Individuals appointed by a nomination committee, appointed by the President

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually, but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors.

Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order, unless addressed in these By-laws.

Section 14. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time for violating section 2 of this Article, Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article. Removal is determined by a Majority vote of present Board Members at a Regular or Special Board Meeting

Section 14.1 – Resignation (Non-League Related Reasons)

If a Board of Directors cannot uphold their duties due to issues outside of the normal league operating, they may send the Secretary a Letter of Resignation stating their reason for Resignation. After written resignation is accepted by the board and acknowledged in the meeting minutes at the immediate meeting following the resignation a One (1) year waiting period will be enacted before that member is allowed to serve again on the Board of Directors

Section 14.2 – Resignation or Removal (League Related Reasons)

If a Board of Director is removed or resigns over a league related issue, said member will be banned indefinitely from serving on the Board of Directors.

ARTICLE VI. OFFICERS

The Executive officers of this Board shall be the President, Vice-President, Secretary, Treasurer and Player Agent. All officers must have the status of active members of the Board. Executive officers will be as follows

Section 1. President

The President shall have the following duties:

- The President shall preside at all meetings of the membership.
- They shall preside at all meetings of the Executive Committee.
- They shall have general and active management of the business of PMYL and the Board of Directors.
- They shall see that all orders and resolutions of the Board of Directors are obeyed.
- They shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- They shall submit a report of the operations of the organization for the fiscal year to the Board of Directors annually, and at the request of any member, and from time to time, shall report to the Board all matters that may affect this organization.
- They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- They shall only vote in the case of a tie among members of the Board of Directors
- They shall serve as the point of contact between Little League International and PMYL
- They shall oversee the Sports Division of the League

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- They shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Executive officers.
- They shall be the Point of contact and chair of the Softball Division of the league.

Section 3. Secretary

The Secretary shall attend all meetings of the Board of Directors and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- They shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- They, in concert with the President, shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- They shall conduct roll at monthly meeting;
- They shall send notices of all meetings to the members of the Board of directors and shall take reservations for the meetings.
- They shall perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the President.
- They also will keep record of all inventory items for the league from the Equipment Managers, Kitchen Manager, Fields Manager and Sponsorship Manager

Section 4. Treasurer

The Treasurer' duties shall be:

- They shall oversee the Budget Proposal portion of the Budget and Planning meeting in October. approval of all expenditures of funds raised by the PMYL, proposed capital expenditures (equipment, furniture and any others deemed necessary), to be approved by the Board of Directors.
- They shall present a complete and accurate report of the finances raised by PMYL to the Board of Directors, at the monthly meetings or at any other time upon request by the Board of Directors.
- They shall have the right of inspection of the funds resting with the PMYL including budgets and subsequent audit reports.
- It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- They shall be the point of contact and oversee the operation of Business Division of the League and will provide a status report to the Board at the monthly meetings on the Business Division

Section 5. Player Agent

The Player Agent is a member of the Executive Board of PMYL and may not serve as a manager of any team in the league. Has responsibility for all matters related to player eligibility and assignments. This includes:

- Managing and organizing all player evaluations and tryouts
- Ensuring eligibility of all players (birth records, league requirements)
- Supervising and coordinating all player drafts and team selections
- Overseeing the progression or transfer of players between Divisions
- Keeping the Player Pool active and using fair playing time rules
- Filing and maintaining rosters and player information with Little League International Player issues.

Section 6. Election of Executive Officers

Immediately following the announcement of the New Board of Directors at the September Reorganization meeting Open Positions will be announced from the Executive Board with a call for nominations following each announcement of the open office. Following the Nominations if more than one person nominated for the office a ballot vote will be initiated by the secretary and all directors (excluding President unless a tie) Those officers elected shall serve a term of two (2) year, commencing immediately. Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

Section 7. Removal of Officer

The Advisory Board with the concurrence of three-fourths (3/4) of the members voting at the meeting, may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 8. Vacancies

Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, facilities, public relations, data collection, etc. The board President appoints all committee chairs.

Section 2. Executive Committee

The five (5) officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE VIII. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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 organizations.

Section 2: Definitions

Section 2.1 - Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2.2 - Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

Section 2.3.1 - An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

Section 2.3.2 - A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

Section 2.3.3 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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 III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

Section 3.1 - 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 governing board delegated powers considering the proposed transaction or arrangement.

Section 3.2 - 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 governing board 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.

Section 3.3 - Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - a. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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 the transaction or arrangement.

