

GROSSE POINTE WOODS-SHORES LITTLE LEAGUE INCORPORATED

BY-LAWS

ARTICLE I

OBJECTIVE

Section 1 - The name of this organization shall be the Grosse Pointe Woods-Shores Little League Incorporated, hereafter referred to in these By-Laws as the organization.

Section 2 - The purpose of the organization shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and reverence, so that they may be finer, stronger and happier children and will grow to be good, clean, healthy adults, by providing supervised competitive baseball games.

Section 3 - The registered office of the organization shall be located at:

ARTICLE II

MEMBERSHIP

Section 1 - Any child meeting the requirements as to age and residence as set forth in the rules of Little League Baseball, Inc., is eligible for active membership. Candidates for membership shall make written application therefor to the Board of Governors.

Section 2 - One adult parent for every child within the organization the last completed season shall be an Associate Member. Any Board Member, Manager or Coach the last completed season shall be deemed an Associate Member. Only Associate Members shall be eligible to vote at the annual meeting. Only Associate Members may be a member of the Board of Directors. All other candidates for associate membership shall make written application therefor to the Board of Governors.

Section 3 - To elect an applicant to associate membership shall require a two-thirds vote of the Governors present at the meeting at which such application is considered.

Section 4 - All resignations shall be tendered to the Board of Governors.

Section 5 - Each associate member shall vote at meetings or elections in which they are entitled to vote.

Section 6 - An associate member may be expelled for cause by a two-thirds vote of the Board of Governors.

ARTICLE III

MEETINGS OF ASSOCIATE MEMBERS

Section 1 - An annual meeting of the associate members shall be held each year for the purpose of electing members of the Board of Governors and for the transaction of such other business as may come before the meeting. The date and time of the annual meeting shall be set by the Board of Directors.

Section 2 - Special meeting of the organization shall be called by the President or upon written request of any five members of the Board of Governors or of any 20 associate members of good standing.

Section 3 - The place and date of the annual or any special meeting will be fixed by the President. Notice of the meeting shall appear in a newspaper of general circulation in Grosse Pointe Woods and Grosse Points Shores and/or by mail or circulation to the membership, at least two weeks prior to the date of the meeting, and shall also be given in writing to all members of the Board of Governors and to all team managers by the Secretary.

Section 4 - Twenty-five (25) associate members shall constitute a quorum. However, if such a quorum is not present at the annual meeting, the Board of Governors shall then have the authority to elect or re-elect members to its Board at a meeting within the next two (2) months.

ARTICLE IV

BOARD OF GOVERNORS

Section 1 - Management of the organization shall be vested in the Board of Governors who shall have control of its property and direction of its affairs.

Section 2 - The Board of Governors shall consist of eighteen (18) members; provided however, that nor more than one member from any family may serve on the Board concurrently. For the purposes of this section, a family is defined as a body of persons who live in one house, and under one head.

Section 4 - The elected members of the Board shall be elected at the annual meeting of the associate members and shall serve for two (2) years.

Section 5 - At the annual meeting of the associate members, nine (9) persons shall be elected to make the full membership of the eighteen (18) member Board. The nine (9) candidates receiving the highest number of votes will serve a term of two (2) years.

Section 6 - The managers' representative shall be elected by the managers of each league at an election called and supervised by the Players Agent and shall serve for one year or until a successor is elected for the following year.

Section 7 - Vacancies occurring during the year in the Board of Governors shall be filled by vote of the Governors from the associate membership. Members of the Board so elected shall serve for the unexpired term.

Section 8 - Monthly meetings of the Board of Governors may be at such time and place as the President may designate.

Section 9 - Special meetings shall be called by the President or upon written request of any five members of the Board.

Section 10 - Notice of any regular or special meeting of the Board of Governors, shall be given at least five (5) days previous thereto by written notice mailed to each Board member.

Section 11 - A simple majority shall constitute a quorum of the Board of Governors.

Section 12 - The act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors unless the act of a greater number is required by law or by these By-Laws.

Section 13 - Any Board member who is absent from two (2) consecutive regular monthly meetings without prior notification to the President or Secretary and/or without excuse satisfactory to the Board shall be deemed to have surrendered his office as a member of the Board of Governors.

