

GROSSE POINTE WOODS-SHORES LITTLE LEAGUE CONSTITUTION

League ID Number 01220605

THIS BOX FOR REGIONAL USE ONLY

Date submitted: _____

Approved: _____

Not approved: _____

LITTLE LEAGUE CONSTITUTION

ARTICLE I - NAME

This organization shall be known as the Grosse Pointe Woods-Shores Little League, hereinafter referred to as "GPWSLL."

ARTICLE II - OBJECTIVE

SECTION 1

The objective of the GPWSLL shall be to instill the principles of good sportsmanship, commitment, responsibility, teamwork, discipline, honesty, loyalty, and respect for authority, through an organized youth baseball program.

SECTION 2

To achieve this objective, the GPWSLL will provide a supervised program under the Rules and Regulations of Little League Baseball, Incorporated. Under the laws of the State of Michigan, and in accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, the GPWSLL shall operate exclusively as a non-profit educational organization providing a supervised baseball program.

ARTICLE III - MEMBERSHIP

SECTION 1

Eligibility. Any person interested in active participation to further the objective of the GPWSLL 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 shall be eligible to compete for participation. Player Members shall have no rights, duties or obligations in the management or in the property of the GPWSLL.
- (b) **Regular Members.** Any adult person actively interested in furthering the objectives of the GPWSLL may become a Regular Member upon appointment by the Board of Directors ("Board") as set forth herein. Regular Members may be issued a card numbered in sequential order annually. The secretary shall maintain the roll of membership in good standing of qualified voting Members. Only Regular Members in good standing are eligible to vote at General Membership Meetings. All Officers, Board Members, the District 6 Administrator, Committee Members, Managers, Coaches, and other Board appointed volunteers may be active Regular Members in good standing.

Note: Regular Members of the league *automatically* include all current Managers, Coaches, Board Members, Officers, the District 6 Administrator, and any other person who is appointed by the Board as a Committee Member or volunteer. All volunteers must pass a background check to the satisfaction of the Board and regularly assist in GPWSLL functions. Any person who fails to pass a background check to the satisfaction of the Board shall not be considered a Regular Member.

- (c) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

SECTION 3

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

- (a) By a two-thirds vote of the entire Board at any duly constituted Board meeting, the Board shall have the authority to discipline, suspend or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of the GPWSLL and/or Little League Baseball, Incorporated. 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.
- (b) The Board of Directors shall, in case of a Player Member, give notice to the manager of the team for which the player is a Player Member as well as the Player Member's parent or legal guardian. Said manager shall appear, in the capacity of an adviser, with the player before the Board. The player's parent(s) or legal guardian(s) may also be present. The Board shall have full power to suspend or revoke such player's right to future participation by two-thirds vote of the entire Board at any duly constituted meeting.

ARTICLE IV - GENERAL MEMBERSHIP MEETINGS

SECTION 1

Definition. A General Membership Meeting is any meeting of the membership of the league (including Special General Membership Meetings, Section 7). A minimum of one per year (Annual Meeting, see Section 5) is required.

SECTION 2

Notice of Meeting. Notice of each General Membership Meeting shall be delivered personally, electronically or by mail, and, in addition, through print media (newspaper), to each Member at the last recorded post office or email address at least fourteen (14) days in advance of the meeting, setting forth the place, time and purpose of the meeting.

SECTION 3

Quorum. At any General Membership Meeting, the presence in person of at least 20 members (as defined in Article III - Membership) shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

SECTION 4

Voting. Only Regular Members shall be entitled to make motions and vote at General Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings.

SECTION 5

Annual Meeting of the Members. The Annual Meeting of the Members of the GPWSLL shall be held the 3rd Thursday of October at 7:00 pm each year for the purpose of electing the Board of Directors, receiving reports, reviewing the Constitution, appointing committees, and for the transaction of such business as may properly come before the meeting.

- (a) The Membership shall receive at the Annual Meeting of the Members a report,
 - (1) By the President on the condition of the GPWSLL;
 - (2) By the Treasurer showing a general summary of funds received and expended by the GPWSLL for the previous year, the amount of funds currently in possession of the league, and the name of the financial institution in which such funds are maintained;
 - (3) The whole amount of all property owned by the GPWSLL, where located, and where and how invested;
 - (4) For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made;
 - (5) The names of the persons who have been admitted to regular membership in the GPWSLL during such year. This report shall be filed with the records of the GPWSLL and entered in the minutes of the proceedings of the Annual Meeting. A copy of such report shall be forwarded to Little League International.
- (b) At the 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 of Directors elected shall be twenty (20). The term of office shall be two (2) years. One-half (½) of the Board shall be elected in even-numbered years and one-half (½) of the Board shall be elected in odd-numbered years.
- (c) After the Board of Directors is elected, the Board shall meet to elect the officers. After the election, the Board of Directors shall assume the performance of its duties immediately. The Board's term of office shall continue until its successors are elected and qualified under this section.

