

JEFFERSON TOWNSHIP LITTLE LEAGUE

CONSTITUTION & BY-LAWS

(as adopted February 19, 2012)



**Jefferson Township Little League, Inc.
829 Lions Road
Jefferson Township, Pennsylvania 18436**

www.JeffersonLL.com

JEFFERSON TOWNSHIP LITTLE LEAGUE CONSTITUTION & BY-LAWS

ARTICLE I - NAME

This organization shall be known as the Jefferson Township Little League, Inc. ("JTLL"), a Pennsylvania non-stock, non-profit corporation having its principal place of business at 829 Lions Road, Jefferson Township, Pennsylvania 18436.

ARTICLE II - OBJECTIVE

SECTION 1

The objective of JTLL 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, JTLL 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, JTLL shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball 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 adult resident of Jefferson Township, Pennsylvania who is sincerely interested in active participation to further the objective of the JTLL may apply to become a Regular Member. All parents and legal guardians of Player Members, as defined below, are strongly encouraged to become Regular Members. In addition, any adult member of a past or present Player Member's family or a past or present Player Member's legal guardian's family may apply to become a Regular 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 JTLL.

(b) **Regular Members.** Any adult person actively interested in furthering the objectives of JTLL may become a Regular Member upon application and payment of annual dues as hereinafter provided. The secretary shall maintain the roll of membership to qualify voting members. Only Regular Members in good standing who have attended fifty percent (50%) or more of the meetings of the Board of Directors since the date of the last General Membership Meeting are eligible to vote at General Membership Meetings. All candidates for Officers and other elected or appointed officials must be active Regular Members in good standing. Regular Members of the league automatically include all

current Managers and Officers of JTLL and such persons are eligible to vote at General Membership Meetings if in good standing.

(c) 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 JTLL.

(b) Regular Members should not be actively engaged in the promotion and/or operation of any other baseball program.

SECTION 4

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

(a) The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline or 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 JTLL 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. Said manager shall appear, in the capacity of an adviser, with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to suspend or revoke such player's right to future participation by two-thirds vote of those present at any duly constituted meeting (quorum is required).

ARTICLE IV - DUES FOR REGULAR MEMBERS (NOT PLAYER MEMBERS)

SECTION 1

Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year. (See Article XI, Section 7 for fiscal year of this league.) Until amended, the annual dues for Regular Members shall be fixed at Five Dollars (\$5.00) which shall be paid within thirty (30) days of application. Dues shall be placed in the general account to be used to benefit JTLL. Dues for Regular Members are separate from registration fees for Player Members, which fees are to be determined annually by the Board of Directors in accordance with Regulation XIII (c).

SECTION 2

Regular Members who fail to pay their fixed dues within thirty (30) days of application to become a member may, by majority vote of the Board present at a Board meeting, be dropped from the rolls and shall forfeit all rights and privileges of membership.

ARTICLE V - 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 General Membership Meeting per year (Annual Meeting, see Section 6) is required. All General Membership Meetings shall be held at JTLL's facilities at 829 Lions Road, Jefferson Township, unless otherwise specified in the notice of meeting.

SECTION 2

Notice of Meeting. Notice of each General Membership Meeting shall be delivered personally, electronically or by mail to each Member at the last recorded address at least ten (10) days in advance of the meeting, setting forth the place, time and purpose of the meeting. In lieu of the above methods, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.

SECTION 3

Quorum. At any General Membership Meeting, the presence in person or by representation by absentee ballot of one fourth (25%) of the members (as defined in Article III - Membership) eligible to vote 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. Each Regular Member shall be entitled to one vote and voting in elections shall be conducted by secret written ballots. In addition to the list of candidates to be submitted by the Nominating Committee (see Article VII, Section 12), a Regular Member may nominate any Member in good standing as a candidate for any office prior to the election.

SECTION 5

Absentee Ballot. For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at the Annual Meeting, or any General Membership Meeting at which new Officers will be elected, 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 election. The Secretary shall present all absentee ballots to the Election Chairman (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.

