



CONSTITUTION/BY-LAWS OF

ARIZONA DISTRICT NO. 13 LITTLE LEAGUE BASEBALL® INCORPORATED

ARTICLE I PURPOSES

1.01. General Purposes.

- A. District 13 Little League _____ is incorporated under the Nonprofit Corporation Law of the State of Arizona (the "ACT").
- B. This Corporation is organized exclusively for charitable purposes and specifically to administer, guide, educate, support and promote the policies, rules, regulations and guidelines of Little League Baseball, Incorporated and, for such purposes, to make distributions to organizations chartered by Little League Baseball, Incorporated and that qualify as exempt organizations under Section 501(c)(3) and 501(a) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE II MEMBERS

- 2.01. Qualifications. Each duly chartered Little League in the Corporation's district (as defined by Little League Baseball, Incorporated) shall be a Member of the Corporation. Only such Little Leagues shall be Members.
- 2.02. Membership Assessments. Members shall be subject to assessments from time to time, as determined by the Board of Directors.
- 2.03. Membership Meetings. All meetings of the Members shall be held at the registered office of the Corporation unless another place is designated by the Board of Directors in the notice of the meeting.
- 2.04. Annual Meeting. The Annual Meeting of the Members shall be established based upon each Local League's organizational schedule. Once established it must remain the same each year but may be modified by amendment. The Corporation shall advise Little League Baseball, Incorporated of the date set for Annual Meeting. If the Annual Meeting has not have been called and held within four (4) weeks after the designated time, any Member may call the meeting at any time thereafter. Each Director selected by a Member shall be installed at the Annual Meeting. Voting for all matters other than selection of Directors shall be on the basis of one vote per Member. Members not present in person may vote by proxy on any matter.
- 2.05. Selection. Each Member, prior to the Annual Meeting of the Directors shall designate an individual who shall serve as a director of the Corporation for the fiscal year of the Corporation next commencing. The exact number of directors shall be determined by the number of Members from time to time.

2.06. Special Meetings.

- A. Call of Special Meetings. Special Meetings of the Members may be called at any time:
 - (1) By the Board of Directors; or
 - (2) Unless otherwise provided in the Articles, by Members entitled to cast at least 20% of the votes of all Members.
- B. Fixing of Time for Meeting. At any time, upon written request of any person who has duly called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary neglects or refuses to fix the time of the meeting, the person or persons calling the meeting may do so.

2.07. Quorum and Adjournment.

- A. General Rule. A meeting of Members of the Corporation duly called shall not be organized for the transaction of business unless a quorum is present. The presence of Members entitled to cast at least a majority of the votes that all Members are entitled to cast on a particular matter to be acted upon at the meeting shall constitute a quorum for the purposes of consideration and action on the matter.
- B. Withdrawal of a Quorum. The Members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum.
- C. Adjournment for Lack of Quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as provided in the Act, adjourn the meeting to such time and place as they may determine.
- D. Adjournments Generally. Any regular or special meeting may be adjourned for such period as the Members present and entitled to vote shall direct.
- E. Other Action in Absence of Quorum. Those Members entitled to vote who attend a meeting of Members that has been previously adjourned for one or more periods aggregating at least fifteen (15) days because of an absence of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notice states that those Members who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

2.08. Action by Members.

General Rule. Except as otherwise provided in the Act or the Articles or these Bylaws, whenever any Corporation action is to be taken by vote of the Members of the Corporation, it shall be authorized by a majority of the votes cast at a duly organized meeting of Members.

- 2.09. Organization. At every meeting of the Members, the District Administrator, or in his/her absence the duly appointed Assistant District Administrator, or in his/her absence one of the following officers present in the order stated: Secretary; Treasurer, shall act as Chairperson of the meeting. The Secretary or, in the absence of the Secretary, a person appointed by the Chairperson of the meeting, shall act as Secretary.

ARTICLE III BOARD OF DIRECTORS

- 3.01. Term of Office of Directors. Each director shall serve for a term of one (1) year. Each director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation or removal. Directors may succeed themselves with no restriction as to length of service. Appointments, successor appointments and resignations are effective upon the filing of written notice of the same with the Corporation. Vacancies in office may be

filled by the Member whose representative has ceased to be a director and a director so appointed shall serve until the expiration of the term for which his predecessor was elected.