Section 14 - The Board of Governors may by a two-thirds vote of the members elect, suspend, or expel an officer, member of the Board, associate member, committee member, manager or coach for failure to comply with the articles of Incorporation, By-Laws, or any duly adopted policies, rules, or regulations of the organization; provided that thirty (30) days written notice shall have been given to such member setting forth the intention to propose his suspension or expulsion, the specific reason therefor, and the right of the member to appear and be heard in person or by council at the meeting at which such suspension or expulsion shall be proposed.

Section 15 - Any member of the Board of Governors having knowledge of the misconduct of any child shall, within 24 hours of becoming aware of such misconduct, notify the manager of the team of which the child is a member and the President. The President will appoint a special committee of three (3) members of the Board to investigate the evidence with full power to suspend or revoke the child's right to future participation to the League.

Section 16 - The Order of Business of the Board shall be limited to the Agenda prepared by the Agenda Committee. New Business may only be added to the Order of Business at any meeting by a two-thirds vote of the members elect of the Board of Governors .

ARTICLE V

OFFICERS

Section 1 - The officers of the Organization shall be a President, Vice President, Secretary and Treasurer.

Section 2 - The officers of the organization shall be elected annually by the Board of Governors at their first monthly meeting following the annual meeting of the associate members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3 - A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Governors for the unexpired portion of the term.

Section 4 - The duties of the Officers shall be such as are implied by their respective titles, and such additional duties as are specified in these by-laws

Section 5 - The President shall appoint all standing committee chairmen, subject to the approval of the Board of Governors . The President shall appoint the chairmen of any special committees that the Board of Governors may create subject to the approval of the Board of Governors. The President shall be, ex-officio, a member of all committees without the right to vote.

Section 6 - The Vice-President shall, in the absence of the President, or when requested by the President, take over the duties of the President.

Section 7 - The Secretary shall keep any records of the League that may be designated by the Board of Governors as necessary to the operation of the League. The Secretary shall keep an authentic record of the proceedings of all meetings; he shall conduct the general correspondence of the League; he shall prepare an agenda for presiding officers and circulate to members of the Board of Governors at least twenty-four (24) hours prior to meeting; he shall have copies of the By-Laws and local rules at every meeting. The Secretary shall preside at all meetings in the absence of both presiding officers .

Section 8 - The Treasurer shall serve as custodian of all funds and be chief disbursing officer. The Treasurer shall place all funds in depository designated by the Board of Governors; he shall be responsible for the prompt payment of all bills approved for payment by the Board of Governors. The Treasurer shall keep accurate records of all transactions, both receipts and disbursements and be prepared to give a report to the members of the Board at every meeting.

Section 9 - All officers shall prepare written reports of activities for the annual Associate Membership meeting.

Section 10 - All officers, upon retiring from office, shall deliver to president all records, record books, papers, correspondence or other property belonging to the League.

ARTICLE VIAPPOINTMENTS

Section 1 - Each year the President shall appoint, with the approval of the Board of Governors, a players agent for each league, team managers, and a director for each of the following: Equipment, grounds, schedules, registration program, publicity and such other directors deemed essential for the best interest of the organization. Such appointee may be removed by the President for failure to comply with the articles of incorporation, by-laws, any duly adopted policies, rules, or regulations of the organization or failure to perform his duties.

Section 2 - Vacancies may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 3 - The players' agent shall:

- (a) Conduct player draft for his respective league.
- (b) Represent players in all negotiations with managers. The welfare of the player shall be of first importance.
- (c) File or cause to be filed official rosters for major league teams with the national headquarters through the Secretary.
- (d) Maintain and preserve official roster of all terms.
- (e) Submit names of prospective managers to the Managers' Selection Committee.
- (f) Cooperate with the equipment manager in distributing and sequestering equipment.
- (g) Exercise such reasonable surveillance as will tend to insure full compliance with National and Local rules.
- (h) Tabulate and keep a record of score for all games in his league.
- (i) Inform managers of rule changes and Board of Governors action.
- (j) Call and supervise the election of the managers' representative on the Board.

