

**CONSTITUTION/BY-LAWS OF**  
**ARIZONA STATE LITTLE LEAGUE BASEBALL® INCORPORATED**

**ARTICLE I**  
**PURPOSES**

1.01. General Purposes.

A. Arizona State Little League Baseball Incorporated is incorporated under the Nonprofit Corporation Law of the State of Arizona (the “ACT”).

B. This Corporation is organized exclusively for charitable purposes and specifically to administer, guide, educate, support and promote the policies, rules, regulations and guidelines of Little League Baseball, Incorporated, to promote the development and expansion of the Little League Baseball and Softball program throughout the State of Arizona, and to assist all Little League Chartered Member Leagues throughout the State in providing for the children of Arizona the finest youth sports programs pursuant to the mission, philosophy and regulations of Little League Baseball, Inc., and, for such purposes, to make distributions to organizations chartered by Little League Baseball, Incorporated and that qualify as exempt organizations under Section 501(c)(3) and 501(a) of the Internal Revenue Code or the corresponding section of any future federal tax code.

**ARTICLE II**  
**MEMBERS**

2.01. Qualifications. Each duly recognized District (as defined by Little League Baseball, Incorporated) of Little League in the State of Arizona shall be a Member of the Corporation. Only such Little League Districts shall be Members. Each District of Little League in the State of Arizona shall be entitled to one (1) representative as set forth in Article 2.01(A), although the corporation may recognize other “non-voting” classes of membership for additional administrative purposes, as set forth in Article 2.01 (B)(C).

A. DISTRICT ADMINISTRATORS – District Administrators duly elected/appointed to represent the Districts of Little League Baseball, Incorporated, in the State of Arizona who are in good standing (as defined by Little League Baseball, Incorporated) shall represent the respective Members (the Districts of the State of Arizona as defined by Little League Baseball, Incorporated). Active District Administrators, as the duly elected/appointed representatives of the Members, shall be the only eligible voting Members of the Corporation. All District Administrators shall constitute the Board of Directors of the corporation. Current District Administrators shall constitute the Voting Members of the corporation.

B. ASSISTANT DISTRICT ADMINISTRATORS – Duly appointed Assistant District Administrators (appointed district staff members) may attend meetings, participate in all discussions, and are eligible to serve on committees as appointed by the Board of Directors. Assistant District Administrators may serve as elected officers of the corporation (if such office is open to Assistant District Administrators, which shall not include the offices of President, or Vice President), but shall not be voting members of the corporation, nor the Board of Directors, which is reserved only for District Administrators. Assistant District Administrators may be recognized as “honorary members” of the corporation, but in any event shall have no formal vote on matters presented for consideration to the Membership of the Corporation.

C. FORMER DISTRICT ADMINISTRATORS – Former District Administrators may attend meetings, participate in discussions of the Board of Directors, and may serve on committees as appointed by the Board of Directors. Former District Administrators shall not be voting members of the corporation, which is reserved for active/current District Administrators. Former District Administrators may be recognized as “honorary member” of the corporation, but in any event shall have no formal vote on matters presented for consideration to the Membership of the Corporation.

2.02. Membership Assessments. Members shall be subject to assessments from time to time, as determined by the Board of Directors. Members who fail to pay their assessment by May, 2020, after the same became due, may by 2/3 vote of the total membership have his/her rights and privileges of the corporation suspended.

2.03. Membership Meetings. All meetings of the Members shall be held at the registered office of the Corporation unless another place is designated by the Board of Directors in the notice of the meeting. The Board of Directors may adopt, by a majority vote at a duly constituted meeting, such rules and guidelines for the conduct of meetings and the management of the Corporation as it deems proper. The Board of Directors shall have the authority to schedule regular meetings as it deems necessary.

2.04. Annual Meeting. The Annual Meeting of the Members shall be established based upon each district's organizational schedule. Once established it must remain the same each year but may be modified by amendment. The Corporation shall advise Little League Baseball, Incorporated of the date set for Annual Meeting. If the Annual Meeting shall not have been called and held within four (4) weeks after the designated time, any voting Member may call the meeting at any time thereafter. Each Director (District Administrator) selected by a Member shall be installed at the Annual Meeting. Voting for all matters other than selection of Directors shall be on the basis of one vote per Member.

A. Members not present in person may vote by proxy on any matter, provided that, in the absence of the District Administrator to represent the Member, the Assistant District Administrator may represent the member, when written authorization from the District Administrator has been presented to the Secretary prior to the call of order of any meeting of the Corporation. When such notice is given to the Secretary, it shall be entered in the minutes for such meeting and the named Assistant District Administrator shall have full proxy and all authority for the District Administrator in his/her absence. Absentee ballots shall not be accepted.