SECTION 6

Annual Meeting of the Members. The Annual Meeting of the Members of JTLL shall be held on the third Sunday in September at 7:00 p.m. each year for the purpose of accepting new Members, electing Officers to serve as 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 of JTLL a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

- (1) The condition of JTLL, to be presented by the President or his/her designate;
- (2) A general summary of funds received and expended by JTLL for the previous year, the

amount of funds currently in possession of JTLL, and the name of the financial institution in which such funds are maintained;

(3) The whole amount of real and personal property owned by JTLL, 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 JTLL during such year. This report shall be filed with the records of JTLL 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 elect the Officers who shall also serve as the Board of Directors. The Officers shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, Secretary, Player Agent, Safety Officer, Fund Raising Manager, and Concessions Manager. Following the election, the Board of Directors shall assume the performance of its duties immediately upon conclusion of the annual meeting. The Board's term of office shall continue until its successors are elected and qualified under this section.

SECTION 7

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 ten (10) 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 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 8

Real Property. Any real property owned by JTLL may not be encumbered, sold, transferred or conveyed without the approval of the Board of Directors followed by written notice of the details of the proposed transaction to the Members and an affirmative vote of the Members at a duly noticed Membership Meeting. The Board of Directors may lease, purchase or acquire such real property as the Board deems necessary and proper for the benefit of JTLL.

SECTION 9

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

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

Authority. The management of the property and affairs of JTLL shall be vested in the Officers who shall serve as the Board of Directors. The Board of Directors and Officers shall be one and the same.

SECTION 2

Elections. All elections of additional Directors shall be by majority vote of all Regular Members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the meeting at which an election is conducted.

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.

SECTION 4

Board Meetings, Notice and Quorum. Regular meetings of the Board of Directors shall be held immediately following the Annual Membership Meeting and on the third Sunday of each month at 7:00 p.m. or at such other date and time as shall be determined by the Board.

(a) The President may, whenever deemed advisable, or the Secretary shall, at the request in writing of three (3) 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 therein may be acted upon at the meeting.

(b) Notice of each Board meeting shall be given by the Secretary personally, electronically by e-mail or by U.S. first class mail to each Director to the last recorded address of each Director.

(c) A majority of the Board members in office shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

(d) Only members of the Board of Directors may 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.

(e) *Interested Directors or Officers; Quorum.* No contract or transaction between JTLL and one or more of its directors or officers, or between JTLL and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(2) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

SECTION 5

Manner of Acting, Duties and Powers. Every director shall be entitled to one vote. Except as otherwise specified in the articles or these by-laws or provided by statute, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of the corporation. 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 JTLL 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 those present at any regular Board or Special Board Meeting to discipline, suspend or remove any Director/Officer or Committee Member of JTLL in accordance with the procedure set forth in Article III, Section 4 (a, b).

ARTICLE VII - DUTIES AND POWERS OF THE BOARD

SECTION 1

Elected Positions. The following Officers shall be elected by the Membership to serve as the Board of Directors: President, Vice-President, Secretary, Treasurer, Player Agent, Safety Officer, Fundraising Manager, and Concession Manager and shall have the duties as set forth below.

SECTION 2

President. The President shall:

- (a) Conduct the affairs of JTLL and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of JTLL 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 JTLL.
- (d) Be responsible for the conduct of JTLL 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 JTLL by that organization.
- (e) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of JTLL such contracts and leases they may receive and which have had prior approval of the Board.
- (f) Investigate complaints, irregularities and conditions detrimental to JTLL 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.
- (h) With the assistance of the Player Agent, 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.
- (i) With the consent of the Board, select and appoint the Managers for each team, and any replacements, if necessary, including the Managers of each team competing in the All Star tournament.

(j) In selecting the Manager for tournament play, consideration shall be given to the Manager whose team won more games in head-to-head competition over another Manager's team.

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 to so 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 JTLL 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 JTLL, the Board of Directors and Committees.

(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, 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 and securities of JTLL, 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.

(d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the Annual Meeting.

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

SECTION 6

Player Agent. The Player Agent 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 used 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

Fundraising Manager. The Fundraising Manager shall:

- (a) Solicit and secure local sponsorships to support league operations
- (b) Collect and review sponsorship and fundraising opportunities
- (c) Organize and implement approved league fundraising activities
- (d) Coordinate participation in fundraising activities
- (e) Maintain records of monies secured through sponsorship and fundraising initiatives.

SECTION 9

Concession Manager. The Concession Manager shall:

- (a) Maintain the operation of concession facilities
- (b) Organize the purchase of concession products
- (c) Be responsible for the management of the concession sales at league events
- (d) Schedule volunteers to work the concession booth during league events
- (e) Collect and review concession-related offers including coupons, discounts and bulk-purchasing opportunities
- (f) Organize, tally and keep records of concession sales and purchases.

