



**FREMONT NATIONAL
YOUTH BASEBALL
CONSTITUTION and BYLAWS**

FREMONT NATIONAL YOUTH BASEBALL

Fremont, California

Constitution and Bylaws

ARTICLE I – NAME

This organization shall be known as FREMONT NATIONAL YOUTH BASEBALL, hereinafter referred to as the "Local League."

ARTICLE II – OBJECTIVE

Section A

The objective of the Local League shall be to implant firmly in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage and reverence; so that they may be well adjusted, stronger and happier young people and will grow to be decent, good, healthy and trustworthy adults.

Section B

The objective will be achieved by providing supervised competitive baseball games. The supervisors shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary and that the molding of future adults is of prime importance.

ARTICLE III – MEMBERSHIP

Section A – Eligibility

Any person sincerely interested in active participation to meet the objective of the Local League may apply and become a member.

Section B – Classes

There will be the following classes of members:

- 1) **Player Members**: Any youth meeting the requirements of the Local League Rules and Regulations may compete for participation in the Local League, but shall have no rights, duties, or obligations in the management of the property of the Local League.
- 2) **General Members**: Any person actively interested in the furthering of the objectives of the Local League may become a member. Any person will be recorded as a general member of the league by virtue of complying with any of the following:
 - a) Signing a player application for the Local League as an adult parent or guardian, upon full payment of league fees. Only adults signing the application will be recorded as a member, and any general member may be recorded only one time as a member per year, regardless of the number of applications they sign.
 - b) Completing a non-player related general membership application and paying an annual general membership fee as designated by the Board of Directors in Article XI, Section A.
 - c) Upon election to any voting position of the league Board of Directors, a person is considered a general member for the term they serve.
 - d) Upon approval as a manager, coach, or team business manager, a person is considered a general member for the year of the season they serve.

Members will be required to perform reasonable services.

- 3) **Honorary Members**: Any person may be elected as an Honorary Member by the unanimous vote of all the Directors present at any duly held meeting of the Board of Directors, but will not be eligible to vote, make motions or hold office, or otherwise have an obligation in the management or in the property of the Local League.
- 4) **Sustaining Members**: Any person not a General Member who makes financial or other contribution to the Local League may by a majority vote of the Board of Directors, become a Sustaining Member, but not eligible to vote, make motions or hold office, or otherwise have an obligation in the management or in the property of the Local League. Only Sustaining Members shall be eligible for membership on the Local League Advisory Board.

As used hereinafter; the word member shall mean a General Member, unless otherwise stated.

Section C – General

The membership year of the Local League will be from the first day of September up to and including the last day of August.

- 1) A membership list shall be maintained by the Secretary. The membership list will indicate the member's name, address, telephone number and email address if

provided. If the member is other than a Regular Member, the list must so indicate.

- 2) Voting rights – Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section D – Other Affiliations

Members whether general or player, need not be affiliated with another organization or group to qualify as members of the Local League. Regular members shall not be actively engaged in the promotion and/or operation of any other youth baseball group.

Section E – Suspension or Termination of Membership

Membership may be terminated or suspended by resignation or action of the Board of Directors.

- 1) The Board of Directors, by a 2/3 vote of those present at any special meeting called for this purpose, shall have the authority to discipline, suspend or terminate the membership of a member of any class when the actions of such person are considered detrimental to the best interest of the Local League. The member involved will be notified ten (10) days in advance by registered mail as to the date, time, and location of such meeting as well as the general nature of the charges to be made, and thereby given an opportunity to appear at the meeting to answer such charges.
- 2) The Board of Directors will, in the case of a player member, in addition to the notification to the parent or guardian, give notice to the said manager of the team of which the player is a member. Said manager shall appear, in the capacity of an advisor to the player and the parent or guardian, with the player and parent or guardian before a duly appointed committee of the Board of Directors, which shall have the power to suspend or revoke such player's right to future participation.

Section F – Resignation

Any member may resign by filing a written resignation with the secretary. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid.

Section G – Reinstatement

Upon written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section H – Transfer of Membership

Membership in the Local League is not transferable or assignable.

