

## CONSTITUTION

of

### PEARLAND LITTLE LEAGUE BASEBALL ASSOCIATION, INC.

Amended to reflect changes approved by the General Membership on 10/13/2019

#### ARTICLE I OFFICES AND PURPOSE

**Section 1.** The organization shall be known as the Pearland Little League Baseball Association, Incorporated, hereinafter referred to as "Corporation."

**Section 2.** The principal office of the Corporation in the State of Texas shall be located at P.O. Box 1193, Pearland, TX 77588. The Corporation may have such offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**Section 3.** The Corporation shall have and continuously maintain in the State of Texas, a registered office, and a registered agent, whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but is not required to be; identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors. The Corporation will operate exclusively as a non-profit educational organization in accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

**Section 4.** The objective of the Corporation shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well-adjusted, stronger, and happier children and will grow to be good, decent, healthy, and trustworthy citizens. To achieve this objective, the Corporation will provide a supervised program under the Rules and Regulations of Little League Baseball, Incorporated. All Directors, Officers, and members shall bear in mind that the attainment of exceptional athletic skill or winning of games is secondary, and the molding of future citizens is of prime importance.

#### ARTICLE II MEMBERSHIP

**Section 1.** The Corporation shall have four classes of members.

**Section 2.** Member Classifications

- A.** Player Members. Any player meeting the Pearland Little League requirements identified to be in place by the Board of Directors from time to time, shall be eligible to become a Player Member and participate in the functions of the League. The League requirements may include confirmation of age, residence verification, and payment of dues. Player Members shall have no rights, duties, or obligations in the management or in the property of the League. Player Members are not entitled to vote on matters submitted to a vote of the Members

The Board of Directors shall prescribe the form of application to be used which shall indicate therein the amount of dues, if any, required for membership.

- B.** Regular Members. Any adult person actively and sincerely interested in furthering the objectives of the League may become a Regular member as hereinafter defined. Regular Members may be issued a membership card numbered in sequential order annually. Each Regular Member shall maintain the classification of Regular Member for one year, starting and ending on the first day of spring registration. New Members registering in the fall shall have voting privileges through the first day of the following year's spring registration.

Regular Members shall be defined as all Officers, Board Members, Committee Members, Managers, Coaches, and Parents/Legal Guardians of Player Members. Regular Members shall be entitled to One Vote on each matter submitted to a vote of the Members. For voting purposes, Regular Members shall classify themselves as only one of the definitions listed herein. All Regular Members, as unanimously determined by the Board of Directors, must be active participants in good standing.

- C. Volunteer Members. Any adult person actively and sincerely interested in furthering the objectives of the League may become a Volunteer Member upon payment of dues. While the League promotes volunteers, these covenants recognize a Volunteer Member as one who is entitled to one vote on each matter submitted to a vote of the Members. Volunteer Members may be issued a membership card numbered in sequential order annually. Each Volunteer Member shall maintain the classification of Volunteer Member for one year, starting and ending with the first day of spring registration. The deadline to become a new Volunteer Member is the first day of May. Voting rights of new Volunteer Members become effective ninety days subsequent to payment of dues. Dues for a Volunteer Member shall not be greater than ten dollars.
- D. Sustaining Members. Any person may be elected as a Sustaining Member by majority vote of the Directors present at any duly held meeting of the Board of Directors. Sustaining Members are individuals who make financial or other contributions to the League with the pure intent of furthering the objectives of the League. Such person shall have no rights, duties or obligations in the management or property of the League. The membership term for Sustaining Members is indefinite. No dues are required to become a Sustaining Member. Sustaining Members are entitled to One Vote on each matter submitted to a vote of the Members.

**Section 3.** Membership may be terminated by resignation or action of the Board of Directors as follows:

- A. The Board of Directors, by two-thirds vote of those present at any duly constituted meeting of the Board of Directors, shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of the League. The Member involved shall be notified of such meeting, informed of the general nature of the charges, and given the opportunity to appear at the meeting to answer such charges.
- B. The Board of Directors shall, in case of a Player Member, give notice to the manager of the team for which the player is a Player Member. Said manager shall appear, in the capacity of an advisor, with the player before the Board of Directors, or a duly appointed committee of the Board of Directors. The player's parents or legal guardians may also be present. The Board of Directors shall have full power to suspend or revoke such player's right to future participation by two-thirds vote of the those present at any duly constituted meeting of the Board of Directors (quorum is required).

**Section 4.** Membership in this Corporation is not transferrable or assignable.

### **ARTICLE III MEETINGS OF MEMBERS**

**Section 1.** The following General Membership meetings shall be held on the times and dates and at the locations indicated and notice to eligible members which shall be written or printed and delivered no less than ten (10) days prior to the call of said meetings. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States Mail or sent via an electronic mail system, addressed to the Member's address or e-mail address as it appears on the records of the Corporation, with postage thereon prepaid.

- A. An annual meeting of the Members shall be held at 7:00 p.m. on the second Tuesday in the month of August in each year beginning in the year 2008, unless otherwise specified with ten days written notice. The primary purpose of the meeting is to elect Directors and manage such other business as may properly come before said meeting. If the day set for the annual meeting is a legal holiday in the State of Texas, such meeting may be held on the next succeeding business day, or at a special meeting of the Members as soon practicable.

- B.** A semi-annual meeting of the Members shall be held at 7:00 p.m. on the first Tuesday following the final day of spring registration in each year, beginning with the year 2003. The primary purpose of the meeting is to elect the Fall Ball Director and manage such other business as may properly come before said meeting. If the day fixed for the semi-annual meeting shall be a legal holiday in the State of Texas, such meeting may be held on the next succeeding business day, or at a special meeting of the Members as soon practicable.
- C.** Unless otherwise designated by the Board of Directors in the manner prescribed by statute or by this Constitution, all meetings of the Members shall be held in the Pearland Area Dad's Club complex located in Brazoria County.

**Section 2.** Special meetings of the Members may be called by the President, a majority of the Board of Directors, or not less than one-tenth of the Members having voting rights. Special meetings of the Members cannot be held until ten days after notice has been given. All motions in a special meeting will be determined by a simple majority of members present.

**Section 3.** Written or printed notice stating the place, day, and hour of any special meeting of the Members shall be delivered either personally, by mail, or by e-mail to each Member entitled to vote at such meeting, by or at the direction of the President, Secretary, Officers or Members calling the meeting. In case of a Special Meeting, or when required by statute or by this Constitution, the purpose or purposes for which the meeting is called shall be stated in this notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States Mail or sent via an electronic mail system, addressed to the Member's address or e-mail address as it appears on the records of the Corporation, with postage thereon prepaid.

**Section 4.** For the expressed purpose of accommodating a Member in good standing who cannot be in attendance at an annual meeting, or any general membership meeting at which new Board Members will be elected, an absentee ballot may be requested and obtained from the Secretary of the League. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the election. The Secretary shall present all absentee ballots in the originally sealed envelopes to the Election Chairman (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.

**Section 5.** To establish quorum for General or Special Member Meetings, the number of eligible members and absentee ballots present at the start of the meeting must be no less than two (2) times the Constitutional number of members of the board of directors plus one (1). (For example, if there are 32 Constitutional members of the board of directors, the number for quorum would be  $32 \times 2 + 1 = 65$ .) If quorum is not met, no business can be conducted.

**Section 6.** (a) The Membership shall receive at the Annual Meeting of the Members of the Local League a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

- (1) The condition of the Local League, to be presented by the President or his/her designate;
- (2) A general summary of funds received and expended by the local league for the previous year, the amount of funds currently in possession of the local league, and the name of the financial institution in which such funds are maintained;
- (3) The whole amount of real and personal property owned by the Local League, where located, and where and how invested;
- (4) For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made;
- (5) The names of the persons who have been admitted to regular membership in the Local League during such year. This report shall be filed with the records of the Local League and entered in the minutes of the

proceedings of the Annual Meeting. A copy of such report shall be forwarded to Little League International.

(b) At the Annual Meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number of Directors elected shall be not less than seven (7).

(c) After the Board of Directors is elected, the Board shall meet to elect the officers. After the election, the Board of Directors shall assume the performance of its duties on \_\_\_\_\_ (mm/dd). The Board's term of office shall continue until its successors are elected and qualified under this section.

(d) The Officers of the Board of Directors shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, Secretary, one or more Player Agents, a Safety Officer and a Coaching Coordinator Regulation I (b). The Board shall also include a minimum of one manager and one volunteer umpire. Only volunteer umpires may be elected to the Board.

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

**Section 1.** The affairs of the Corporation shall be managed by its Board of Directors.

**Section 2.** Increase in number: The number of Board of Directors so fixed at the Annual Meeting may be increased at any General Membership Meeting or Special Meeting of the Members. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional Directors shall be by majority vote of all Regular Members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting. The number of Directors shall be the total number of names elected to fill the available positions at the August meeting plus those Directors elected at the January and February meetings. Each Director shall hold office until the next annual meeting of the Members and until their successor shall have been qualified and elected.

**Section 3.** Election of Officers

- A.** At the annual meeting of the Members wherein Directors are elected, each nominee will be nominated as a Director and also as an Officer to hold the office of President, Senior Vice-President, Little League Vice-President, Secretary, Treasurer and Directors as described in Article 5. Nominations will be taken from the members in attendance to fill each position. After nominations close for each position, election shall be held by written ballot on which each Member present and eligible to vote shall be entitled to write the name of one nominee for each position. The ballots shall be returned to the Election Chairman and be counted by him or her or at their direction and in the presence of at least two of the outgoing Directors.
- B.** Each candidate may request an observer to verify the votes. The nominee receiving the largest number of votes for his or her position shall be elected to that position and assume its duties.
- C.** Any person nominated at the August general meeting for the office of President of Pearland Little League must disclose any and all obligations to the Pearland Area Dad's Club or affiliated user groups. The President of Pearland Little League may not hold any other elected post of Pearland Area Dad's Club or its user groups while serving as President of Pearland Little League. This will not apply to an individual whose term is ending with said organization within 60 days of his or her election as President.
- D.** At the semi-annual meeting of the Members, there shall be nominations for the office of Fall Ball Director, to be elected by the general membership. The nominee receiving the largest number of votes shall be elected and assume the duties of Fall Ball Director. This elected shall serve as Director and as an Officer of the League.

- E.** At the February meeting of Managers and Coaches, 1 Coaching Coordinator shall be elected by the approved Managers and Coaches of the current year. One shall represent the East League, and one shall represent the West League. The Managers elected shall also serve as Directors and as Officers of the League until their successors are elected.

**Section 4.** A regular meeting of the Board of Directors shall be held without further notice than this Constitution, immediately after, and at the same place as the annual meeting of the Members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of regular meetings of the Board of Directors with appropriate notice given by the Board of Directors.

**Section 5.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them. Any special meeting of the Board cannot be held until twenty-four hours after notice has been given to the Board of Directors.

**Section 6.** Any Board Member that misses three consecutive regularly scheduled meetings without a reasonable excuse shall be deemed to have resigned his/her position. This position may be filled by a majority vote of the Board of Directors at the next regularly scheduled meeting of the Board.

**Section 7.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 8.** The act of the majority of the Directors present at a meeting where a quorum is present shall be the act of the Board of Directors, unless a greater number is required by statute or by this Constitution.

**Section 9.** The Board of Directors shall fill any vacancy occurring in the Board of Directors and/or any Directorship to be filled by reason of any increase in the number of Directors.

**Section 10.** No Director, Officer or Member of the Local League shall receive, directly or indirectly any salary, compensation or emolument from the Local League for services rendered as Director, Officer or Member.

**Section 11.** Any action required by statute or by this Constitution to be taken at a meeting of Board, or 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 all of the Directors.

In the event of an emergency maintenance issue, a majority of the Executive Board may authorize expenditures without prior approval of the Board of Directors.

**Section 12.** The Members of the Board of Directors, in addition to their required duties and upon election as a Director, shall automatically assume the office responsible or the performance of said specific duties, all in the manner described as follows:

- a. The President's responsibilities should include the following:
  - i. Present a report of the condition of the Local League at the Annual Meeting.
  - ii. Be responsible for the conduct of the Local League in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of charter issued to the Local League by that organization.
  - iii. Complete the required background checks per Little League Regulation I (b) and I (c) 8 & 9; or delegate this responsibility to the league's Safety Officer, or other designated Board member.
- A. The Senior League Vice-President shall be responsible for all registration of senior players and verifying the ages of the players. He or she shall also be responsible for conducting the Senior League draft. Finally, in the absence of the President or in the event of his inability or refusal to act, The Senior Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

- B.** The Little League Vice-President shall be responsible for registration of Little League players and verifying the ages of the players. He or she shall also be responsible for conducting the Little League drafts. The Little League Vice-President shall also perform the duties of the Senior Vice-President in the event of his or her inability or refusal to act.
- C.** The Senior Major League Director shall be responsible for the operation, care, and maintenance of the Senior Major League and its field. The Senior Major League Director shall also perform the duties of the Little League Vice-President in the event of his or her inability or refusal to act.
- D.** The Junior League Director shall be responsible for the operation, care, and maintenance of the Senior Major League and its field. The Senior Minor League Director shall also perform the duties of the Senior Major League Director in the event of his or her inability or refusal to act.
- E.** The Intermediate League Director(50/70) shall be responsible for the operation, care, and maintenance of the Senior Major League and its field. The Senior Minor League Director shall also perform the duties of the Senior Major League Director in the event of his or her inability or refusal to act.
- F.** The Major League Director shall be responsible for the operation, care, and maintenance of the Major League and its field. The Major League Director shall also perform the duties of the Senior Minor League Director in the event of his or her inability or refusal to act.
- G.** The AAA League Director(Minor) shall be responsible for the operation, care, and maintenance of the AAA League and its field. The AAA League Director shall also perform the duties of the Major League Director in the event of his or her inability or refusal to act.
- H.** The A League Director(PW) shall be responsible for the operation, care, and maintenance of the A League and its primary field(s). The A League Director shall also perform the duties of the AAA League Director in the event of his or her inability or refusal to act.
- I.** The Coach Pitch Director shall be responsible for the operation, care, and maintenance of the Coach Pitch League and its field(s). The Coach Pitch Director shall also perform the duties of the A League Director in the event of his or her inability or refusal to act.
- J.** The Tee Ball Director shall be responsible for the operation, care, and maintenance of the Tee Ball League and its field. The Tee Ball Director shall also perform the duties of the Machine Pitch Director in the event of his or her inability or refusal to act.
- K.** The Instructional Tee Ball Director shall be responsible for the operation of the Instructional Tee Ball League and will assist the Tee Ball Director in the care and maintenance of the primary Tee Ball field(s). The Instructional Tee Ball Director shall also perform the duties of the Tee Ball Director in the event of his or her inability or refusal to act.
- L.** The Challenger League Director shall be the director responsible for the operation of the Challenger League and will coordinate primarily with the Major Director and other directors, as necessary, to manage the Challenger Buddy program for Challenger League games.
- M.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of this Constitution; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall produce financial reports covering all corporate monies at all Board meetings. Aggregate disbursements exceeding one hundred dollars, with the exception of those fixed amounts stated on items in the annual budget previously approved for the operation of the Corporation by the Board of Directors shall be subject to prior approval by the Board before

disbursement of such funds. The Treasurer will be responsible for receiving all postage and disbursing to appropriate Members.

- N. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for this purpose; see that all notices are duly given in accordance with the provisions of this Constitution or as required by statute; be custodian of the corporate records and the seal of the Corporation and see that the seal of Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of this Constitution; keep a numerical register of the name and post office address of each Member which shall be furnished to the Secretary by each Member; and in general, other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- O. Coaching Coordinators: Represent coaches/managers in league;
- ii. Present a coach/manager training budget to the board;
  - iii. Gain the support and funds necessary to implement a league-wide training program;
  - iv. Order and distribute training materials to players, coaches and managers;
  - v. Coordinate mini-clinics as necessary;
  - vi. Serve as the contact person for Little League International.
- P. The Purchasing Director is responsible for acquiring and presenting three bids when possible and purchasing all uniforms and equipment with the approval of the Board. He or she is responsible for the distribution and collection of all equipment, including equipment for All-Star teams.
- Q. The Booster Director shall be the Member of the Board of Directors supervising and controlling all business and affairs associated with opening day activities, fund raising, and league pictures.
- R. The Concession Director shall be the Member of the Board of Directors supervising and controlling the operation of the concession stand(s)
- S. The Sponsorship Director shall be the Member of the Board of Directors and shall provide guidance to interested sponsors and supervise the league sponsorship program(s) as defined by the Board of Directors.
- T. The Fall Ball Co-Directors (2) shall be Members of the Board of Directors representing Fall Ball and shall be responsible for the Fall Ball program, in general supervising and controlling all business and affairs of said program. The Co-Directors are also responsible for furnishing financial statements at all board meetings. The Fall Ball Co-Directors are elected during the semi-annual Members meeting and the term will be until the next semi-annual Members meeting following spring registration.
- U. The SR Maintenance Director- This position will be delegated responsibility for managing facility utilization for approved non-Pearland Little League activities on the Dad's Club property that occur in the defined off-seasons for the Corporation. The Sr Maintenance director will also assist the maintenance directors during regular season activities, as well as any other activities as may be assigned by the President or by Board of Directors decision from time to time. This position will be voted on at every August general meeting.
- V. The League Maintenance Directors (3) shall be Members of the Board of Directors and be responsible for the supervision of the care and maintenance programs of the playing fields, concession stands, and the physical plant of the part of the Dad's Club that pertains to the Senior League and Little League facilities.

- W. The Safety Director- Background Checks - If the League President so designates, the safety officer will complete the required background checks per Little League Regulation I (b) and I (c) 8 & 9.-Revised
- X. The League Information Director shall be a Member of the Board of Directors and shall manage the League's official website. He or she will assign administrative rights to league volunteers and teams, ensure that league news and scores are updated on a regular basis and serve as the primary contact person for Little League and the host of the League's official website regarding optimizing use of the Internet for league administration and for distributing information to league Members and to Little League Baseball.
- Y. The Player Agent's (1)-National - shall be a members of the Board of Directors and will act with the Little League Vice-President in any transactions with the Board of Directors, other league officials and manager to see that the player's interests are protected. The East Player Agent shall maintain up-to-date rosters on all West teams. He or she shall maintain a waiting list of eligible players to fill spots on rosters that open after completion of player drafts, and in which cases there are no existing players from the appropriate next level to fill said spots for the West. The East Player Agent shall monitor all Little League drafts and verify that all teams have met the required designated minimums of players in the various ages or experience as determined prior to each draft for the West. The East Player Agent shall coordinate the balloting for the Little League West All Star teams and participate in the tabulation of said ballots in accordance with league procedures.
- Z. The Player Agent's (2)- American- shall be a members of the Board of Directors and will act with the Little League Vice-President in any transactions with the Board of Directors, other league officials and manager to see that the player's interests are protected. The West Player Agent shall maintain up-to-date rosters on all East teams. He or she shall maintain a waiting list of eligible players to fill spots on rosters that open after completion of player drafts, and in which cases there are no existing players from the appropriate next level to fill said spots for the East. The West Player Agent shall monitor all Little League drafts and verify that all teams have met the required designated minimums of players in the various ages or experience as determined prior to each draft for the East. The West Player Agent shall coordinate the balloting for the Little League East All Star teams and participate in the tabulation of said ballots in accordance with league procedures.
- AA. The League Scheduler shall be a member of the Board of Directors and shall create the playing schedule for all divisions of Little League to insure the maximum number of games for each level. The Player Agent shall create the list of available dates for the rescheduling of rainouts and suspended games.

**Section 13.** Each year, at the first regular meeting of the newly elected Board of Directors, a Rules Committee shall be formed. The Rules Committee will examine the Little League rules and recommend additions, deletions, and/or modifications for the upcoming season. It is the Board of Directors' final decision to accept or deny any new rules or to modify any existing rules. The Board of Directors must uphold Little League rules as described in the Little League Operating Manual unless it receives a waiver of a rule from Little League. The Rules Committee must meet as much as needed to have the new rule recommendations and existing rule modifications presented to the Board of Directors at the first meeting in November. These changes must be sent for approval with the Little League Charter as per the Little League Operating Manual. The Little League Player agent shall chair the Rules Committee. Minutes of all Rules Committee meetings must be taken and be available to the Board upon request. The Rules Committee will be made up of 11 members. The members will consist of the Little League Player Agent, the Safety Director, East & West Manager's Representatives, and a Manager or Coach of Record from the previous season in each division. There shall not be more than one Manager from each division on the committee unless one of the Managers holds one of the above-mentioned board positions. In the event a division is not represented the current League Director will fill that position.

**Section 14.** All committees are subject to approval by the Board of Directors

**Section 15.** All Members of the Board of Directors shall receive a current copy of the Constitution at the first regularly scheduled meeting of the newly elected Board.



## **ARTICLE V OFFICERS**

The voting Officers of the Corporation shall be the President, Senior League Vice-President, Little League Vice-President, Senior League Director, Junior League Director, Intermediate League Director, Major League Director, Minor League Director, PW League Director, Coach Pitch League Director, Tee Ball League Director, Instructional Tee Ball Director, Challenger Director, Secretary, Treasurer, Purchasing Director, Coaching Coordinator, Booster Director, Fall Ball Director #1, Fall Ball Director #2, Maintenance Director #1, Maintenance Director #2, Maintenance Director #3, Sponsorship Director, Safety Director, League Information Director, Player Agent # 1, Player Agent # 2, League Scheduler, and Sr Maintenance Director. The offices shall each be held by a Director and the holder of each shall be determined in the manner prescribed in the preceding Article. In addition to these principal Officers, the Board of Directors may elect or appoint such other Officers, and assign such other duties as the Board from time to time deems desirable. The new offices may be created and filled at any meeting of the Board of Directors. Any Officer, whether elected by the Members or appointed by the Board of Directors, may be removed from office whenever the Board, in its judgment, determines that the best interests of the Corporation would be best served by the Officer's removal.

The Executive Board shall consist of the President, Senior Vice-President, Little League Vice-President, Treasurer, Player Agent's 1 and 2, and Secretary.

## **ARTICLE VI CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**Section 1.** The Board of Directors may authorize any Officer or Officers, Agent or Agents, to 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, except that prior approval of a majority of the Members present at a regular meeting or a special meeting called in accordance with Article III must be obtained before making capital expenditures that cannot be paid for in the current term of office of the Board of Directors or before entering into any contract or agreement for personal services, other than legal services, for a period of more than one month or an amount of One Hundred Dollars.

**Section 2.** All checks, drafts, or order for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, Agent or Agents of the Corporation and from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and co-signed by the President or one of the Vice-Presidents of the Corporation. No two signatures on corporate accounts shall be of the same domicile.

**Section 3.** Any monies received by Pearland Little League shall be counted, wrapped, and made deposit ready, with two current Board Members present. All tally sheets, money wraps, and deposit slips shall be initialed by both Board Members and deposited at Frost bank. Added Financial Institution as requested

**Section 4.** On behalf of the Corporation, the Board of Directors may accept any contribution, gift, bequest or devise for the general purpose or special purpose of the corporation.

**Section 5. Contributions.** The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of the Corporation, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Corporation.

**Section 6. Solicitations.** The Board shall not permit the solicitation of funds in the name of Little League Baseball, Incorporated unless all of the funds so raised be placed in the Corporate treasury.

**Section 7. Disbursement of Funds.** The Board shall not permit the disbursement of Local League funds for other than the conduct of Little League activities in accordance with the rules, regulations and policies of Little League Baseball, Incorporated. All disbursements shall be made by check. All checks shall be signed by the Local League Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine as defined in Section 2 of this Article.

Section 8. **Auditing Committee.** The Board of Directors may appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer or signatories of checks are not eligible, nor are any relatives or associated deemed close to the aforementioned parties. The Committee will review the Local League's books and records annually prior to the Annual Meeting and attach a statement of its findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors or Membership, secure the services of a Certified Public Accountant to accomplish such review.

## **ARTICLE VII CERTIFICATES OF MEMBERSHIP**

The Board of Directors may provide for the issuance of a written instrument evidencing membership in the Corporation and the same shall be valid when signed by the President or Vice-President and by the Secretary and shall correspond to the consecutive numbered list of membership as recorded and kept by the Secretary and shall bear thereon the same name and address as is recorded by the Secretary under said Member. Replacements for said instruments may be issued by the Board when necessary.

## **ARTICLE VIII BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered principal office a record, giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his or her agent or attorney for any proper purpose at any reasonable time. The membership records shall be produced and made available for inspection by any Member at any meeting of the membership.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August of each year.

## **ARTICLE X DUES**

The Board of Directors may, by resolution, determine from time to time the amount of the initiation fee, if any, and may direct the manner in which the same are to be paid. Failure to honor a monetary obligation to this Corporation may be cause for immediate exclusion or expulsion from membership in the Corporation.

## **ARTICLE XI SEAL**

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Pearland, Texas".

## **ARTICLE XII WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act of Texas, or under the provisions of the Article on Incorporation of this Constitution of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

## **ARTICLE XIII AFFILIATION**

**Section 1. Charter.** The Local League shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter. The Local League shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other program or organization or operate any other program.

**Section 2. Rules and Regulations.** The Official Playing Rules and Regulations as published by Little League Baseball, Incorporated, Williamsport, Pennsylvania, shall be binding on this Local League.

**Section 3. Local Rules, Ground Rules and/or Bylaws.** The local rules, ground rules and/or bylaws of this Local League shall be adopted by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the Rules, Regulations and Policies of Little League Baseball, Incorporated, nor shall they conflict with this Constitution. The local rules, ground rules and/or bylaws of this Local League shall expire at the end of each fiscal year, and are not considered part of this Constitution. (See Article IX for fiscal year of this league.)

#### **ARTICLE XIV AMENDMENTS TO CONSTITUTION**

This Constitution may be amended, repealed or altered in whole or in part by a majority vote at two consecutive, duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting. Draft of all proposed amendments shall be submitted to Little League Baseball, Incorporated, for approval before implementation and each approved amendment will be listed with the reading date.

#### **ARTICLE XV DISPOSAL OF ASSETS UPON DISSOLUTION**

- a. Upon dissolution of the Local League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Local League to another Federally Incorporated entity which maintains the same objectives as set forth in 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.  
Added per LL request

#### **ARTICLE XVI PROCEDURE**

Where otherwise not in conflict with any statute of the State of Texas, or Articles of Incorporation or Constitution of the Corporation, "Roberts Rules of Order" as revised to date, shall govern at all meetings called to conduct the business or affairs of this Corporation.