Section 4 - The equipment manager shall:

- (a) Procure needed equipment within the budget approved by the Board at the best price available, using the bid method if feasible, but bearing in mind the reputation and capacity of the supplier to meet commitments.
- (b) Be responsible for maintenance, distribution and collecting and storing all equipment.

Section 5 - The Grounds Manager shall arrange for bleacher seats, player benches, snow fences wherever possible and such other equipment as the Board may deem necessary. It shall also be his duty to see that all fields are kept in good playing condition for tryouts, practice, and season and tournament games and to maintain field lockers and adequate equipment therein.

Section 6 - The Publicity Director shall be in charge and responsible for all publicity, arrange for the gathering of information pertaining to the games and other activities and the preparation thereof for use in the newspapers, schools or other media or agencies.

Section 7 - The Registration Director shall:

- (a) Arrange for publication of registration dates.
- (b) Be responsible for registration of players.
- (c) Obtain and file appropriate parental or guardianship consent in writing, authorizing players to participate in the league.
- (d) Prepare and maintain an alphabetical list of all registered players, showing name, address, telephone number and league age.

Section 8 - The Program Director shall be responsible for and arrange opening day ceremonies, tournaments and such other activities for the benefit of the children or league as the Board may determine.

Section 9 - The Director of Special Fund Raising Activities shall conduct any fund raising activities, other than sponsors or contributors, as the Board may direct.

Section 10 - The Schedules Director shall establish tryout, practice, season and championship game schedules, re-schedule postponed or extra games and arrange umpires for all games.

Section 11 - Each manager shall be responsible for the selection of his team and coaches and for their action on the field. He must work through and cooperate with the players agent in any release or acquisition of players. Any business or complaint to be considered by the Board, except game protest, must be presented and submitted to the Board by the Managers' representative.

Section 12 - The Managers' Representative of each league shall be a voting member of the Board and serve until such time as a successor is appointed. It shall be his duty to represent his league managers or manager on any matter before the Board except game protest. He shall not be assigned any other duties by the President without his express consent.

Section 13 - The President, with the approval of the Board, may enlarge to more than one person or to a full committee each of the appointments set forth in this article except managers and managers' representative.

Section 14 - The duties for each of the appointments set forth in this article shall be limited as defined. Broader powers must be specifically granted by the President and approved by the Board.

ARTICLE VII

COMMITTEES

Section 1 - Each year the President shall appoint with the approval of the Board of Governors, the committees set forth in this article and such other committees as the work of this organization requires. Committees shall be advisory in nature only, unless authority to act is specifically delegated to them by said Board of Governors.

Section 2 - One member of each committee shall be appointed chairman by the President.

Section 3 - Each member of a committee shall continue as such until his successor is appointed, unless the committee be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4 - Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 5 - The Agenda Committee shall consist of the President, Vice President and Secretary. The President shall act as chairman. It shall be the duty of this committee to prepare an agenda for regular and special meetings of the Board and to mail copies of the agenda to each member of the Board at least three (3) days before the meeting.

Section 6 - The Finance Committee shall consist of the President, Vice President and Treasurer. The Treasurer shall act as chairman. The committee shall from time to time prepare for recommendation to the Board of Governors, proposed budgets which shall form the basis of requests for appropriations from the funds of the organization during such periods, and the Finance Committee shall supervise through the Treasurer the proper conformance of expenditures to such budgets.

Section 7 - The By-Laws and Rules Committee shall annually review the by-laws and local rules of the organization and make such recommendations as it deems advisable to the President for consideration by the Board of Governors.

Section 8 - The Board of Governors Nominating Committee shall consist of six (6) Board members who are not up for re-election. The duty of this committee shall be to accept for nomination any candidate proposed by any three (3) associate members, provided such candidate is a member in good standing, and of good character. The persons making the recommendation must submit to the committee a resume of the qualifications of the candidate and a letter of consent to serve if elected, signed by the candidate. The committee may also accept nomination from the floor at the annual meeting provided the person making the nomination speaks on the qualifications of the candidate and the candidate personally, or in writing, if absent, consents to serve if elected.

