

Articles of Incorporation of National Wiffle®

Article I: Name

The name of the corporation is **National Wiffle®, Inc.** (hereinafter known in this document as National Wiffle®)

Article II: Duration

The duration of the corporation is perpetual.

Article III: Purpose

The corporation is organized exclusively for charitable, educational, and amateur sports purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any successor United States Internal Revenue Law. Specifically, the purpose of National Wiffle® is to promote, govern, and regulate the sport of Wiffle® Ball in the United States. This includes, but is not limited to:

1. Developing and enforcing rules and regulations for the sport.
2. Organizing national tournaments and events.
3. Providing educational resources and training for players, coaches, and officials.
4. Promoting the sport to increase participation and awareness.
5. Serving as a liaison between the sport's stakeholders, including players, teams, leagues, and sponsors.

Article IV: Registered Agent and Office

The corporation's initial registered agent is Jacob Davey. The address of the registered office in the state of incorporation is 641 Alpine Drive Canonsburg, PA 15317.

Article V: Board of Directors

The affairs of the corporation shall be managed by a Board of Directors. The initial number of directors shall be three (3) and the names of the initial directors are as follows:

1. Jacob Davey
2. Rudy Lyon
3. Sam Skibbe

Article VI: Membership

The corporation shall have members. The qualifications and rights of the members shall be as stated in the Bylaws of the corporation.

Article VII: Non-Profit Status

National Wiffle® is a non-profit corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Article VIII: Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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: Amendments

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors at any regular or special meeting called for that purpose.

Bylaws of National Wiffle®

Article I: Name and Purpose

- 1) **Name:** The name of the organization is **National Wiffle®, Inc.** (hereinafter known in this document as National Wiffle®).
- 2) **Purpose:** The purpose of National Wiffle® is as stated in the Articles of Incorporation.

Article II: Membership

- 1) **Eligibility:** Membership is open to any individual, team, league, or organization interested in the promotion and development of Wiffle® ball in the United States.
- 2) **Classes of Members:** There shall be the following classes of members:
 - a) **Regular Members**
 - i) Any person of legal age (18 years or older), actively interested in furthering the stated objectives of National Wiffle®, may apply to become a Regular Member by identifying such interest to the Board of Directors of National Wiffle®, or to any one of the Board's duly elected officers or appointed officials.
 - ii) The term of Regular Membership shall be from the date of the annual registration to the date of the next annual registration, or as such term may be modified or changed by the Board of Directors at an Annual Meeting of National Wiffle®.
 - iii) All Regular Members of the League shall be registered with the National Wiffle® Secretary, who will maintain the official membership record. The annual regular season registration database shall constitute the official membership record.
 - iv) Regular Members will have voting privilege regarding the annual election of Members to the National Wiffle® Board of Directors for the Board positions open for election in a given year (generally one-third of the Board). Regular Members may attend public Board of Directors meetings but will not have voting privilege.
 - v) Youths (under the age of 18 years old) meeting the requirements of National Wiffle® shall be eligible for a youth membership, but shall have no rights, duties or obligation in the management of, or in the property of, National Wiffle®.
 - b) **Honorary Members**
 - i) Any person who supports the objectives and program of National Wiffle® by financial or other means, and who is not otherwise qualified to be a Regular Member, may be recognized as an Honorary member. Honorary Members must be nominated and approved by the Board of Directors. Honorary Members will have the same privileges as Regular Members.
- 3) **Rights:** Members shall have the right to vote, attend meetings, and participate in the programs and activities of National Wiffle®.
- 4) **Dues:** The Board of Directors shall determine the amount of dues payable by members prior to the beginning of an annual membership registration period.
 - a) Members who fail to pay their fixed dues within the period of time so specified by the Board may, by a vote of the Board, be prohibited from membership, and thereby forfeiting all rights and privileges of such membership.
- 5) **Meetings:** An annual meeting of the members shall be held at a time and place determined by the Board of Directors.

Article III: Board of Directors

- 1) **Number and Qualifications:** The Board of Directors (also known in this document as "The Board") shall consist of no less than three (3) nor more than five (5) directors who are members of National Wiffle®.