- 3.02. Powers. The property and affairs of the Corporation shall be managed by the Board of Directors of the corporation. The Board of Directors shall have and is vested with all the unlimited power and authority, except as it may be expressly limited by law, the Articles of Incorporation or these By-Laws, to supervise, control, direct and manage the property, affairs and activities of the Corporation and to determine the policies of the Corporation. In carrying out its duties the Board of Directors shall be authorized to commit the Corporation to short or long-term leases and debts and to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes.- provided, however, that (1) the Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a not-for-profit corporation organized under the laws of the State of Arizona or by an organization which is exempt from income tax under section 501(c)(3) of the Code - and (2) none of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation.
- 3.03. Annual Meeting. An annual meeting of the Board of Directors shall be held on such date and at such time and place as the Board of Directors may determine by resolution. The annual meeting shall be held for the purpose of the transaction of such business as may come before the meeting.
- 3.04. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold regular meetings at such time and place as shall from time to time be designated by the District Administrator or determined by resolution of the Board of Directors. Such resolution may provide that its adoption shall constitute notice of such regular meeting.
- 3.05. Special Meetings and Executive Sessions. Special meetings and executive sessions of the Board of Directors may be called by or at the request of the District Administrator or by at least three (3) of the Directors holding office at any time.
- 3.06. Place of Meetings. All meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at such other place as may be designated by the Board of Directors and specified in the notice of the meeting.
- 3.07. Notice of Meeting. Notice of any annual, regular or special meeting shall be given at least three (3) days previous thereto by written notice delivered personally, electronically or mailed to each director at his business or home address. 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. Except for any proposal to alter, amend or repeal the By-Laws or to adopt new By-Laws, for which notice of the terms thereof must be given as above provided, neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- 3.08. Quorum. The presence of a majority of all the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If there be less than a quorum present, a majority of the directors present may adjourn the meeting from time to time and place to place and cause notice of each such adjourned meeting to be given to all absent directors.
- 3.09. Action by Majority Vote. The act of the majority of the directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these By-Laws, or under any applicable laws of the State.
- 3.10. Meetings by Conference Telephone. One or more persons may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all

persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

- 3.11. Action by Unanimous Consent. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, 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 and filed with the Secretary of the Corporation.

ARTICLE IV OFFICERS

- 4.01. Qualifications. The officers of the Corporation shall consist of a District Administrator, one or more Assistant District Administrator(s), a Secretary, and a Treasurer and such assistant officers as the Board of Directors from time to time deems appropriate. The District Administrator, Secretary and Treasurer shall be members of the Board of Directors. The Assistant District Administrator may be but need not be a member of the Board of Directors. The District Administrator shall be elected at an annual meeting designated by Little League Baseball to serve a four year term or until a successor shall have been elected. The District Administrator shall thereupon appoint a Secretary and Treasurer to serve for a one year term and until their successors are appointed. The District Administrator shall annually appoint a Secretary and Treasurer. Assistant Administrator(s), Assistant Treasurer(s) and Assistant Secretary(s) shall be appointed by the District Administrator and shall serve at his/her pleasure. If a vacancy occurs in the office of District Administrator, the Board of Directors shall appoint a successor but such appointment shall not be effective until approved by the President of Little League Baseball. The successor so appointed shall serve for the balance of the vacated term.
- 4.02. Removal. Any officer elected or appointed by the District Administrator may be removed as an officer by District Administrator whenever in his/her judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the officer so removed. The Board of Directors may recommend removal of a District Administrator for any reason but such removal shall not be effective until approved by the President of Little League Baseball.
- 4.03. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the District Administrator for the unexpired portion of the term.
- 4.04. District Administrator. The District Administrator shall preside at meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors. The District Administrator shall also perform the duties prescribed from time to time by Little League Baseball, Incorporated as set forth but not limited to its District Administrator Handbook and Operating Manual as from time to time amended. The District Administrator shall be the Chief Executive Officer of the Corporation and shall perform all duties incident to the office including the maintenance and supervision of all records, the conduct of correspondence, supervision of the maintenance and use of all property of the Corporation and the supervision and direction of staff members. The District Administrator shall have authority with respect to all financial management of the Corporation as provided in Article VI of these Bylaws. The District Administrator shall be responsible for the preparation of the annual budget and the presentation thereof to the Board of Directors for approval. The District Administrator shall prepare background documents to assist the Board of Directors in their deliberations and shall generally assist the officers and directors in the discharge of their duties. All officers and staff, including the District Administrator, shall serve without compensation.
- 4.05. Assistant District Administrator. In the absence of the District Administrator, an appointed Assistant District Administrator shall preside at all meetings of the Board of Directors. He or she shall perform all duties incident to the Office of Assistant District Administrator and such other duties as may from time to time be prescribed by the District Administrator and/or the Board of Directors.

- 4.06. Secretary. Unless otherwise determined by the Board of Directors, the Secretary shall be responsible for the custody of all corporate records of the Corporation. He or she may delegate to the Assistant Secretary, if any, the performance of the aforementioned duty, but shall at all times be responsible for its proper performance.
- 4.07. Assistant Secretary. In the absence of the Secretary, the Assistant Secretary shall perform the duties of the Secretary on behalf of the Corporation.
- 4.08. Treasurer. Unless otherwise determined by the Board of Directors, the Treasurer shall be responsible for the custody of all funds and securities of the Corporation and shall render such accounts, statements and reports as may from time to time be required by the Board of Directors. He or she may delegate to the Assistant Treasurer, if any, the performance of the aforementioned duty, but shall at all times be responsible for its proper performance. All checks shall require the signatures of two officers,
- 4.09. Posting of Bond. The District Administrator, the Secretary, and the Treasurer, and any other officer of the Corporation charged with the custody of any of its funds or property may be required to give a bond for the faithful discharge of their duties in such sum and with such surety as the Board of Directors shall determine. The Corporation shall be authorized to pay the cost of such bond.

