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***By Laws and Constitution***

ADOPTED NOVEMBER 1, 1993, REVISED SEPTEMBER 23, 2007

PREPARED FROM THE MODEL DOCUMENT

RECOMMENDED FOR ADOPTION BY LOCAL LITTLE LEAGUES

**ARTICLE I - NAME**

This organization shall be known as the Western Branch Fastpitch Softball Association, hereinafter referred to as "WBFSA."

**ARTICLE II - OBJECTIVE**

**Section 1**

The objective of the Western Branch Fastpitch Softball Association 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.

**Section 2**

To achieve this objective the Western Branch Fastpitch Softball Association 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 WBFSA shall operate exclusively as a non-profit educational organization providing a supervised program of competitive 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 effect the objective of this WBFSA may apply to become a member.

### **Section 2**

**CLASSES.** There shall be the following classes of Members:

a. **Player Members.** Any player candidate meeting the requirements of Little League Regulation IV and who resides within the authorized boundaries of the WBFSA shall be eligible to compete for participation but shall

have no rights, duties or obligations in the management or in the property of the WBFSA.

b. Regular Members. Any person actively interested in furthering the objectives of the WBFSA may become a

regular member upon election as hereinafter provided. 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, Managers, and other elected or appointed officials must be

active Regular Members in good standing.

c. Honorary Members. Any person may be elected as Honorary Member by the unanimous vote of all Directors

present at any duly held meeting of the Board of Directors but shall have no rights, duties, or obligations in the

management or in the property of the WBFSA.

d. Sustaining Members. Any person not a Regular Member who makes financial or other contributions to the

WBFSA may by a majority vote of the Board of Directors become a Sustaining Member, but such person shall

have no rights, duties, or obligations in the management or in the property of the WBFSA.

e. As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

### **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 members of the WBFSA.

b. Officers should not be actively engaged in the operation of any other baseball/softball program.

### **Section 4**

Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors.

a. The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the

authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of

such person is considered detrimental to the best interests of the WBFSA and/or Little League Baseball.

The member involved shall be notified of such meeting, informed of the general nature of the charges and given

an opportunity to appear at the meeting to answer such charges. Members of the Board of Directors who fail to

attend 50% of all meetings may have their membership on the Board revoked by a majority vote of the Board of Directors. Failure to attend 50% of the meetings does not automatically constitute grounds for removal. Any member who may have membership revoked shall be notified in writing not less than 10 days prior to such a vote taking place.

b. 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 adviser, 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 amounts as the Board of Directors shall determine prior to the beginning of any membership period.

### **Section 2**

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

### **Section 3**

A reasonable Little League participation fee may be assessed as a parent's obligation to assure the operational continuity of the WBLL. Although it is recommended that no fee be collected, a per player fee may be assessed if deemed necessary by the Board of Directors in order to maintain and operate WBFSA.

AT NO TIME SHOULD PAYMENT OF ANY FEE BE A PREREQUISITE FOR PARTICIPATION IN THE LITTLE LEAGUE BASEBALL PROGRAM. (Little League Regulation XIII[c])

## **ARTICLE V - MEETINGS**

### **Section 1**

Annual Meeting. The Annual Meeting of the Members of the WBFSA shall be held between the months of August through October each year for the purpose of electing a Board of Directors, receiving reports and for transaction of such business as may properly come before the meeting at a time and place chosen by the Board of Directors. After the Board of Directors is elected, the Board shall meet to elect the officers.

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### **Section 2**

Notice of Meeting. Notice of each meeting of the Members shall be mailed or otherwise delivered to each

Member at the last recorded address at least ten (10) days in advance thereof setting forth the place, time, and purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened meeting.

### **Section 3**

Special Meetings. Special meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon written request of ten (10) Members, the President shall call a special meeting to consider a specific subject. NO BUSINESS other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

### **Section 4**

Quorum. The presence in person or representation by absentee ballot of one-third (1/3) of the members, or a number or percentage acceptable to the WBFSA regular membership in advance of the annual meeting, shall be necessary to constitute a quorum.

### **Section 5**

Voting. Only Regular Members shall be entitled to vote at any meeting of the WBFSA.

### **Section 6**

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 7**

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 WBFSA.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **Section 1**

Board and Number. The management of the property and affairs of the WBFSA shall be vested in the Board of Directors. The number of Directors shall be not less than five (5) or more than twenty-five (25). The Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors shall have been duly elected and qualified.



## **Section**

Required Members. The Board membership shall include the Officers and a minimum of one manager. 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 determine the number of directors to be elected for the ensuing year and shall elect such number of Directors. The number so fixed may, within the limits prescribed by the foregoing Section 1, be increased at any regular or special meeting of the Members, and if the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting. All elections of Directors shall be by majority vote of all members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.

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## **Section 4**

Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled

by a majority vote of the remaining Directors at any regular meeting or at any special meeting called 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 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 either by mail at least three (3) days before the time appointed for the meeting to the last recorded address of each Director, or by telephone or telegraphic or personal notice twenty-four hours preceding the meeting.

In the case of special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

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

## **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 WBFSA as it may deem proper.

The Board shall have the power by a two-thirds vote of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or Committee member of the WBFSA in accordance with the procedure set forth in Article III, Section 4(a).

The Membership shall receive at the Annual Meeting of the members of the WBFSA a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real or personal property owned by WBFSA, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of acquisition; the amount applied, appropriated or expended during the year immediately for which such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the WBFSA during

such year, which report shall be filed with the records of the WBFSA and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

A copy of such report shall be forwarded to Little League Headquarters.

## **ARTICLE VII - EXECUTIVE COMMITTEE (OPTIONAL)**

### **Section 1**

The Board of Directors may appoint an Executive Committee, which shall consist of not less than three (3) nor

more than six (6) Directors, one of whom shall be the President of the WBFSA. The Executive Committee

shall also include position(s) for person(s) whom have previously served at least one year as president. The

previous president(s) shall serve in an advisory capacity only and shall not have a vote in any issues of the

Executive Committee. These person(s) may also be member(s) of the Board of Directors (but not required)

with all rights and privileges afforded to BOD members in regards to BOD issues/duties.

### **Section 2**

The Executive Committee shall advise with and assist the Officers of the WBFSA in all matters concerning its

interests and management of its affairs, and shall have such other powers as may be delegated to it by the

Board.

### **Section 3**

At any meeting of the Executive Committee a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

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## **ARTICLE VIII - OTHER COMMITTEES**

### **Section 1**

Nominating Committee. The Board of Directors may appoint a Nominating Committee consisting of three (3)

Directors and other appointed Regular Members.

The Committee shall investigate and consider eligible candidates and submit at the Annual Meeting a slate of candidates for the Board of Directors.

The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.

### **Section 2**

Membership Committee. The Board of Directors may appoint a Membership Committee consisting of three (3)

Directors and other appointed Regular Members.

The Committee shall receive the names of prospective Honorary, Sustaining, and Regular Members, investigate for eligibility and recommend those qualified for election at the annual, regular, or any special meeting of the members of the Board of Directors as the case may be.

### **Section 3**

Finance Committee. The Board of Directors may appoint a Finance Committee consisting of not less than three

(3) nor more than five (5) Directors and other appointed Regular Members.

The Treasurer shall be an ex-officio member of the Committee.

The Committee shall investigate ways and means of financing the WBFSA including team sponsorships and submit recommendations.

It shall be responsible for taking up collections at games, if such collections are authorized by the WBFSA and shall turn over said collections to the Treasurer immediately after each game.

#### **Section 4**

Building and Property Committee. The Board of Directors may appoint this committee consisting of three (3)

Directors and other appointed Members.

The Committee shall investigate and recommend available suitable sites and plans for development, including

ways and means, the latter in cooperation with the Finance Committee.

This Committee shall be responsible for the care and maintenance of the playing fields, buildings and grounds.

It shall operate within the amount appropriated in the approved budget for that purpose.

#### **Section 5**

Playing Equipment Committee. The Board of Directors may appoint a Playing Equipment Committee, which

shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board.

The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair,

cleaning, and storage thereof at the close of the season.

#### **Section 6**

Managers Committee. The Board of Directors may appoint a Managers Committee consisting of three (3)

Directors.

The Committee shall interview and investigate prospective managers and coaches, including those for the

Minor League teams and recommend acceptable candidates to the President, for appointment and subsequent approval to the Board of Directors.

It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of the WBFSA.

It shall, at the request of the President or Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors as the case may be.

## **Section 7**

District Committee. The Board of Directors may appoint a District Committee consisting of the WBFSA

President as chairman and two (2) other Directors.

The Committee shall assist the District Administrator in interleague district functions including the selection of members of the District Administrator's Advisory Committee and the selection of tournament sites and area tournament directors.



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### **Section 8**

Auditing Committee. The Board of Directors shall appoint an Auditing Committee consisting of three (3)

Directors. The President, Treasurer, or signatories of checks are not eligible.

The Committee will review the WBFSA's books and records annually prior to the Annual Meeting and attach a

statement of their 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 IX - OFFICERS, DUTIES, AND POWERS**

### **Section 1**

Election. Immediately following the Annual Meeting, the Directors present, provided there be a quorum, shall

meet for the purpose of electing officers and appointing committees for the ensuing year.

### **Section 2**

Officers. The Officers of the WBFSA shall consist of a President, one or more Vice-presidents, a Secretary, and

a Treasurer, all of whom shall hold office for the ensuing year or until their successors are duly elected.

### **Regulations 1 (b).**

The Board of Directors may appoint such other Officers 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 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. The President shall:

a. Conduct the affairs of the WBFSA and execute the policies established by the Board of Directors.

b. Present a report of the condition of the WBFSA at the Annual Meeting.

c. Communicate to the Board of Directors, such matters as deemed appropriate, and make suggestions as may tend to promote the welfare of the WBFSA.

d. Be responsible for the conduct of the WBFSA 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

WBFSA by that organization.

e. Designate in writing other officers if necessary to have power to make and execute for/and in the name of the

WBFSA such contracts and leases they may receive and which have had prior approval of the Board.

f. Investigate complaints, irregularities, and conditions detrimental to the WBFSA and report thereon to the

Board or Executive Committee as circumstances warrant.

g. Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution

thereof.

#### **Section 4**

Vice President. The Vice-President shall

In case of the absence or disability of the President, and provided he/she 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 addition, the Vice-President(s) shall:

a. Be in charge of league operations and duties as assigned by the President and/or the Board of Directors.

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b. Direct and assist the Division Chairpersons in their duties.

## **Section 5**

Division Chairpersons / Player Agent. There shall be assigned a chairperson for each division under the

auspices of this Association. This person shall be in charge of their respective division in its formation and

during the term of office. Their other duties shall include:

a. 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.

b. Record all player transactions and maintain an accurate and up-to-date record thereof.

- c. Receive and review applications for player candidates and with the assistance of other officers check residence and age eligibility.
- d. Conduct the player auction or draft and all other player transaction or selection meetings.
- e. Prepare the Player Agent's list.
- f. Sign for submission tournament team eligibility affidavit.
- g. The Player Agent shall not manage/coach within their division of responsibility.

## **Section 6**

Secretary. The Secretary shall:

- a. Be responsible for recording the activities of the WBFSA and maintain appropriate files, mailing lists and necessary records.
- b. 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. Maintain a list of all Regular, Sustaining, and Honorary members, Directors, and committee members and give notice of all meetings of the WBFSA, the Board of Directors, and committees.

d. Removed

e. Keep the minutes of the meetings of the Members, the Board of Directors, and the Executive Committee, and cause them to be recorded in a book kept for that purpose.

f. Conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.

g. Notify Members, Directors, Officers and committee members of their election or appointment.

## **Section 7**

Treasurer. The Treasurer shall:

a. 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 deposit same in a depository approved by the Board of Directors.

c. Keep records for the receipt and disbursement of all monies and securities of the WBFSA, 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.

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d. Prepare an annual budget, under the direction of the President, for submission to the Board of Directors.

e. Prepare an annual financial report, under direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting.

## **ARTICLE X - MANAGERS, COACHES, AND UMPIRES**

### **Section 1**

Team Managers and Coaches shall be appointed annually by the President and approved by the Board of

Directors. Managers shall be responsible for the selection of their teams and for their actions on the field.

Regulation 1 (b). All managers and coaches shall be ex-officio members of the board with no vote.

## **Section 2**

Umpires shall be contracted annually by the President, with the approval of the Board of Directors. Regulation

1 (b).

## **Section 3**

While holding such office, the President shall abide by Little League International rules set forth in regards to managing, coaching, and/or umpiring.

## **ARTICLE XI - AFFILIATION**

### **Section 1**

Charter. The WBFSA shall annually apply for a charter from Little League Baseball, Incorporated, and shall do

all things necessary to obtain and maintain such charter.

The WBFSA 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, PA, shall be binding on the WBFSA.

## **Section 3**

Little League Rules. The local rules of the WBFSA 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.

## **ARTICLE XII - FINANCIAL AND ACCOUNTING**

### **Section 1**

The Board of Directors shall decide all matters pertaining to the finances of the WBFSA and it shall place all income in a common 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 funds or property to individual teams but shall solicit same for the common treasury of the WBFSA, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the WBFSA.

### **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 be placed in the WBFSA treasury.

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### **Section 4**

The Board shall not permit the disbursement of WBFSA 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 WBFSA shall receive, directly or indirectly, any salary, compensation, or emolument from the WBFSA for services rendered as Director, Officer, or member.

### **Section 6**

All monies received shall be deposited to the credit of the WBFSA in BB&T and/or whichever bank is approved by a true majority of the Board of Directors and all disbursements shall be made by check. All checks shall be signed by the WBFSA 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 WBFSA shall begin on the first day of January and shall end the last day of December.

## **Section 8**

Distribution of Property upon Dissolution. Upon dissolution of the WBFSA and after all outstanding debts and

claims have been satisfied, the Members shall direct the remaining property of the WBFSA to another Federal

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.

## **ARTICLE XIII - AMENDMENTS**

This Constitution and By-Laws may be amended, repealed or altered in whole or part by a majority vote at any

duly organized meeting of the Board of Directors provided notice of the proposed change is included in the

notice of such meeting. For the purposes of amending this constitution and By-Laws a quorum of the Board of

Directors shall be defined as 2/3 of the current Board of Directors.

Draft of all proposed amendments shall be submitted to Little League Baseball, Incorporated, for approval.

## **REVISIONS**

Revision 1 to these By Laws and Constitution of WBFSA/WBLL adopted at Annual meeting September 22, 2002.

Revision 2 to these By Laws and Constitution of WBFSA/WBLL adopted at the Annual meeting held

September 24 2007.