ARTICLE IV – MEETINGS

Section A – Annual Meeting

An annual meeting of the membership shall be held at Fremont, California, at the conclusion of the Closing Day ceremonies for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section B – Special Meetings

Special meetings of the members may be called by the President, the Board of Directors or not less than 10% of the members having voting rights. The Board of Directors may designate any place within Alameda County, State of California, for any special meeting called by the Board of Directors. If all the members shall meet at any time and place within Alameda County, State of California, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

Section C – Notice of Meetings

Written, printed or electronic notice stating the place, date, day and hour of any meeting of the members shall be delivered by mail or email to each member entitled to vote at such meetings not less than ten (10) nor more than fifty (50) days before the date of such meeting by or at the direction of the President, the Secretary, the officers or persons calling the meeting. In the case of special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Local League with the postage thereon prepaid. If emailed, the notice of the meeting shall be deemed to be delivered when sent by email to the member's email address as it appears on the records of the Local League.

Section D – Informal Actions

Informal actions by members are not permitted.

Section E – Quorum

The presence in person of 10% of the membership will be necessary to constitute a quorum at the Annual Meeting or at any general meeting. In the absence of a quorum, it shall be the duty of the President to call a special meeting at his/her discretion.

Section F – Voting

- 1) Only general members shall be entitled to vote at any meeting of the Local League.
- 2) Each member present shall have one vote on each question brought up on the floor.
- 3) Any vote shall be by a majority of the members present at a general meeting.
- 4) Elections of Directors shall be by a majority vote of all members' ballots at the Annual Meeting.
- 5) There shall be only one (1) official ballot for the elections provided to each general member. This ballot shall be prepared at a special meeting of the Board of Directors. Voting shall be by secret ballot.
- 6) Ballots will be counted by a special committee appointed by the executive board. The committee shall consist of (3) active board members.
- 7) Notification of election results will be made available within 30 days of the final tabulation.
- 8) Any position not filled by election will be filled on a voluntary basis with approval of the elected board members by a simple majority.

ARTICLE V – BOARD OF DIRECTORS

Section A – General Powers

The affairs of the Corporation shall be managed by its Board of Directors. Directors must be members of the Local League.

Section B – Number, Tenure and Qualifications

The number of directors shall be at least twelve (12) and not more than twenty-five (25). Each Director shall hold office until the next Annual Meeting of members and until such Director's successor shall have been elected and qualified.

Section C – Annual Meetings

The Directors shall be elected at the Annual Meeting of the Local League. They shall serve for a term of one (1) year or until their successors are elected.

Section D – Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the President or any five Directors. The person or persons authorized to call Special Meetings of the board may fix any place within Alameda County, State of California, as the place for holding any special meeting of the board called by them.

Section E – Notice of Special Meetings

Notice of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours in advance by telephone or in person. Any Director may waive notice of any meeting. The attendance of any 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 must be specifically stated upon notice of the meeting of the Board of Directors. If a matter is not stated at time of such notice then it may not be acted upon at such Special Meeting.

Section F – Quorum

Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the Directors present may adjourn the meeting without further notice.

Section G – Manner of Acting

The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

Section H – Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section I – Compensation

Directors as such shall not receive any stated salaries or other compensation for their services. Nothing herein contained shall be constituted to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VI – COMMITTEES

Section A – Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office or as otherwise provided by these bylaws, may designate one or more committees each of which shall consist of one or more Directors. Such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon by law.

Section B – Standing Committees

Standing committees shall consist of the following: Finance and Auditing, Sponsor, Snack Bar, Rules and Protest, Membership, Umpire, All Star and Managers. No member of the Finance and Auditing committee shall be a member empowered to authorize the expenditure of corporate monies, i.e. sign checks.

Section C – Other Committees

Other committees not having or exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Local League and the president shall appoint the members thereof.

Section D – Term of Office

Each member of a committee shall continue as such until the next Annual Meeting of the members of the Corporation and until a successor is appointed, unless such member be removed from such committee, or unless such member shall cease to qualify as member thereof.

Section E – Chairman

One member of each committee shall be appointed Chairman by the person or person authorized to appoint the members thereof.

Section F – Vacancies

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section G – Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a quorum of the whole committee shall constitute a majority of the members present and any act shall constitute the act of the committee.

Section H – Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section I – Restrictions

No committee by their decision shall be empowered to act in any manner that requires the expenditure of any monies, reduces the receivables or disbursements of any monies or in any manner affect the financial condition of the Local League.

Section J – Removal

Any member of a committee may be removed by the person or persons authorized to appoint such members wherever in their judgment the best interest of the Local League shall be served by such removal.

ARTICLE VII – OFFICERS

Section A – Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, a League Executive Manager, a Senior Commissioner, A Major Commissioner, A Minor Commissioner, a Micro Commissioner, a Pee Wee Commissioner, a Player Agent, an Umpire-in-Chief, an Equipment Manager, one or more Field Maintenance Managers, and a Director of Publicity. The Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Directors. Any two or more offices may be held by the same person, except for the offices of President, Vice-President, Secretary, Treasurer, and League Executive Manager.

Section B- Election and Term of Office

The officers of the corporation shall be elected annually by the general members at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section C – Removal

Any officer elected or appointed by the Board of Directors may be removed 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 officer so removed.

Section D – Vacancies

A vacancy in any office because of death, resignation, removal and disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section E – President

The President shall be the principal executive officer of the Local League and shall in general supervise and control all of the business and affairs of the Local League. He/she shall present a report of the condition of the Local League at the Annual Meeting, and at such other times as he/she or the board may deem appropriate. He/she shall communicate to the Board of Directors in the Local League. He/she shall be responsible for the conduct of the Local League in strict conformity to the policies, principles, rules and regulations of the Local League, and as may be required by statute. He/she shall preside at all meetings of the members, Board of Directors and Executive Committee. The President or other such officers as may be designated in writing shall have the power to make and execute for and in the name of the Local League such leases and contracts as may have received prior approval of the board of Directors. The President shall investigate complaints, irregularities, and conditions detrimental to the Local League and report thereon to the Board of Directors as circumstances warrant. The President shall insure that an annual budget is prepared and submitted to the Board of Directors and be responsible for the proper execution thereof. The President shall, with the assistance of the Player Agent, examine the application and supporting proof of age of every player candidate and certify as to the residence and age eligibility before the player candidate may be accepted for tryout and selection. The President shall appoint all committees, with the agenda of business to come regularly before the board and general membership meetings. The President shall be responsible at the end of the term of his/her office to see that all official documents and league property in his/her possession are transferred to the new President, and that all his/her officers do likewise. The President shall be entrusted with the general operation of the Local League except where execution of any business shall be expressly delegated to the Board of Directors or by these bylaws or by statute to some other officer or agent of the Local League. The President shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section F – Vice President

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of President. When so acting, he/she shall have all the powers of and be subject to all the restrictions upon the President. The Vice President acts as the operations officer of the Corporation as regards the daily operating procedures of the Local League. The Vice President shall perform such other duties as from time to time may be assigned to the office of Vice President by the President or by the Board of Directors. The Vice President shall be a standing member of all committees.

Section G – Secretary

The Secretary shall keep the minutes of the meetings of all members, of the Executive Committee and of the Board of Directors in one or more books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law and be custodian of the corporate records. The Secretary shall keep a register of the post office and/or email address of each member which shall be furnished to the Secretary by such member or assigned board member, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned to the office of

Secretary by the President or Board of Directors. The Secretary shall conduct all correspondence not otherwise specifically delegated in connection with all meetings and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed. The Secretary shall also notify members, directors, officers and committee members (if so directed) of their election or appointment and so notify said persons of all meetings as provided by these bylaws.

Section H – Treasurer

The Treasurer shall be the chief financial officer of the corporation. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of Treasurer in such sum and with such surety of sureties as the board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, except as specifically exempted by the Board of Directors. He/she shall give and receive receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or such other depositories as shall be selected in accordance with the provisions of these bylaws. The duties as from time to time may be assigned to the office of Treasurer by the President or by the Board of Directors. The Treasurer shall keep a detailed record of all income and disbursements of all monies and securities of the Corporation and at the same time prepare whatever financial reports that are required by either the President or the Board of Directors. He/she shall pay all duly authorized expenditures of the Corporation, present to the Board of Directors a monthly income and expenditure report. The Treasurer, under the direction of the President, shall prepare an annual budget for submission to the Board of Directors and members at the Annual Meeting and prepare the annual tax statement for submission to the proper authorities.

Section I – League Executive Manager

The League Executive Manager represents the interest of all such officers as are not normally serving on the Executive Committee. He/she shall perform such other duties as may be assigned to the office League Executive manager by the President or by the Board of Directors.

Section J – Executive Committee

The President, Vice President, Secretary, Treasurer, and League Executive Manager shall comprise the Executive Committee. The Executive Committee shall have the authority to authorize the routine disbursements of monies necessary for the daily operation of the Local League. These expenditures shall be limited to the following: utility bills, snack bar operating expenses, and routine sports equipment purchases. The Board of Directors may authorize the Executive Committee to expend up to the sum of \$250.00 for a single one time emergency expenditure during any one fiscal year. Any expenditure in excess of \$750.00 during the current fiscal year must be approved by the Board of Directors, to include any disbursements so authorized by these bylaws. The Executive Committee may require the attendance of any other officer of the Corporation at their meetings as required for the proper conduct of business. Any officer of the Corporation may attend a meeting of the Executive Committee for the purpose of insuring the proper conduct of said meeting or to present an issue to the Executive Committee

for consideration. Such officer shall inform the President or Secretary at least four (4) hours in advance of such meeting. Any issues or decisions of the Executive Committee must be reported to the Board of Directors at their next scheduled meeting. A quorum of the Executive Committee shall consist of four members.

Section K – Other Officers

Other officers of the Corporation shall perform their duties as required by Local League regulation, the Local League rules and as may be required by the President or Board of Directors.

ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section A – Contracts

The Board of Directors may authorize any office or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section B – Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers, agent or agents of the Corporation and in such a manner as shall be determined by resolution of the Board of Directors. Such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the Corporation.

Section C – Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section D – Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purpose or for any specific purpose of the Corporation with the following restriction: 1) The Board of Directors shall not permit the solicitation of funds in the name of Fremont National Youth Baseball, unless all such funds so raised be placed in the Local League Treasury.

The President of the league may appoint a Director of League Development whose primary duty shall be to solicit contributions, gifts, and bequests from business and service organizations. The Director of League Development shall be directly responsible to the President and the Board of Directors.

ARTICLE IX – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members, Executive Committee, Board of Directors, and committees having any of the authority of the Board of Directors. The corporation shall maintain a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X – FISCAL YEAR

The fiscal year of the corporation shall begin with the first day of the month of September and shall end on the last day of August, each year.

ARTICLE XI – DUES

Section A – Annual Dues

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.

Section B – Payment of Dues

Dues shall be payable in advance on the first day of January in each fiscal year.

Section C – Default and Termination of Membership

When any member of any class shall be in default in the payment of dues for a period of which such dues become payable, such membership may thereupon be terminated by the Board of Directors in the matter provided in Article III of these bylaws.

ARTICLE XII – RULES AND REGULATIONS

Section A

The Official Playing Rules and Regulation are published by the Local League.

Section B

The local rules of the Local League shall be adopted by the Board of Directors at a meeting to be held not less than one month prior to the first scheduled game of the season.

ARTICLE XIII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Laws of The State of California or under the provisions or the Articles of Incorporation or by the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time period stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLES XIV – AMENDMENTS TO THE BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of members present at any regular meeting or any special meeting, if at least thirty (30) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, being all members of the Corporation, hereby assent to the foregoing bylaws and adopt them as the bylaws of said Corporation.

IN WITNESS WHEREOF we have hereunto subscribed our names this _____ day
_____, 2009.

PRESIDENT

VICE PRESIDENT

SECRETARY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Secretary of the Corporation known as Fremont National Youth Baseball, does hereby certify that the above and foregoing bylaws were duly adopted by said members of said Corporation on the day of _____
_____, 2009, and they do now constitute the bylaws of said Corporation.

Attested: _____
Secretary