ARTICLE V COMMITTEES AND ADVISORY BOARDS

- 5.01. Organization. The Board of Directors may designate standing or special committees which shall have and exercise such authority in the management of the Corporation's affairs as may be determined from time to time by a resolution of the Board. The District Administrator shall determine such committee membership from the members of the Board.
- 5.02. Each member of a standing committee shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof Each member of a special committee shall serve for the duration of the existence of such committee unless removed by the District Administrator of the Board of Directors.
- 5.03. Chairperson. One member of each committee shall be appointed chairperson by the District Administrator.
- 5.04. Acts of the Committees. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VI FINANCIAL MANAGEMENT

- 6.01. Authority of the District Administrator.
 - A. Except as otherwise provided by Board of Directors Resolution, the District Administrator shall have the authority to incur expenses within the limits of the annual budget and in accordance with the policies of the Corporation-, to receive and disburse funds in order to carry out the policies and programs of the Corporation, to engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation; to maintain and operate the Corporation's assets, to recommend actions regarding staff, agents, independent contractors and accountants after consultation with the Board of Directors; and to enter into and carry out contracts and agreements and execute any and all documents or instruments and

do and perform all such other things as may be in the furtherance of the Corporation's activities and purposes or which are necessary or appropriate to the conduct of the Corporation's activities or purposes.

- 6.02. Banks. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such financial institutions as the Board of Directors may select.
- 6.03. Fiscal Year. The fiscal year of the Corporation shall end September 30 of each year.
- 6.04. Financial Statements. It shall be the duty of the Treasurer or the Treasurer's designee to direct the annual preparation, presentation and submission of such financial statements as are necessary to inform the Board of Directors and Members as to the financial position of the Corporation and as may be required for submission to governmental agencies. The Treasurer, not later than December 15th of each year shall deliver a financial report of the Corporation to Little League Baseball, Incorporated and to the Members in such detail as Little League Baseball, Incorporated may request. Upon demand of Little League Baseball, Incorporated, such financial shall be certified by a certified public accountant.
- 6.05. Budget. The annual budget of the Corporation shall be prepared and submitted to the Board of Directors for consideration and approval on or before the annual meeting of the Board of Directors.
- 6.06. Auditor. The Board of Directors may appoint an auditor who shall be a certified public accountant or a firm of certified public accountants. The auditor shall have access to all books, papers, records and computer files as required. The auditor shall furnish the Board of Directors with such reports concerning the affairs of the Corporation as may be required. These reports shall be made accessible to the Members of the Corporation.

ARTICLE VII
LIMITATION OF PERSONAL LIABILITY OF
DIRECTORS; INDEMNIFICATION OF DIRECTORS,
OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

- 7.01. Limitation of Personal Liability of Directors. A Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
- A. The Director has breached or failed to perform the duties of his or her office; and
 - B. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.
- 7.02. Indemnification. The Corporation shall indemnify any natural person from liability arising by reason of his service as a director, except as stated in Section 7.01. The Corporation shall have the power to purchase and maintain insurance on behalf of each person who is a Director, officer, staff member or agent of the Corporation against any liability asserted against such person and incurred by such person in such capacity.

ARTICLE VIII
DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed in the following order of priority: (a) In equal shares to the chartered Little League Baseball Leagues which are entitled to exemption from income tax pursuant to Section 501(c)(3) of the Code or, if there are none; (b) to Little League Baseball, Incorporated if it is then in existence and entitled to exemption from Federal Income Tax and pursuant to Section 501(c)(3) of the Internal Revenue

Code. or if it is no longer in existence or so qualified, for one or more exempt purposes within the meaning of the Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the Federal government or to a state or local government for a public purpose as nearly as possible consistent with the purposes of Little League Baseball, Incorporated. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX MISCELLANEOUS

- 9.01. Registered Office. The address of the initial Registered office of the Corporation in the State of Arizona is 1364 S. Apollo Ct. Chandler, AZ 85286. The Board of Directors may alter the registered office of the Corporation from time to time. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate and as the business of the Corporation may require.
- 9.02. Corporate Seal. The corporate seal shall consist of a circular impression containing the name of the Corporation, the state of incorporation and the word "seal", in such form as shall be designated by the Board of Directors. Unless required by law or express provision of these By-Laws, the use of the corporate seal shall not be necessary to the validity of any instrument.

ARTICLE X AMENDMENTS

Except as prohibited by law, the By-Laws of the Corporation may be altered, amended or repealed, and new By-Laws adopted by the vote of a majority of the Members present at a duly convened meeting of the Members. All amendments must be approved by Little League Baseball, Incorporated before becoming effective.