- (d) The Officers of the Board of Directors shall include, at a minimum, the President, a Vice President, Treasurer, Secretary, one or more Player Agents, a Registrar, a Safety Officer and a Coaching Coordinator. The Board shall also include a minimum of one manager.

SECTION 6

Special General Membership Meetings. Special General Membership Meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon the written request of twenty (20) Members, the President or Secretary shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be discussed or transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than fourteen (14) days after the request is received by the President or Secretary.

SECTION 7

Rules of Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except where same conflicts with this Constitution of the GPWSLL.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1

Authority. The management of the property and affairs of the GPWSLL shall be vested in the Board of Directors.

SECTION 2

Increase in number. The number of Board of Directors so fixed in the Constitution may be increased or decreased at any Annual Meeting. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of increase or decrease of Directors shall be by a 2/3 vote of all Regular Members present at the Annual Meeting. Such vote shall be prior to the election of Directors.

SECTION 3

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 Board meeting or at any Special Board Meeting called for that purpose. The President may make a recommendation.

SECTION 4

Board Meetings, Notice and Quorum. Regular meetings of the Board of Directors shall be held immediately following the Annual Meeting and on such days thereafter as shall be determined by the Board.

- (a) The President or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of 14 Directors, issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.
- (b) Notice of each Board meeting shall be given by the Secretary personally, electronically or by mail to each Director at least 7 days before the time appointed for the meeting to the last recorded post office or email address of each Director.
- (c) Fourteen (14) members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.
- (d) Only members of the Board of Directors may be present and make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.

SECTION 5

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 GPWSLL as it may deem proper, provided such rules and regulations do not conflict with this Constitution.

The Board shall have the power by a two-thirds vote of the entire Board at any regular Board or Special Board Meeting to discipline, suspend or remove any Director or Officer or Committee Member of the GPWSLL in accordance with the procedure set forth in Article III, Section 4 (a, b).

SECTION 6

Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of all Board of Directors meetings, except where same conflicts with this Constitution of the GPWSLL.

ARTICLE VI - DUTIES AND POWERS OF THE BOARD

SECTION 1

Appointments. The Board of Directors may appoint such other agents as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed 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 2

President. The President shall:

- (a) Conduct the affairs of the GPWSLL and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the GPWSLL at the Annual Meeting.
- (c) Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the GPWSLL.
- (d) Be responsible for the conduct of the GPWSLL 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 GPWSLL 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 GPWSLL 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 GPWSLL and report thereon to the Board or Executive Committee as circumstances warrant.
- (g) With the assistance of the Registrar, 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.

SECTION 3

Vice President. The Vice President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.
- (b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President.

SECTION 4

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the GPWSLL 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 Members, Directors and committee members and give notice of all meetings of the GPWSLL and, the Board of Directors.
- (d) Issue membership cards to Regular Members, if approved by the Board of Directors.
- (e) Keep the minutes of the meetings of the Members, the Board of Directors, 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 meeting 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 5

Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein 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 moneys and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all moneys of the GPWSLL, including the Auxiliary, 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.
- (d) Prepare an annual budget for submission to the Board of Directors at the Annual Meeting.
- (e) Prepare an annual financial report for submission to the Membership and Board of Directors at the Annual Meeting, and to Little League International.

SECTION 6

Player Agent and Registrar. The Player Agent and Registrar shall:

- (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 verifying residence and age eligibility.
- (c) Conduct the tryouts, the player draft and all other player transaction or selection meetings.
- (d) Prepare the Player Agent's list.
- (e) Prepare for the President's signature and submission to Little League International, team rosters, including players claimed, and the tournament team eligibility affidavit.
- (f) Notify Little League International of any subsequent player replacements or trades.
- (g) Administer the divisional player pool.

SECTION 7

Safety Officer. The Safety Officer shall:

- (a) Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for children and all participants of Little League.
- (b) Develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting.

NOTE: In order to implement a safety plan using education, compliance and reporting, the following suggestions may be utilized by the Safety Officer:

- (1) Education - Should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, league officials, parents, guardians and other volunteers.
- (2) Compliance - Should promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.
- (3) Reporting - Define a process to assure that incidents are recorded, information is sent to league/district and national offices, and follow-up information on medical and other data is forwarded as available.

SECTION 8

Coaching Coordinator. The coaching coordinator shall:

- (a) Represent coaches/managers in league;
- (b) present a coach/manager training budget to the board;
- (c) gain the support and funds necessary to implement a league-wide training program;
- (d) order and distribute training materials to players, coaches and managers;
- (e) coordinate mini-clinics as necessary;
- (f) serve as the contact person for Little League International.

SECTION 9

Registrar and League Information Officer. The League Information Officer shall:

- (a) Set up and manage the league's official website (site authorized by Little League International);
- (b) Set up online registration and ensure the league rosters are uploaded to Little League;
- (c) Assign online administrative rights to other local volunteers;
- (d) Encourage creation of team web sites to managers, coaches, and parents;
- (e) Ensure that league news and scores are updated on a regular basis;
- (f) Collect, post, and distribute important information on league activities including direct dissemination of fund-raising and sponsor activities to Little League Baseball, Incorporated, the district, the public, league members, and the media;
- (g) Serves as primary contact person for Little League and Active Team Sports regarding optimizing use of the Internet for league administration and for distributing information to league members and to Little League Baseball, Incorporated.

SECTION 10

Yearbook Coordinator. The Yearbook Coordinator shall:

- (a) Solicit and secure local sponsorship ads to support league operations
- (b) Collects and reviews sponsorship and fundraising opportunities
- (c) Organizes and implements approved league fundraising activities
- (d) Coordinates participation in fundraising activities
- (e) Maintains records of monies secured through sponsorship and fundraising initiatives.

ARTICLE VII - EXECUTIVE COMMITTEE

SECTION 1

The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) nor more than five (5) Directors, one of whom shall be the President of the GPWSLL. The other Directors of the Executive Committee shall be nominated by the President and ratified by the Board.

SECTION 2

The Executive Committee shall advise with and assist the President in all matters concerning the interests and the management of the affairs of the GPWSLL, and shall have such other powers as may be delegated to it by the Board, but in no event will the Executive Committee have authority over the Board of Directors.

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.

ARTICLE VIII - OTHER COMMITTEES

SECTION 1

Nominating Committee. A Nominating Committee consisting of three (3) Directors shall be appointed by the President and ratified by the Board. The Committee shall investigate and consider eligible candidates and submit at the Annual Meeting a slate of candidates for the Board of Directors.

SECTION 2

Rules Committee. A Rules Committee consisting of three (3) Directors shall be appointed by the President and ratified by the Board. The Committee shall review the local rules annually and make recommendations to the Board.

SECTION 3

Field Committee. A Field Committee consisting of three (3) Directors shall be appointed by the President and ratified by the Board. The Committee shall make recommendations to the Board and be responsible for the care and maintenance of the playing fields.

SECTION 4

Managers Committee. A Managers Committee, consisting of five (5) Directors, 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 by the Board. It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President. It shall, at the request of the President or Board, investigate complaints concerning managers and coaches and make a report thereof to the President or Board, as the case may be. The Committee shall consist of the President (as Chair), the Major League Player Agent, the AAA Player Agent, the AA Player Agent and one other Director appointed by the President and approved by the Board. No member of this Committee shall be a Manager or candidate for Manager.

SECTION 5

Auditing Committee. The President may appoint with the approval of the Board an Auditing Committee consisting of three (3) Directors. The President, Treasurer or signatories of checks are not eligible. The Committee will review the books and records annually prior to the Annual Meeting and attach a statement of its 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 - AFFILIATION

SECTION 1

Charter. The GPWSLL shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter. The GPWSLL 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, Pennsylvania, shall be binding on this Local League.

SECTION 3

Local Rules, Ground Rules and/or Bylaws. The local rules, ground rules and/or bylaws of the GPWSLL 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, Regulations and Policies of Little League Baseball, Incorporated, nor shall they conflict with this Constitution. The local rules, ground rules and/or bylaws of this Local League shall expire at the end of each fiscal year, and are not considered part of this Constitution. (See Article XI, Section 7 for fiscal year of this league.)