Section 9 - The Managers Selection Committee shall consist of the officers and the player agents. The Vice President shall act as chairman. The duty of this Committee shall be to recommend managers to the Board of Governors.

Section 10 - The Sponsors Committee shall solicit and secure sponsors or contributors, provide sponsors with appropriate agreements as to the lettering to be used as consideration for the sponsorship, provide each sponsor with a schedule of games, and extend written invitations to each sponsor to attend opening day ceremonies. All contributions shall be acknowledged and appropriate recognition provided by the committee.

ARTICLE VIII

MISCELLANEOUS

Section 1 - The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its annual meeting of associate members, Board of Governors and committees having authority to act.

Section 2 - Auditors shall be designated by the Board of Governors prior to the close of business in each fiscal year, who shall audit and examine the books of account of the organization and shall certify to the Board of Governors and the associate members the annual balances of said books which shall be prepared at the close of said year by the Treasurer.

Section 3 - The Board of Governors shall decide all matters pertaining to the finances of the League and it shall be a permanent policy to place all income in the League Treasury, directing the expenditure of same in such a manner as will give no individual or team an advantage over the others as to equipment, etc.

Section 4 - To equalize benefits among the teams in the league, the Board of Governors shall discourage the contribution of funds to individuals or teams but shall solicit same for the treasury of the league.

Section 5 - Disbursement of the funds of the organization shall be made in accordance with the budget and such special appropriations as shall be made by the Board of Governors.

Section 6 - The fiscal year of the organization shall be from October 1 to September 30.

Section 7 - Associate members desiring to discuss or seeking action of the Board on any item of business, must submit their proposal in writing to the chairman of the Agenda Committee 15 days prior to the date of the meeting where the proposal is to be discussed or acted upon. Refusal or failure to act on the request by the Agenda Committee, may be appealed to the Board of Governors and on approval by the Board by two-thirds (2/3) vote of the members elect, the proposal shall be included in the Order. Notice of intent to appeal to the Board must be submitted to the President at least five (5) days prior to the meeting.

Section 8 - The Official Playing Rules and Regulations as published by Little League Baseball, Inc., shall be binding on this organization.

Section 9 - ROBERTS Rules of Order shall govern the proceedings of all meetings, except where such rules conflict with the rules and regulations of Little League Baseball, Inc., the laws of the State of Michigan, or these by-laws.

Section 10 - Any manager, coach or parent aggrieved by any decision of a Board member, administrative official or committee appointed by the Board, may appeal to the Board of Governors. The appeal must be in writing, and filed in triplicate with the Secretary. The Secretary shall mail a copy of the complaint to the party against whom the complaint is directed at least ten (10) days before the complaint will be considered by the Board.

ARTICLE IX

BY-LAWS AND LOCAL RULES

Section 1 - These original by-laws shall be accepted and approved by the associate members at the annual or special meeting. Notice of the meeting to approve these by-laws shall appear in a newspaper of general circulation in Grosse Pointe Woods and Grosse Pointe Shores and/or by mail to the membership, at least two (2) weeks prior to the date of the meeting.

Section 2 - The Board of Governors may amend these by-laws by a two-thirds (2/3) vote of the members elect of the Board of Governors at the meeting at which such amendment is considered, provided, however, that copies of such proposed amendments, shall be served on said Board of Governors, at least ten (10) days before the meeting, at which such amendments are to be considered, and the Board of Governors shall receive notice of the time and place of the meeting at which such amendments will be considered.

Section 3 - Amendments to the Local Rules must be presented to the Board of Governors not less than one (1) month previous to the first scheduled game of the season and shall in no way conflict with the rules of Little League Baseball, Inc. Subsequent to adoption, such Local Rules may only be changed by the Board by a two-thirds (2/3) vote of the members elect of the Board of Governors.

ARTICLE X

DISSOLUTION

Section 1 - On dissolution, no part of the organization's money, funds, and property shall inure to or be distributed to the members. The money, funds and property shall be distributed to one or more similar regularly organized non-profit organizations carrying out one or more of the objects and purposes of this organization, to be selected by the Board of Governors.