- 2) **Election and Term:** Directors shall be elected at the annual meeting of the members and shall serve for a term of three (3) years with the right of successive election.
 - a) The Directors shall upon their election immediately enter into the performance of their duties, and shall continue in office until their successors shall have been duly elected and seated; provided that this shall not prohibit a Director from resigning his or her office for any reason.
- 3) **Powers and Duties:** The Board of Directors shall have full power to manage the affairs of the organization, including but not limited to setting policies, approving budgets, as well as overseeing committees and programs.
- 4) **Meetings:** There shall be three meeting classes for the organization. A majority of directors shall constitute a quorum and is required at all Annual, Board, or Special Meetings to act on matters for National Wiffle®. In the case of a tie vote on any issue(s), the matter will be carried to the next meeting.
 - a) **Annual Meeting**
 - i) The Annual Meeting of National Wiffle® will be held each calendar year in the month of November, or as soon thereafter as possible, for the purpose of electing Directors to open positions on the National Wiffle® Board of Directors, and for the transaction of all such business as may properly come before such meeting. The meeting date and location will be posted on the National Wiffle® official web-site no later than seven (7) days prior to the meeting.
 - b) **Board Meetings**
 - i) Regular Meetings of the Board of Directors shall be held monthly, are open to the public, and will be posted on the National Wiffle® official web-site. The President may add and/or cancel scheduled meetings with appropriate notice to The Board of Directors. Meeting agendas will be determined by the League President, and can include Board only topics regarding National Wiffle® business and issues. 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.
 - c) **Special Meetings**
 - i) Special Meetings of the Board of Directors and Members may be called by the Board of Directors, the President, or by a group of Members of no less than fifty (50) Regular Members in good standing upon the written request to the Board of Directors. No business other than that specified in the request for a Special Meeting shall be transacted. Notice of the Special Meeting will be posted on the National Wiffle® official web-site no later than seven (7) days prior to the meeting. Special Meetings can be Board of Director only sessions.
 - d) **Conduct:** The conduct of meetings will be determined by the President with reference to Robert's Rules of Order.
 - e) **Attendance:** Board Members are expected to attend all meetings as posted on the League website. The Secretary will keep a record of meeting attendance.
- 5) **Removal and Vacancies:** Directors may be removed by a two-thirds vote of the Board. Vacancies shall be filled by the Board for the remainder of the term.

Article IV: Officers

- 1) **Officers:** 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. The officers of the corporation shall be at minimum President, Vice President, Secretary, and Treasurer.
- 2) **Election and Term:** The President shall be elected by the Board of Directors at the first meeting following the annual meeting and shall serve for a term of three (3) years with the

right of successive election. The Vice President, Secretary, Treasurer and any other National Wiffle® officers will be appointed by the President with the consent and approval of the Board of Directors.

3) **Duties:**

- a) **President:** The President shall preside at all meetings, represent the organization, and oversee its operations.
- b) **Vice President:** The Vice President shall assist the President and assume duties in their absence.
- c) **Secretary:** The Secretary shall keep minutes of all meetings, maintain records, and handle correspondence.
- d) **Treasurer:** The Treasurer shall manage the organization's finances, including preparing budgets and financial reports.

4) **Resignation, Suspension, Removal from Position:** The Board of Directors shall retain the right to suspend or remove any National Wiffle® Official, Member, or Volunteer for cause, provided that the individual is given notice of his or her right to a hearing before the Board. The cause for suspension or removal must be specified, and the individual in question must be given the opportunity of due process, with prior notification of such pending action no less than ten (10) days in advance of the date for such a meeting. Reason for suspension or removal will be consistent with the National Wiffle® stated objective.

- a) In the event of removal from position, the Board may act immediately to fill the vacancy, and the person so designated to serve the unexpired term of the position and will not be denied the right of election or appointment to that position at any future time. Quorum and voting requirements outlined in the By Laws apply to this section.
- b) In the event of resignation of an official or appointed person of the National Wiffle®, the Board may act immediately to fill the vacancy, and the person so designated to serve the unexpired term of the position and will not be denied the right of election or appointment to that position at any future time.

Article V: Committees

- 1) **Formation:** The Board of Directors may establish committees as needed to carry out the work of the corporation.
- 2) **Powers:** Committees shall have the powers delegated to them by the Board.

Article VI: Fiscal Matters

- 1) **Fiscal Year:** The fiscal year of the corporation shall be January to December.
- 2) **Financial Reports:** The Treasurer shall present financial reports at each Board meeting and an annual report to the members.
- 3) **Disbursement:** The Board shall not permit the disbursement of National Wiffle® funds for other than the conduct of the program to meet its stated objectives, in accordance with the Articles of Incorporation and these By-Laws.
 - a) All monies received by will be deposited to the credit of National Wiffle® in one or more accounts at a financial institution where all such accounts are insured against loss.
 - b) All disbursements shall be made by check or by voucher receipt of cash in circumstances where issuance of a check might not be feasible, but under no single circumstance will cash be dispersed in the amount of more than \$250.00.
- 4) **Auditing:** The Board shall arrange for an independent audit of the organization's finances as required by law or deemed necessary.

Article VII: Amendments

These Bylaws may be amended, repealed or altered in whole or in part by the Board of Directors at any meeting of the Board, by a two-thirds vote of those Directors holding office at the time of the vote, provided notice of the proposed change(s) is included in the notice of such meeting, and that the change(s), alteration(s), deletion(s), etc. do not invalidate the stated objective of National Wiffle® as recorded in its Articles of Incorporation.

Article VIII: Indemnification

National Wiffle® shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

Article IV:

All persons present should take notice that these Bylaws, complete and full as recorded above were duly approved and favorably voted for at the Board meeting of [date].

President's Name (Print)	President's Signature	Date
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