Section 3.4 - Violations of the Conflicts of Interest Policy

If the governing board 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.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines 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 governing board and all committees with board delegated powers shall contain:

- 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 governing boards or committee's decision as to whether a conflict of interest in fact existed.
- 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 voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms 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 the Organization is charitable and 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 the Organization 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 with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further 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 for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of Pennsylvania, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XIII. REVENUES AND EXPENDITURES

Section 1. Revenue

Revenue of PMYL may consist of, but not limited to, voluntary donations, concessions, registration, raffles, fundraising and apparel sales.

Section 2. Expenditures

Payment of any and all operating expenses. Procurement of facilities, equipment and service needed for PMYL operations.

Section 2.1 – Payments

All bills shall be paid via check, credit/debit card and/or electric funds transfer
All checks shall require two (2) signatures, the Treasurer and the President
The Board of Directors shall approve all expenditures, outside daily operating expenses, over the amount of one hundred-fifty (150) dollars. Designated members of the Board of Directors may purchase items needed for daily operating expenses. These board members include kitchen managers, field managers, President, Vice-President and Treasurer of the Executive officers. All other expenses outside of the monthly board meeting shall need the approval of all Five (5) Executive Officers.

Section 3. BANKING

The Board of Directors shall determine a local bank or financial institution to act as a depository for all PMYL funds. Any activities resulting in the receipt of money (cash) by PMYL, shall be deposited at the appropriate banking facility, as soon as possible. Money would include, but not limited to, concession stands at Pen Mar, Pine Hill and any other fields where a concession stand is in use.

ARTICLE XIV. REGISTRATION/TEAMS

Section 1. Registration

Registration shall be held on dates and times determined by the Board of Directors, a preregistration may be conducted at the discretion of the Board of Directors.

Section 1.1 – Age of Player

Baseball ages based on Little League age chart for correlating year.
Softball will use league age determined by Chambersburg Suburban for the correlating year.

Section 1.2 – Eligibility Proof

Birth certificate will be used to determine age, school enrollment form, and/or two (2) proofs of residency is needed for baseball.

Section 1.3 – Registration Fee

A registration fee will be collected for each player.

Section 1.4 – Hardship Waiver

At no time will a registration fee be a determining factor for participation.
Should a child desire to play and are unable to pay the registration fee, due to financial hardship, the Board of Directors may elect to waive the fee.

Section 2. Teams

PMYL shall, prior to the player evaluations, establish the number of teams at each baseball/ softball level. No team shall have more than 15 players and less than 9; excluding Tee ball and Challengers divisions. Baseball players meeting two (2) or more league age requirements can be dual rostered, starting at Little League age eleven (11) and passing safety evaluations.

All baseball players must be/reach the age of four (4) for the league year, and not

exceed sixteen (16) based on the Little League age chart for the correlating year. All softball players must be/reach the age of five (5) for the league year, and not exceed eighteen (18) based on the Chambersburg Suburban by-laws for age chart for the correlating year. Playing the correlating age of qualification. 8U, 10U, 12U, 14U, 18U.

Section 2.1 Division Ages

- Challengers: players must be/reach the age of four (4), and not exceed twenty-one (21) as long as they attend school or some type of educational process.
- Tee Ball: shall consist of children four (4) through six (6) years of age according to Little League.
- Minor League, shall consist of children six (6) through eleven (11) years of age according to Little League
- Major League, shall consist of children nine (9) through twelve (12) years of age according to Little League
- Intermediate League; shall consist of children eleven (11) through thirteen (13) years of age according to Little League.
- Junior League shall consist of children twelve (12) through fifteen (15) years of age according to Little League** fifteen (15) year olds cannot pitch or participate in Little League international tournaments.
- Senior League, shall consist of children thirteen (13) through seventeen (17) years of age according to Little League** seventeen (17) year olds cannot pitch or participate in Little League international tournaments

Section 3. Player Evaluation and Draft process

Players will be evaluated based on age levels outlined in section 1 and players will be evaluated by coaches for drafting purposes. The Board of Directors will designate safety evaluators to ensure the player is not a safety risk for themselves or others at the level they are being evaluated at. A draft will be conducted, if necessary.

Section 3.1 – Draft Process - Board will follow draft procedures laid out by Little League international rule book regarding team formation

Section 3.1 – Post Evaluation - Any players added after the evaluation process, shall at the Board of Director discretion, be placed by the Player Agent to balance teams, in a fair manner to all teams involved.

Section 4. All-stars

PMYL, shall support as many All-Star tournament teams as approved by the Board of Directors. Each team will consist up to fifteen (15) players, unless approved by the Board of Directors. All-Star players will be selected by the managers of each team.

