

WARREN PARK YOUTH BASEBALL LEAGUE, INCORPORATED

CONSTITUTION

ARTICLE I - NAME/PURPOSE

- A. This organization shall be known as: WARREN PARK YOUTH BASEBALL LEAGUE, INC.
- B. The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

ARTICLE II - OBJECTIVE

- A. The objective of WARREN PARK YOUTH BASEBALL LEAGUE, INC. is to provide a recreational program of competitive baseball for the youth in our community that will instill the highest ideals of good sportsmanship, honesty, courage and discipline for the overall betterment of the youth, as a contribution toward improving their development into better citizens.
- B. In all competition within the league and against teams outside the League, the **primary responsibility** of Team Head Coaches and Assistant Coaches is to instruct and set a high personal example of **sportsmanship, honesty and integrity**.

ARTICLE III - GOVERNMENT

- A. The government of WARREN PARK YOUTH BASEBALL LEAGUE, INC., shall be under the supervision of the President and the Board of Directors. The Board shall consist of the League Supervisors and other Directors as may be elected by the Board.
- B. Officers shall consist of a President, Secretary and Treasurer.
- C. At the annual meeting, to be held each September, the Board of Directors shall supervise an election to select new Officers and Directors. The aforementioned Officers and Directors shall be elected to a two-year term but are eligible for re-election. Officers and Directors are elected on alternate years to provide for a continuous working group of half the membership.

Those positions to be **elected** in **EVEN** years are as follows

- * Secretary * Tee Ball Supervisor
- * Treasurer * Rookie League Supervisor

Those positions to be **elected** in **ODD** years are as follows:

- * President * Minor League Supervisor
- * Major League Supervisor * Coach-Pitch Supervisor

Those positions to be **appointed** every year are as follows:

- * Equipment Manager * Field Maintenance
- * Umpire Supervisor * Tournament Director
- * Communications Director

D. Replacements for incumbents who cannot complete their terms will be appointed by a majority vote of the current Board of Directors.

E. Membership of the Board of Directors shall be open to all residents of the Warren Park Community.

ARTICLE IV - MEETINGS

A. Meeting shall be conducted by the Board of Directors at least once per month and during the season may also be held at least twice each month as directed by the Board. Additional meetings may be called by the President at any time or upon written request of at least two (2) members of the Board of Directors. (A 24-hour notice is required for specially called meetings.)

B. Written notice of the meetings (by email) shall be given to all members of the Board of Directors and Appointed Members at least two days in advance thereof.

C. A majority of the members of the Board of Directors shall constitute a quorum at any meeting, and a majority vote of those present shall govern, except when otherwise especially provided. All Board members present are required to vote. (For or opposed)

D. Roberts Rules of Order shall govern the proceedings of all meetings.

E. All Board members are expected to attend all meetings. If any Board member misses three (3) consecutive meetings, or fails to fulfill the duties of his (her) office, she or he shall be removed from that position, be it officer or Director. Notification of this action will be sent by the Secretary after approval from the Board.

ARTICLE V - AMENDING THE CONSTITUTION

A. A proposed amendment to the constitution must be formally made to the Board of Directors. The amendment will not be voted on at the meeting at which it is presented. The Secretary must send written copy to all Board members for presentation at the next scheduled meeting.

B. To amend the constitution, a two-thirds majority vote by the entire Board of Directors is required.

ARTICLE VI - DISSOLUTION CLAUSE WARREN PARK YOUTH BASEBALL LEAGUE, INC.

A. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations established and operated solely for charitable, educational, religious or *scientific purposes as shall at the time qualify* as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

WARREN PARK YOUTH BASEBALL LEAGUE INCORPORATED

BY- LAWS TO THE CONSTITUTION

I. FINANCIAL POLICY

- A. Expenditures of up to \$500.00 may be made with the approval of the Executive Committee (President, Secretary and Treasurer).
- B. Expenditures of over \$500.00 may only be made with the approval of the Board of Directors.
- C. The Executive Committee shall each year propose a budget of expenses at the beginning of the fiscal year.
- D. WPYBL relies on the operation of the state of ILLINOIS law that has adopted legislation satisfying the requirements of section 508(e) relating to private foundation governing instruments. Information derived from Revenue Ruling 75-38, 1975-1 C.B. 161.
- E. Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of

committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or agreement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters

pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

II. RULES

- A. The Illinois High School Association Rules of Baseball shall be binding on this League, except where specifically or logically superseded by the local rules published by and for this league.
- B. The local rules shall be published and made available to all Head Coaches, Assistant Coaches and umpires. (Individuals may receive copies upon request.)
- C. Local rules of this League may be changed at any time deemed necessary by a majority vote of the Board of Directors present at any duly constituted meeting, provided that written notice of proposed changes shall be mailed to each member of the Board of Directors, at least seven (7) days prior to the meeting at which such proposed changes shall be submitted to vote.

III. COACHES

- A. Head Coaches of Warren Park Youth Baseball League, Inc. in the preceding season must notify in

writing the incoming Board of Directors of their desire to continue as Head Coach, or retire, by the first Board meeting after the September annual meeting at which the incoming Board of Directors is elected. Failure to notify the Board of their intention by the first Board meeting may constitute a voluntary resignation.

B. As soon as a Head Coach of a team in the preceding year has advised the Board of her or his willingness to continue as a Head Coach in the coming year, her (his) application will be voted upon by the incoming Board.

C. Because the success of the **league** is largely dependent upon the skill and cooperation of all the Head Coaches, it will be the responsibility of **each League Supervisor to contact each of** the Head Coaches from the previous season and:

1. Determine her/his willingness to continue as a Head Coaches for the upcoming season;
2. Ask for her/his resignation if, in the supervisor's opinion, the Head Coach has not carried out her/his responsibilities in a manner that is in the best interest of her/his team organization;
3. Communicate to the Board of Directors for their approval, the names of Head Coaches from the preceding season who have agreed to continue in that capacity for the coming season, and *who have her/his approval to do so.*

APPROVED by the Board of Warren Park Youth Baseball League, Incorporated, on January 11, 2009