ARTICLE X - FINANCIAL AND ACCOUNTING

SECTION 1

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

SECTION 2

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

SECTION 3

Solicitations. The Board shall not permit the solicitation of funds in the name of Little League Baseball, Incorporated unless all of the funds so raised be placed in the GPWSLL treasury.

SECTION 4

Disbursement of Funds. The Board shall not permit the disbursement of funds for other than the conduct of Little League activities in accordance with the rules, regulations and policies of Little League Baseball, Incorporated. All disbursements 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 5

Compensation. No Director, Officer or Member of the Local League shall receive, directly or indirectly any salary or compensation from the GPWSLL for services rendered as Director, Officer, Member, Manager or Coach.

ARTICLE XI - AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by a 2/3 vote at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting.

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

**AMENDMENT TO
GROSSE POINTE WOODS-SHORES
LITTLE LEAGUE CONSTITUTION**

The following amendment to the Grosse Pointe Woods-Shores Little League Constitution was adopted at the General Membership Meeting of the Grosse Pointe Woods Shores Little League held Thursday, October 15, 2015:

FIRST: Article VIII, Section 4 is hereby amended and restated in its entirety to read as follows:

Managers Committee. A Managers Committee, consisting of six (6) Directors, shall interview and investigate prospective managers and coaches, including those for the Minor league teams and Softball teams and recommend acceptable candidates to the President for appointment and subsequent approval by the Board. It shall, during the playing season, observe the conduct of the managers and coaches and report findings to the President. It shall, at the request of the President, investigate complaints concerning managers and coaches and make a report to the President or Board, as the case may be. The Committee shall consist of the President (as Chair), the Major League Player Agent, the AAA Player Agent, the AA Player Agent, the Softball Player Agent, and one other Director appointed by the President and approved by the Board. No member of this Committee shall be a Manager or candidate for Manager.

SECOND: The following is added as Article VIII, Section 6 of the Constitution:

Softball Committee. A Softball Committee consisting of no less than three (3) Directors shall be appointed by the President and ratified by the Board. The Committee shall assist the Softball Player Agent in the administration and oversight of the Softball Division.

THIRD: Except as provided in this Amendment, the Constitution is hereby ratified and approved.

I, Michael J. Cleland, Secretary of Grosse Pointe Woods-Shores Little League, hereby certify the foregoing Amendment to the Grosse Pointe Woods-Shores Little League Constitution was ratified by a two-thirds (2/3) majority of the General Members of Grosse Pointe Woods Shores Little League at the General Membership Meeting held October 15, 2015.

Grosse Pointe Woods-Shores Little League


Michael J. Cleland, Secretary

**SECOND AMENDMENT TO
GROSSE POINTE WOODS-SHORES
LITTLE LEAGUE CONSTITUTION**

The following amendment to the Grosse Pointe Woods-Shores Little League Constitution was adopted at the Special Membership Meeting of the Grosse Pointe Woods Shores Little League held Monday, November 23, 2015:

FIRST: The parenthetical phrase at the end of Article IX, Section 3 is hereby amended and restated in its entirety to read as follows:

(See Article X, Section 7 for fiscal year of this league.)

SECOND: The following provisions are hereby added to Article X as follows:

SECTION 6

Deposits. All moneys received, shall be deposited to the credit of GPWSLL.

SECTION 7

Fiscal Year. The fiscal year of GPWSLL shall begin on October 1 and shall end on September 30.

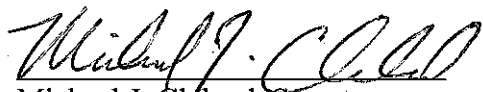
SECTION 8

Distribution of Property upon Dissolution. Upon dissolution of GPWSLL and after all outstanding debts and claims have been satisfied, all monies and property shall, as overseen by this Board, be held in trust for the benefit for youth sports activities in Grosse Pointe Woods and Grosse Pointe Shores which are, or may be entitled to, exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

THIRD: Except as provided in this Amendment, the Constitution is hereby ratified and approved.

I, Michael J. Cleland, Secretary of Grosse Pointe Woods-Shores Little League, hereby certify the foregoing Second Amendment to the Grosse Pointe Woods-Shores Little League Constitution was duly ratified by a two-thirds (2/3) majority of the General Members of Grosse Pointe Woods Shores Little League present at the Special Membership Meeting held November 23, 2015.

Grosse Pointe Woods-Shores Little League


Michael J. Cleland, Secretary