Section 4.1 All-Star Player - Selection All-Stars will be selected through Try-Outs to be held by the manager of each team, dated and times will be announced and posted.

Section 4.2 All-Star Manager - The Managers of All-Star teams will be selected by the Board of Directors; coaches will be selected by the manager, with a limit of two (2) additional coaches.

ARTICLE XV. LEAGUE BOUNDARIES

Section 1. League Boundaries

PMYL geographical boundaries, as decided by Little League, to be confirmed yearly. See map below for current year geographical boundary. A D-2 wavier can be sought from Little League in case a player is outside boundary map.

ARTICLE XVI. Participants, Games, Officials, Coaches and Awards

Section 1. Participants

All players who are registered to play at PMYL, and meet the requirements to participate in PMYL

Section 1.1 - All Participants shall be prescribed to the in Article XIV, Section 1 for age requirements; and Article XV, Section 1 for Geographical boundary.

Section 1.2 - In the event a participant is ejected from or removed from a game for any reason, the participant will serve a one (1) game suspension. During this time, the Board of Directors will review the incident and determine if any additional action is required.

Section 1.3 -The Board of Directors reserves the right to ban any person(s) for all activity associated with PMYL.

Section 2. Games, Times and Officials

All games are to be scheduled by the Board of Directors, with the schedule to be distributed to Managers; all games are to begin no later than 6:00 pm, with a potential game to start at 8:00 pm. (excluding Intermediate, Junior and Senior League)

Section 2.1 – Game Time Limits - All games starting at 6:00 pm with no inning to start after 7:45 pm. if there is a game following at 8:00 pm. This rule shall not apply to play-off or tournament games.

Section 2.2 – Game Time Curfew - There shall be a 10:30 pm curfew; no inning shall start after 10:30 curfew time.

Section 2.2 – Umpires Per Game

- Major and Minor league, shall have one (1) umpire per game (Unless Interlock requires 2)
- All softball 10U and up, shall have one (1) umpire.
- Intermediate, Junior and Senior league shall have two (2) umpires per game.

Section 3. Managers and Coaches

All Managers and coaches, affiliated with PMYL, must be approved by the Board of Directors, along with passing all applicable background checks for both Little League and Pennsylvania, as well as, child abuse clearance through the PA state police.

Section 3.1 – Manager Selection

As per Little League Rules no manager has tenure with the league. All Managers will be selected through the following process.

- Interested managers should notify the league secretary of their interest to manage a team
- All managers will be interviewed by Unbiased Committees (Little League managers to be interviewed by WABL Committee and WABL to be interviewed by the Little League Committee) talking to not only the Manager Candidates but also player and parent references as they see fit.
 - Little League managers to be interviewed by WABL Committee
 - WABL to be interviewed by the Little League Committee
 - No Manager candidate may sit on the interview board for the division they are interested in managing
- After said interviews each interview committee will present their recommendations for coaches to the Board of Directors for a vote. At which time pending passing background check, Manager will be notified of the Boards decision.
- All managers are required to attend the league Manager Meetings and Trainings including but not limited to (Little League Protection from Abuse Training)

Section 3.2 – Background Checks - The Board of Directors will assign an individual to oversee the proper clearances and background checks are completed by managers and coaches

Section 3.3 – Removal -A coach/manager may be removed by the Board of Directors if deemed warranted as all activities deemed insubordinate, disruptive or detrimental to PMYL.

The said coach/manager may request a counsel with the Board of Directors before any action regarding removal in decided. The President shall convene an Executive officer session at earliest convenience, at which time the coach/manager will be excused and the mater deliberated, and a conclusion reached. All decisions are final.

Section 3.4 – Complaint Committee - The President, upon hearing of all circumstances that could lead to removal, may appoint a committee of three (3) board members, to investigate and recommend a course of action. The President is not bound by the recommendations of the committee.

Section 3.5 – Assistant Coach Numbers -All managers should maintain him/herself and two (2) coaches in the dugout, with three (3) recommended for minors and Tee ball.

Section 4. Awards

PMYL, while recognizing the participants of its activities, has created an award program to set the criteria, limits, and eligibility for any and all awards. All awards may be given with direct approval of the Board of Directors. Any and all awards are dependent on the financial standing of PMYL.

ARTICLE XIII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 22 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 12 day of JULY ,
20 20 .

Chris Green, President – Pen Mar Youth League, Inc.

ATTEST: Craig Gorzelsky, Secretary – Pen Mar Youth League, Inc.

Board Members Signatures: