

# *Pasadena Pee Wee League, Inc.*

## **BYLAWS**

### **Article I. Name**

This organization shall be known as the “Pasadena Pee Wee League, Inc., of Pasadena, Texas” hereinafter referred to as the “League”.

The League shall indemnify every Director or Board Member, his heirs, executors and administrators against expenses actually and reasonably incurred by him, as well as any amount paid upon judgment connection with any action, suit, or proceeding, civil or criminal, to which he may be made a party by reason of his being or having been a Director or Board Member of any other corporation he is no entitled to be indemnified, provided that it is determined in the manner provided by law that such Director conducted himself in good faith and reasonably believed that his conduct was in the League’s best interest. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

### **Article II. Objectives**

The objectives of the League shall be to Protect Our Nations Youth and provide experiences in youth baseball in such a manner that will help young people grow into healthier and happier adults. The objectives will be achieved by providing supervised baseball games played with volunteers bearing in mind that the attainment of exceptional athletic skills and the winning of games are secondary to the molding of good sportsmanship and high ideals are of prime importance.

### **Article III. Membership**

To be a member of Pasadena Pee Wee League, Inc. you must meet the following requirements. You must be a parent or legal guardian of a child who meets the eligibility requirements and is currently a registered player or have an active interest (i.e. Coach/Volunteer without a registered player) in the League.

- A. Individuals having an active interest in the League shall be those who are parents or legal guardians of registered players or Coaches/Volunteers without a registered player in the league. Persons paying their \$1.00 membership fees prior to the beginning of the current years Spring season are also considered members of the League.
- B. Qualifications for Board Membership of the League
  1. Only voting members of the League are eligible to run for the Board of Directors Membership.
  2. Having paid their \$1.00 membership dues. Membership fees are a part of registration fees or can be paid separately if you are not the parent or legal guardian of a current registered player.

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*Revised July 2018*

3. To be eligible to run for a position on the Board you must have been a member of the League 60 days prior to being elected and must be at least 18 years of age. If you have been a member of the league for less than 60 days a probationary period may be imposed at the discretion of the current Board of Directors.
4. The Pasadena Pee Wee League Board of Directors has the responsibility of setting fees of membership.

A person must have served on the Pasadena Pee Wee League Board of Directors a minimum of 2 years to be considered for the President elect position.

Any child meeting the requirements as to age is set forth in the rules of the League shall be eligible to register and tryout for a position on a team.

#### **Article IV. Board of Directors**

- A. The Board of Directors of the League shall be:  
President, Vice President (American), Vice President (National), Vice President (Jr. T Ball), Player Agent, Purchasing Agent, Assistant Purchasing Agent, Division Reps (min 3), Treasurer, Co-Treasurer, Secretary, League Coordinator, Assistant League Coordinator (if necessary), Sponsorship Coordinator, Field Maintenance, Assistant Field Maintenance (if necessary).
- B. Vacancy of any office shall be addressed at the next scheduled meeting of the Board of Directors.
- C. Limitations:
  1. No persons shall simultaneously hold two elected offices.
  2. Two or more members of the same household may serve on the Board with the exception that only one may hold check signing authority at any given time.
  3. A member of the Board of Directors of this League cannot do business with the League.
  4. Division Reps may not serve in a Division where their child plays or they themselves hold a Managing or Coaching position on a team.
  5. Immediate family members belonging to any Professional Umpires Association cannot officiate a game in a division of play the relative is in during any seasonal/or tournament games at the League.
  6. Board Members may not participate in any vote that directly involves the team(s) and/or division(s) that their child or children participate in. If the Board votes and the result is in a tie and the matter is part of the President's team, the Board **MUST MAKE THE DECISION**, without any input from the President.
- D. Elections:
  1. Election of the Board of Directors will be made at the Annual Meeting by the membership of the League.
  2. A nomination committee consisting of at least five members of the Board shall be appointed by the President no later than June 1st for the purpose of selecting the most qualified nominees for submission to the membership at the Annual Meeting.
  3. The Board of Directors will accept applications for volunteers and vote to approve or deny them only after a background check has been conducted on the

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*Revised July 2018*

applicants. No volunteer will be removed, unless done so by the Board due to disciplinary actions.

4. Any applicant approved for a position on the Board of Directors who has not served on the Board prior to their current term will be placed on a mandatory probationary period of one full season (Spring/Fall) that coincides with the term in which they are first approved for membership on the Board of Directors.

## **Article V. Board of Directors**

No Director of the League shall be liable to the League or its shareholders for monetary damages, for any act or omission, in the Directors' capacity as a Director. Not withholding the foregoing sentence, this article shall not be constructed as eliminating or limited, under Texas Business Corporation Act and/ or the Texas Miscellaneous Corporation Laws Act, as same shall be amended from time to time.

- A. The League shall be governed by a Board of Directors which shall be composed of the following: President, Vice President (American), Vice President (National), Vice President (Jr. T Ball), Player Agent, Purchasing Agent, Assistant Purchasing Agent, Secretary, Treasurer, Co-Treasurer, League Coordinator and assistant (if necessary), Sponsorship Coordinator, Field Maintenance and assistant (if necessary), and Division Representatives (3 min). The position of Treasurer will become a co-position, consisting of the previous year's Treasurer(s) and the newly elected Treasurer(s), UNTIL the end of August when the League's taxes are filed with the IRS. At that time, the newly elected Treasurer(s) will hold the position solely.

