

BY-LAWS
By-Laws for the regulation, except as otherwise
provided by statute or its
Articles of Incorporation, of

UNIVERSITY CITY LITTLE LEAGUE
A California Non-Profit Corporation
League I.D. #4053215

ARTICLE I - NAME

The name of this corporation is the University City Little League.

ARTICLE II - OBJECTIVE

SECTION 1

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

SECTION 2

To achieve this objective the University City Little League will provide a supervised program under the Rules and Regulations of Little League Baseball, Incorporated. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the University City Little League shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball and softball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to affect the objective of this Local League may apply to become a member.

SECTION 2

Classes. There shall be the following classes of Members:

(a) Player Member. Any youngster meeting requirements of Little League Regulation IV and who resides within the authorized boundaries of the Local League shall be eligible for participation but shall have no rights, duties or obligations in the management or in the property of the Local League.

(b) Regular Members. Any person actively interested in furthering the objectives of the Local League may become a regular member upon election or by having a youngster participating as a playing member of the League. (One vote represented per family). The secretary shall maintain the roll of membership to qualify voting members. Only regular members in good standing are eligible to vote at the annual meeting.

All Officers, Board Members, Committee Members, Volunteer Umpires and other elected or appointed officials must be active Regular Members in good standing.

(c) Volunteers. Any person who does not have a playing member of the league may volunteer their time to the league with the Boards approval. Volunteer members have no voting rights.

SECTION 3

Other Affiliations.

(a) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as a member of the University City Little League.

(b) Regular Members should not be actively engaged in the promotion and/or operation of any other baseball program.

SECTION 4

Removal of Members.

(a) By resignation.

(b) For cause by the affirmative vote of two-thirds (2/3) of members present at any general or special meeting of the membership called for such purpose on 2/3 vote of the Board of Directors. (The member involved shall be notified of such charges and given an opportunity to appear at the meeting to answer such charges.)

(c) The Board of Directors shall, in case of a Player Member, give notice to the manager of the team of which the player is a member. Said manager shall appear in the capacity of an advisor, with the player before a duly appointed committee of the Board of

Directors, which shall have full power to suspend or revoke such player's right to future participation.

ARTICLE IV - DUES

SECTION 1

Dues for Regular members may be fixed at such an amount as the Board of Directors shall determine prior to the beginning of any membership period. (At no time will payment of any fee be a prerequisite for participation in University City Little League).

SECTION 2

Members who fail to pay their fixed dues within thirty (30) days from the time they become due, may by vote of the Board be dropped from the rolls and shall forfeit all rights and privileges of membership.

ARTICLE V - MEETINGS

SECTION 1

Annual Meeting. The annual meeting of the membership shall be held the 2nd or 3rd Saturday in June. At such annual meeting the election of the Board of Directors will be held, and reports given, and the transaction of such business as may properly come before the membership. All persons interested in Little League activity are invited to attend the annual membership meeting, but only members of the corporation shall be entitled to vote. Only one vote per family or paid membership will be permitted.

SECTION 2

Notice of Meeting. Notice of all general and special meetings shall be given to each member or Director. Notice of all special meetings shall specify in addition to the time and place of such meeting, the general nature of the business to be transacted. Ten (10) days notice will be given for proper planning.

SECTION 3

Quorum. The presence in person or representation by absentee ballot of fifteen percent (15%) of the members, or a number or percentage acceptable to the Local League regular membership in advance of the annual meeting, shall be necessary to constitute a quorum.

SECTION 4

Voting.

(a) Only regular members of the corporation shall be entitled to vote at the membership meetings whether general, special or emergency.

- (b) Each membership shall have only one vote.

SECTION 5

Absentee Ballot. For the expressed purpose of accommodating a regular member in good standing who cannot be in attendance at the annual meeting, 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 annual meeting and the election of members to the Board of Directors. The Secretary shall present all absentee ballots to the Election Chairman on the date of the annual meeting prior to the conduct of the election process.

SECTION 6

Rules of Order. Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution or By-Laws of the Local League.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

Board and Number. The management of the property and affairs of the Local League shall be vested in the Board of Directors. The number of Directors shall be not less than five (5) or more than twenty (20).

SECTION 2

Required Members. The Board membership shall include the Officers, including the Player Agent(s), and a minimum of one manager and the Umpire in Chief. (Only volunteer umpires may be elected to the Board.) The number of managers including minor league representation elected to the Board shall not exceed a minority of the total Board members.

SECTION 3

Annual Election and Term of Office. At each annual meeting, the Members shall vote and approve the Board of Directors to be elected for the ensuing year. All elections of Directors shall be by majority vote of all members present or by absentee ballot filed with the Secretary prior to the election meeting. All newly elected individuals to the Board of Directors shall immediately become listening members of the Board of Directors and will take office on October 1, start of the new fiscal year.

SECTION 4

Vacancies. In case of a vacancy on the Board of Directors caused by death, resignation, removal, or refusal of a Director to serve, the surviving members of the Board of Directors shall constitute such position until successors are elected, which shall be at the next general or special meeting of the membership or the next regular or special meeting of the board of Directors. The vacancy may be filled by a majority vote of the remaining Directors at any regular or special meeting for that purpose.

SECTION 5

Meetings, Notice and Quorum. Regular meetings of the Board of Directors shall be held (**immediately following the annual election and**) on such days (**thereafter**) as shall be determined by the Board. The President or the Secretary may, whenever they deem it advisable or the Secretary shall at the request in writing of five (5) Directors issue a call for a special meeting of the Board. Notice of each meeting shall be given by the Secretary to each director. Notice may be given by U.S. Mail or electronic mail at least three (3) calendar days in advance of the time appointed, or by telephone or personal notice twenty-four (24) preceding the meeting.

(In the case of special meetings, such notice shall include the purpose of the meeting and no **other** matters may be acted upon at the meeting.)

Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.

Each board member shall hold a single vote in all matters presented before the board, regardless of how many board positions that individual may occupy.

SECTION 6

Duties and Powers The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the University City Little League that it may deem proper.

The Board shall have the power by a two-thirds (2/3) vote of those present at any regular or special meeting to discipline, suspend or remove any Director or officer or Committee Member of the University City Little League in accordance with procedures set forth in Article III, Section 4(b).

The Board of Directors shall conduct, manage, and control the affairs or the business of the corporation and will enact rules and regulations not inconsistent with the laws of California or the Articles or By-Laws of the corporation for the guidance of the officers and management of the affairs of the corporation.

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 the amount and nature of the property acquired during the year implied, appropriated or expended during the year immediately preceding such date, and the purposes such expenditure and appropriations were made. Such report shall be filed with the records of the Local League and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

(A copy of such shall be forwarded to Little League Headquarters)

SECTION 7

Removal. A Director may be removed from office in any of the following ways:

(a) For good cause by the affirmative vote of two-thirds (2/3) of the total membership of the corporation present at any general or special membership meeting.

(b) By his absence from three (3) consecutive meetings of the Board of Directors, whether general or special, provided however, that any Director, if removed, may be reinstated as a Director for his unexpired term by the majority vote of the members present at any general or special membership meeting. A Director shall not be regarded as absent at any meeting if, before said meeting is held, he has been excused by the President or any other person presiding at said meeting.

ARTICLE VII - OTHER COMMITTEES

SECTION 1

Nominating Committee. The Administrative Vice President of the League will act as chairman of the Nominating Committee. The nominating Committee will consist of three (3) Directors and other appointed Regular Members.

The Committee shall investigate and consider eligible candidates and submit for consideration by the Board of Directors a slate of Officers and Committee Members or Auxiliary Board Members.

The Committee shall then submit at the annual meeting a slate of candidates for the Board of Directors including a slate of officers and auxiliary members.

ARTICLE VIII - OFFICERS, DUTIES AND POWERS

SECTION 1

Election. The Officers shall be elected by the membership at the annual meeting.

SECTION 2

Officers. The officers of this corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer and a player agent or agents, all of whom shall hold office for the ensuing year or until their successors are duly elected.

The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

SECTION 3

President.

(a) The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the corporation.

(b) Shall preside at all membership meetings and all meetings of the Board of Directors.

(c) Shall call a meeting of the Board of Directors no later than the 15th of October for the purpose of organization of the Board of Directors.

(d) Shall 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.

(e) Shall designate, in writing, other officers, if necessary, to have power to make and execute for/and in the name of the Local League such contracts and leases they may receive and which have had prior approval of the Board.

(f) Shall investigate complaints, irregularities and conditions detrimental to the Local League and report thereon to the Board or Executive Committee as circumstances warrant.

(g) Shall submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.

(h) With the assistance of the Player Agent(s), examine the application and support proof of age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.

(i) Present a report of the condition of the League at the annual meeting.

SECTION 4

Administrative Vice President. In case of the absence or disability of the President, and provided he is authorized by the President or Board so to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board of Directors or by the President. In case of a vacancy in the office of the President, the Vice President shall automatically succeed to that office and serve for the unexpired term.

SECTION 5

Secretary.

(a) Shall be responsible for recording the activities of the Local League and maintain appropriate files, mailing lists and necessary records.

(b) Shall perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.

(c) Shall keep, or cause to be kept, a book of minutes at the principal office, or such other place as the Board of Directors may order, of all the meetings of Directors or members with the time and place of holding, whether general or special, and if special, how authorized, and notice thereof given, the names of those present at the Directors' meetings and the number of members present at general meetings and proceedings thereof.

(d) Shall give, or cause to be given, notice of all meetings of the members and the Board of Directors, required by these laws.

(e) Shall be the custodian of the Articles of Incorporation and the By-Laws at all general and special membership meetings and all general, special, and emergency meetings of the Board of Directors.

SECTION 6

Treasurer.

(a) Shall perform such duties as are herein specifically set forth and such other duties as are customarily incident to the office of Treasurer or may be assigned by the Board of Directors.

(b) Receive all monies and securities and promptly deposit same in a depository approved by the Board of Directors.

(c) Keep record for the receipt and disbursement of all monies and securities of the Local League, including tax returns of non-profit organization for each year. Approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by check must have dual signatures.

(d) Prepare an annual budget, under the direction of the President, for submission to the Membership and Board of Directors by the third meeting of the fiscal year.

(e) Upon the demand of any member, shall by appointment, permit such member to inspect any or all the books of accounts within five (5) days from such demand.

(f) Have written report at each Board of Directors meeting showing current status of accounts.

SECTION 7

Player Agent (One Per Division)

(a) Record all player transactions and maintain an accurate and up-to-date record thereof.

(b) Receive and review applications for player candidates and assist the President in checking residence and age eligibility.

(c) Conduct the player auction or draft and all other player transactions or selection meetings.

(d) Prepare the Player Agent's List.

(e) Prepare for the President's signature and submission to Little League Headquarters, team rosters, including players claimed and the tournament team eligibility affidavit.

(f) Notify Little League Headquarters of any subsequent player replacements or trades.

(g) Shall manage and maintain complete records of tryouts.

(h) Shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these By-Laws.

SECTION 8

Divisional Vice Presidents.

(a) Shall be responsible for the efficient management of their division.

(b) Shall be responsible for the coordination of rescheduling of all League games.

ARTICLE IX - MANAGERS, COACHES AND UMPIRES

SECTION 1

Team Managers and Coaches shall be appointed annually by the President and be approved by the Board of Directors. Managers shall be responsible for the selection of their teams and for the actions of themselves, their team, and their coaches while on the field, Regulation 1(b).

SECTION 2

Umpires shall be appointed annually by the President, with the approval of the Board of Directors, who shall be responsible for their assignments and for their actions on the field, Regulation 1(b).

SECTION 3

While holding office the President should not umpire: Regulation 1(b). Player Agents and Vice Presidents shall not manage, coach or umpire in their respective divisions.

ARTICLE X - AFFILIATION

SECTION 1

Charter.

(a) University City Little League shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter.

(b) University City Little 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.

(a) The Official Playing Rules and Regulations as published by Little League Baseball, Incorporated, Williamsport, Pennsylvania, shall be binding on this League.

SECTION 3

Local League Rules.

(a) The local rules of this 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 and Regulations of Little League Baseball, Incorporated.

(b) After voting by Board of Directors each year on the ground rules, no changes or additions can be made to those ground rules until the following season.

ARTICLE XI - FINANCIAL AND ACCOUNTING

SECTION 1

The Board of Directors shall decide all matters pertaining to the finances of the League and it shall place all income in a League treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

SECTION 2

The Board shall not permit the contribution of fund or property to individual teams but shall solicit some for the common treasury of the League, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the League.

SECTION 3

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

SECTION 4

The Board shall not permit the disbursement of League funds for other than the conduct of Little League activities in accordance with the rules and policies of Little League Baseball, Incorporated.

SECTION 5

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

SECTION 6

All monies received, including Auxiliary Funds, shall be deposited to the credit of the League with such depositaries as may be designated from time to time by the Board and all disbursement shall be made by check. All checks shall be signed by the Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

SECTION 7

The fiscal year of the League shall begin on the first day of October and shall end on the last day of September.

SECTION 8

Distribution of Property Upon Dissolution.

(a) Upon dissolution of the University City Little League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the League to another federally incorporated entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

SECTION 9

Contracts. All contracts authorized by the Board of Directors, or its representatives, shall be signed by the President, or in his absence, by the Administrative Vice President.

SECTION 10

Sponsors.

(a) The Board of Directors shall select the sponsors for each team participating in this program.

(b) A sponsor shall be selected by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors.

(c) The Board of Directors shall determine the fee to be paid by each sponsor.

(d) All Sponsors' fees shall be paid into the corporation treasury.

(e) No sponsor shall contribute any funds, property or equipment to any individual player or individual team, or bestow upon any individual player or individual team any benefit or privilege not enjoyed by every other player and team under the jurisdiction of the corporation, unless approved by the Board of Directors.

(f) No sponsor shall have any authority or control whatever over the team which he is sponsoring.

(g) The uniform worn by the players of each team shall be selected by the Board of Directors and the name of the sponsor may appear upon the uniforms worn by the team at the discretion of the Board of Directors.

(h) A sponsor shall have the right to sponsor his team during the subsequent season (same team as in past) unless it is deemed inadvisable by the Board of Directors.

ARTICLE XII - AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Members present at any regular meeting, or at any special meeting of the membership of the corporation, if at least thirty (30) days written notice is

given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting. Notice to the membership by e-mail and posting on the UCLL web site meets these requirements of Notice. Know all by these present: That we, the League, hereby assent to the foregoing By-Laws and adopt them as the By-Laws of said corporation.

In witness hereof, we have hereunto subscribed our names, this day of, 20_

PRESIDENT: _____

ADMIN VICE PRESIDENT: _____

SECRETARY: _____

TREASURER: _____

LITTLE LEAGUE PLAYER AGENT: _____

T-BALL/CAPS PLAYER AGENT: _____

MINOR LEAGUE PLAYER AGENT: _____

JUNIOR LEAGUE PLAYER AGENT: _____

Know all by these present: That the Secretary of the corporation known as the University City Little League does hereby certify that the above and foregoing are the By-Laws of said corporation, on the _____ day of, 20_ and that they do constitute the By-Laws of said corporation.

ATTEST: _____
Secretary

State of California

County of San Diego

On _____ before me, _____
personally appeared _____

personally known to me - **OR** - proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