SECTION 10

Appointments. The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed officers or 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 11

League Information Officer. The Board may appoint a League Information Officer who 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 online 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 12

Nominating Committee. Approximately sixty (60) days prior to the Annual General Membership Meeting, the Board of Directors shall appoint a Nominating Committee comprised of one (1) Officer and two (2) Members in good standing. The Nominating Committee shall investigate and consider eligible candidates for positions as officers of JTLL. The Nominating Committee shall submit a list of candidates who are willing to serve in each of the elected positions to the Board of Directors at the Board meeting held during the month immediately prior to the scheduled Annual General Membership Meeting. No member of the Nominating Committee may be listed as a candidate by the Nominating Committee, however, any member of the Nominating Committee may be nominated by a Regular Member prior to the election.

ARTICLE X - AFFILIATION

SECTION 1

Charter. JTLL shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter. JTLL 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 JTLL.

SECTION 3

Local Rules, Ground Rules and/or Bylaws. The local rules and/or ground rules of JTLL 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 and/or ground rules of JTLL 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 XI - FINANCIAL AND ACCOUNTING

SECTION 1

Authority. The Board shall decide all matters pertaining to the finances of JTLL 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 JTLL, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of JTLL.

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 JTLL's treasury.

SECTION 4

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

SECTION 6

Deposits. All moneys received, including Auxiliary Funds, shall be deposited to the credit of JTLL at PennStar Bank or some other financial institution duly approved by the Board.

SECTION 7

Fiscal year. The fiscal year of JTLL shall begin on October 1 and shall end on September 30 unless and until modified by the Board of Directors.

SECTION 8

Distribution of Property upon Dissolution. Upon dissolution of JTLL and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of JTLL to another Federally Incorporated entity which maintains the same objectives as set forth in Article II of this Constitution, which are or may be entitled to exemption under Section 501-(c)-(3) of the Internal Revenue Code or any future corresponding provision.

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

SECTION 1

Limitation of Personal Liability of Directors. A director of JTLL 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 as defined below; and
- (b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Article 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.

SECTION 2

Standard of Care and Justifiable Reliance.

(a) A director of JTLL shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of JTLL, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any, of the following:

(i) One or more officers or employees of JTLL whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

(iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board, committees of the board and individual director may, in considering the best interests of JTLL, consider the effects of any action upon volunteers or employees, upon persons with whom JTLL has business and other relations and upon communities in which the offices or other establishments of or related to JTLL are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of JTLL.

SECTION 3

Indemnification in Third Party Proceedings. JTLL shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the

corporation) by reason of the fact that he or she is or was a representative of JTLL, or is or was serving at the request of JTLL as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of JTLL and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good, faith and in a manner which he or she reasonably believed to be in, or not opposed to the best interests of JTLL, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful of the judicial district embracing the county in which the registered office of JTLL is located.

SECTION 4

Indemnification in Derivative Actions. JTLL shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by, or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of JTLL, or is or was serving at the request of JTLL as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the, defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of JTLL except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to JTLL unless and only to the extent that a court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court or such other court shall deem proper.

SECTION 5

Mandatory Indemnification. Notwithstanding any contrary provision of this Constitution, to the extent that a representative of JTLL has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, he, or she shall be, indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

SECTION 6

Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 4 or 5 above shall be made by JTLL only as authorized in the specific case, upon determination that indemnification of the representatives proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph and such determination shall be made:

- (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (b) if such a quorum is not obtainable; or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel, in a written opinion.

SECTION 7

Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by JTLL in advance of the final disposition of such action, suit or proceeding authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized above.

SECTION 8

Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of JTLL and may inure to the benefit of the heirs, executors and administrators of such person.

SECTION 9

Insurance. JTLL shall have the power to purchase and maintain insurance on behalf of any person who is or was a director; officer, employee or agent of JTLL or is or was serving at the request of JTLL as a director, officer, employee or, agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not JTLL would otherwise have the power to indemnify such person against such liability.

SECTION 10

Reliance on Provisions. Each person who shall act as an authorized representative of JTLL shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

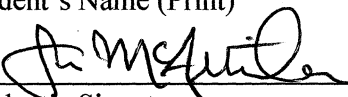
ARTICLE XIII - AMENDMENTS

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

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

This Constitution was approved by the JTLL Membership at a duly-noticed meeting of the Membership on February 19, 2012.

Scott McAllister
President's Name (Print)


President's Signature

Dated: 3/1/12

Little League ID No. 2381725

Federal ID No. 23-2181020

State ID No. 75-391-838