The Board shall decide all matters pertaining to the League.

Two thirds (2/3) of the filled Board positions (rounded to the lowest number) that are present at meetings shall constitute a quorum.

## **Article VI. Meetings**

### **A. Membership**

1. Annual meetings of the Board of Directors shall be held in the month of July each year for the reading of Reports and Election of the Board of Directors.
2. A special meeting of the entire League Membership can be called upon by written request of 40% of the League or called on by the President as deemed necessary. Such written request must contain the reason and purpose of such called meeting and be delivered to the President. The President will hold a meeting within seven (7) days of receiving the written request.
3. Only individuals who have been members of the League for 60 days prior to the Annual Meeting can vote at the Annual or Special Meeting. A quorum of two thirds (2/3) of the Board of Directors may be present to hold either meeting.

### **B. Board of Directors**

1. Meeting of the Board of Directors may be called by the President at any time or upon written request of at least three (3) Directors and delivered to the President. Such written request must contain the reason and purpose of such called meeting. The President must hold a meeting within 72 hours of receipt of the request.
2. Meetings of the Board of Directors may be held either in person or via an agreed upon virtual meeting platform (text/group app/online/etc.).

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*Revised July 2018*

3. Board Members unable to attend meetings will be allowed to vote via text only on matters requiring full input from the Board of Directors.
- C. Notice of Meetings
1. Notice of the Annual Meeting called by the President shall be given at least seven (7) days prior thereto by placing an announcement in a newspaper published within the City of Pasadena, Texas and/or posting an announcement on the Leagues website and/or social media account(s).
    - A. The Board shall provide for the general public at the Annual Meeting twenty five (25) copies of the BYLAWS and the END OF THE YEAR FINANCIAL REPORT.
- D. Suspensions
1. Any Directors may be suspended from his/her position by two-thirds (2/3) vote of the entire Board of Directors if his/her conduct is considered detrimental to the BEST interest of the League.
    - A. A member of the Board of Directors missing two consecutive meetings, duty assignments and/or failure to actively perform with League activities, i.e., Opening Day, tournaments, shall constitute a Board inquiry for the purpose of possible suspension.
  2. A suspension committee for members other than players shall consist of Board Members, appointed by the President as the need arises. It shall investigate the FACTS concerning the suspension and report back to the Board of Directors within forty-eight (48) hours of the suspension. The Board shall have the power and authority to immediately lift the suspension, let the temporary suspension remain effective or make the suspension permanent for the remainder of the playing season. The Board will render a decision on the suspension within seventy-two (72) hours of the infraction and inform the individual of its decision and enforce the decision.
  3. There shall be NO Right of Appeal from the decision of the Board of Directors.
  4. Any consumption of Alcoholic Beverages on or adjacent to the playing fields shall constitute grounds for suspension by the Board of Directors. If a Manager, Coach, or other Volunteer is found to be consuming alcohol or under the influence of alcohol while on the premises he/she will be suspended for a period of time to be determined by the Board of Directors. The suspension may include any tournaments and Fall Ball. There will be NO REVIEW OF THIS MATTER.

## **Article VII. Authorities**

The bylaws or any part of thereof may be amended or replaced ONLY at the Annual Meeting upon two-thirds (2/3) of the present membership vote.

Official Playing Rules and Regulations of P.O.N.Y. Baseball Inc. and Major League Baseball shall be govern all games of the League, except where modified, deleted, or are in conflict with the local rules adopted by the Board of Directors.

1. Playing rules shall be modified by recommendation of the Playing Rules Committee no later than two weeks after the completion of the Annual Meeting. Approval of playing rules must be made by a majority vote of the Board of Directors.
2. The Playing Rules Committee shall be appointed by the President.

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*Revised July 2018*

3. All original documents pertaining to the League MUST remain at the Field House.

## **Article VIII. Financial Responsibilities**

The Board of Directors shall decide all matters pertaining to the Finances of the League Treasury, directing the expenditures in such a matter as will give no individual team an advantage over the other as to equipment, etc.

The Board of Directors may authorize funds for memorials or flowers not to exceed \$100.00 per incident.

Payment of all Liabilities to the League, dispose of all assets of the League exclusively for the purpose of the League in such manner, or to such organization or organizations for the purpose of the League in such manner, or to such organizations or organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (C) (3) of the IRS Code 1986 (or corresponding provision or any future U.S. Internal Revenue Law) as the League shall determine. Any such assets not so disposed of shall be disposed of by court of competent jurisdiction of the county in which the principal office of the League is then located, exclusively for the purposes.

Check signers shall consist of the following positions: President, Vice Presidents, Purchasing Agent, League Coordinator, and Treasurer(s).

An Audit Committee will be appointed by the President to audit the books by July 15<sup>th</sup>.

A CPA will perform a "Reviewed Financial Statement" prior to the Annual Meeting.

The previous Treasurer(s) will co-chair the position with the incoming Treasurer(s) until August 31<sup>st</sup>, when the leagues taxes are filed.