2.05. Selection. Each Member, prior to the Annual Meeting of the Directors shall designate an individual who shall serve as a director of the Corporation for the fiscal year of the Corporation next commencing. The exact number of directors shall be determined by the number of Members from time to time.

2.06. Special Meetings.

A. Regular meetings, minimum of two per year, shall be scheduled for October (the Annual Meeting) and May, at the registered address of the corporation or at another place designated by the Board of Directors in the notice of any such meeting. The date, site and time shall be determined by the Board of Directors and provided in the notice of all such meetings.

B. Call of Special Meetings. Special Meetings of the Members may be called at any time:

(1) By the Board of Directors; or

(2) Unless otherwise provided in the Articles, by Members entitled to cast at least 20% of the votes of all Members.

C. Fixing of Time for Meeting. At any time, upon written request of any person who has duly called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary neglects or refuses to fix the time of the meeting, the person or persons calling the meeting may do so. Members shall be given seven (7) days actual notice in advance of the meeting and the purpose of the meeting shall be so stated in the notice.

## 2.07. Quorum and Adjournment.

A. General Rule. A meeting of Members of the Corporation duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of Voting Members, by and through their respective District Administrators, entitled to cast at least a majority of the votes that all Voting Members are entitled to cast on a particular matter to be acted upon at the meeting shall constitute a quorum for the purposes of consideration and action on the matter. Quorum will be a majority.

B. Withdrawal of a Quorum. The Members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum.

C. Adjournment for Lack of Quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as provided in the Act, adjourn the meeting to such time and place as they may determine.

D. Adjournments Generally. Any regular or special meeting may be adjourned for such period as the Members present and entitled to vote shall direct.

E. Other Action in Absence of Quorum. Those Members entitled to vote who attend a meeting of Members that has been previously adjourned for one or more periods aggregating at least fifteen (15) days because of an absence of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notice states that those Members who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

## 2.08. Action by Members.

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

2.09. Organization. At every meeting of the Members, President, or in his/her absence the Vice President, or in his/her absence one of the following officers present in the order stated: Secretary; Treasurer, a person chosen by vote of the Members present; shall act as Chairperson of the meeting. The Secretary or, in the absence of the Secretary, a person appointed by the Chairperson of the meeting, shall act as Secretary.

2.10. Affiliation. Members should not be actively engaged in the promotion of any other baseball/softball program.

## **ARTICLE III BOARD OF DIRECTORS**

3.01. Term of Office of Directors. Directors shall be the duly elected/appointed District Administrators of the State of Arizona, as recognized by Little League Baseball, Incorporated. Each Director shall serve for a term which coincides with his/her term as a District Administrator. Each director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation or removal. Directors may succeed themselves with no restriction as to length of service. Appointments, successor appointments and resignations are effective upon the filing of written notice of the same with the Corporation, and in conjunction with the requirements of resignation of Little League Baseball, Incorporated. Vacancies in office may be filled by the Member (District) who is without representation by a District Administrator, pursuant to the policies of Little League Baseball, Incorporated for filling the vacancy of the position of District Administrator, and whose representative has ceased to be a director and a director so appointed shall serve until the expiration of the term for which his predecessor was elected.

3.02. Powers. The property and affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The Board of Directors shall have and is vested with all the unlimited power and authority, except as it may be expressly limited by law, the Articles of Incorporation or these By-Laws, to supervise, control, direct and manage the property,

affairs and activities of the Corporation and to determine the policies of the Corporation. In carrying out its duties the Board of Directors shall be authorized to commit the Corporation to short or long-term leases and debts and to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes.- provided, however, that (1) the Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a not-for-profit corporation organized under the laws of the State of Arizona or by an organization which is exempt from income tax under section 501(c)(3) of the Code - and (2) none of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation.

3.03. Meetings. The Board of Directors shall meet at all Membership meetings as outlined in Article II.

3.04. Notice of Meeting. Notice of any annual, regular or special meeting shall be given at least three (3) days previous thereto by written notice delivered personally, electronically or mailed to each director at his business or home address. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except for any proposal to alter, amend or repeal the By-Laws or to adopt new By-Laws, for which notice of the terms thereof must be given as above provided, neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.05. Quorum. The presence of a majority of all the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If there be less than a quorum present, a majority of the directors present may adjourn the meeting from time to time and place to place and cause notice of each such adjourned meeting to be given to all absent directors.

3.06 Robert's Rules of Order shall govern the proceedings of all meetings on all matters not specifically prescribed by this Constitution or By-Laws otherwise adopted by the corporation.

#### **ARTICLE IV OFFICERS**

4.01. Qualifications. The officers of the Corporation shall consist of a President, one or more Vice President(s), a Secretary, and a Treasurer (all active District Administrators at the time of election) and such non-voting officers as the Board of Directors from time to time deems appropriate. The President, Vice President(s), Secretary and Treasurer shall be members of the Board of Directors. The officers of the Corporation shall be elected by the Board of Directors, which is composed of all the District Administrators of the State of Arizona in good standing with the Corporation, and each Officer shall serve for a 4-year term. Election of Officers shall be held at the annual meeting.

4.02. Removal. Any officer elected by the Board of Directors may be removed as an officer by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the officer so removed. The Board of Directors may recommend removal of an officer for any reason and shall be effective upon a majority vote of the Board of Directors at a duly constituted meeting.

4.03. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Directors at any regular meeting or at any special meeting called for that purpose, or may be filled by a majority vote of the Board of Directors called by the President and cast electronically

4.04 Corporation Executive/Voting Officers:

A. President. The President must be a District Administrator on the Board of Directors active in attending Corporation meetings, Little League Regional training programs, and the Little League International Congress to assure that the Corporation is informed and represented within the Little League Baseball, Incorporated organization. The President shall (1) conduct the affairs of the Corporation and execute the policies established by the Board of Directors;

(2) Communicate to the Board of Directors such matters as deemed appropriate, and make such recommendations as will promote the general welfare of the Corporation; (3) serve as the representative of the Corporation on all projects and programs, that require coordination by the Corporation; (4) preside at meetings of the Board of Directors and General Membership; and (5) perform such other duties as may be prescribed from time to time by the Board of Directors.

The President shall be the Chief Executive Officer of the Corporation and shall perform all duties incident to the office including the maintenance and supervision of all records, the conduct of correspondence, supervision of the maintenance and use of all property of the Corporation and the supervision and direction of staff members. The President shall have authority with respect to all financial management of the Corporation as provided in Article VI of these Bylaws. The President shall be responsible for the preparation of the annual budget and the presentation thereof to the Board of Directors for approval. The President shall prepare background documents to assist the Board of Directors in their deliberations and shall generally assist the officers and directors in the discharge of their duties. All officers and staff, including the District Administrators, shall serve without compensation.

B. Vice President. The Vice President must be a District Administrator on the Board of Directors active in attending Corporation meetings, Little League Regional training programs, and the Little League International Congress to assure that the Corporation is informed and represented within the Little League Baseball, Incorporated organization. The Vice President shall: (1) in the absence or disability of the President, and provided he/she is authorized by the President or the Board of Directors to so act, perform the duties of the President, and when so acting, shall have all the powers and responsibilities of the office of President as set forth in section 4.04 (President); and (2) shall serve as Chairman of all Committees established by the Board of Directors, except in those Committees where the Board of Directors has elected a Chairman specifically for the Committee.

C. Secretary. The Secretary must be an active District Administrator. The Secretary shall record and maintain the minutes of all meetings; maintain a current list of all members with address and phone numbers and shall notify each member of the date, time and place of all meetings; and shall perform such duties as requested by the President or Board of Directors. Unless otherwise determined by the Board of Directors, the Secretary shall be responsible for the custody of all corporate records of the Corporation.

D. Treasurer. The Treasurer must be an active District Administrator. The Treasurer shall receive all monies to the Corporation and deposit in a depository approved by the Board of Directors; disburse funds of the Corporation as directed by the President or the Board of Directors; prepare and submit a financial report at each meeting of the Board of Directors; prepare an annual budget as directed by the President or the Board of Directors, for submission to the Board of Directors at the Annual Meeting; and shall perform such duties as requested by the President or Board of Directors. Unless otherwise determined by the Board of Directors, the Treasurer shall be responsible for the custody of all funds and securities of the Corporation and shall render such accounts, statements and reports as may from time to time be required by the Board of Directors. All checks shall require the signatures of two officers.

4.05. Corporation Non-voting Officers: The Corporation may deem from time to time the need to elect additional officers of the board, these positions would be held by current and active volunteers within a league/district in the state. By virtue of their election to such position, are not to be considered members of the Board of Directors, which positions may only be occupied by District Administrators, as set forth herein above.

- A. State Umpire Consultant
- B. State Safety Officer
- C. State Challenger Consultant

4.06. Posting of Bond. The President, the Vice President(s), the Secretary, and the Treasurer, and any other officer of the Corporation charged with the custody of any of its funds or property may be required to give a bond for the faithful discharge of their duties in such sum and with such surety as the Board of Directors shall determine. The Corporation shall be authorized to pay the cost of such bond.

**ARTICLE V  
COMMITTEES AND ADVISORY BOARDS**

5.01. Organization. The Board of Directors may designate standing or special committees which shall have and exercise such authority in the management of the Corporation's affairs as may be determined from time to time by a resolution of the Board. The President shall determine such committee membership from the members of the Board.

5.02. Tenure. Each member of a standing committee shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Each member of a special committee shall serve for the duration of the existence of such committee unless removed by the President of the Board of Directors.

5.03. Chairperson. One member of each committee shall be the Vice President of the Corporation.

5.04. Acts of the Committees. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.05 The Board of Directors may consider designating the following committees to exercise authority in the management of the Corporation's affairs: Executive Committee; Nominating Committee; Membership Committee; Finance Committee; Umpire Committee; Tournament Committee; and Auditing Committee.

**ARTICLE VI  
FINANCIAL MANAGEMENT**

6.01. Authority of the President.

A. Except as otherwise provided by Board of Directors Resolution, the President shall have the authority to incur expenses within the limits of the annual budget and in accordance with the policies of the Corporation, to receive and disburse funds in order to carry out the policies and programs of the Corporation, to engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation; to maintain and operate the Corporation's assets, to recommend actions regarding staff, agents, independent contractors and accountants after consultation with the Board of Directors; and to enter into and carry out contracts and agreements and execute any and all documents or instruments and do and perform all such other things as may be in the furtherance of the Corporation's activities and purposes or which are necessary or appropriate to the conduct of the Corporation's activities or purposes.

6.02. Banks. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such financial institutions as the Board of Directors may select. Name of the institution Bank of America, N.A.

6.03. Fiscal Year. The fiscal year of the Corporation shall end September 30 of each year.

6.04. Financial Statements. It shall be the duty of the Treasurer or the Treasurer's designee to direct the annual preparation, presentation and submission of such financial statements as are necessary to inform the Board of Directors and Members as to the financial position of the Corporation and as may be required for submission to governmental agencies. The Treasurer, not later than December 15th of each year shall deliver a financial report of the Corporation to Little League Baseball, Incorporated and to the Members in such detail as Little League Baseball, Incorporated may request. Upon demand of Little League Baseball, Incorporated, such financial shall be certified by a certified public accountant.

6.05. Budget. The annual budget of the Corporation shall be prepared and submitted to the Board of Directors for consideration and approval on or before the annual meeting of the Board of Directors.

6.06. Auditor. The Board of Directors may appoint an auditor who shall be a certified public accountant or a firm of certified public accountants. The auditor shall have access to all books, papers, records and computer files as required. The auditor shall furnish the Board of Directors with such reports concerning the affairs of the Corporation as may be required. These reports shall be made accessible to the Members of the Corporation.

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

7.01. Limitation of Personal Liability of Directors. A Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

A. The Director has breached or failed to perform the duties of his or her office; and

B. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

7.02. Indemnification. The Corporation shall indemnify any natural person from liability arising by reason of his service as a director, except as stated in Section 7.01. The Corporation shall have the power to purchase and maintain insurance on behalf of each person who is a Director, officer, staff member or agent of the Corporation against any liability asserted against such person and incurred by such person in such capacity.

**ARTICLE VIII  
DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed in the following order of priority: (a) In equal shares to the current and active Districts of Little League Baseball, Incorporated within the state which are entitled to exemption from income tax pursuant to Section 501(c)(3) of the Code or, if there are none; (b) to Little League Baseball, Incorporated if it is then in existence and entitled to exemption from Federal Income Tax and pursuant to Section 501(c)(3) of the Internal Revenue Code. or if it is no longer in existence or so qualified, for one or more exempt purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the Federal government or to a state or local government for a public purpose as nearly as possible consistent with the purposes of Little League Baseball, Incorporated. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX  
MISCELLANEOUS**

9.01. Registered Office. The address of the initial Registered office of the Corporation in the State of Arizona is 9225 E. Tanque Verde Rd. Apt. 1-203, Tucson Arizona 85749. The Board of Directors may alter the registered office of the Corporation from time to time. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate and as the business of the Corporation may require.

9.02. Corporate Seal. The corporate seal shall consist of a circular impression containing the name of the Corporation, the state of incorporation and the word "seal", in such form as shall be designated by the Board of Directors. Unless required by law or express provision of these By-Laws, the use of the corporate seal shall not be necessary to the validity of any instrument.

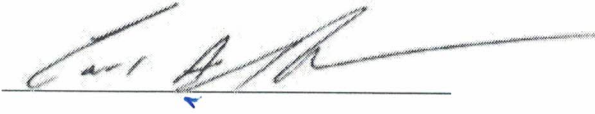
**ARTICLE X  
AMENDMENTS**

Except as prohibited by law, the By-Laws of the Corporation may be altered, amended or repealed, and new By-Laws adopted, only at a duly convened meeting of Members by a vote of 2/3 of the total Membership eligible to vote. All amendments must be approved by Little League Baseball, Incorporated before becoming effective.

The Members of the Corporation have approved this Constitution on this date October 24th 2020.

Submitted by:

Carl A. Thompson, President

A handwritten signature in black ink, appearing to read "Carl A. Thompson", written over a horizontal line.

Aimee Cvancara, Secretary

A handwritten signature in blue ink, appearing to read "Aimee Cvancara", written over a horizontal line.