

UPLAND AMERICAN LITTLE LEAGUE CONSTITUTION

(REVISED - 09/18/2008)

PREAMBLE

Looking toward the betterment of Little League Baseball, Inc., and seeking to provide a quality program of baseball to the children within this league, through cooperation and organization we, the Upland American Little League are united and do adopt this constitution.

ARTICLE I – NAME

The name of the organization shall be known as Upland American Little League, Inc. and throughout this Constitution, hereafter referred to as the League. The League's Little League identification number is **405-23-18**. The Federal Tax identification number is **51-0256046**. The State of California Corporate Identification number is **0-1588833**.

ARTICLE II – OBJECTIVE

Section 1: The objective of the League shall be to implant firmly in the children of the community the ideas of good sportsmanship, honesty, loyalty, courage, and the 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, the League will provide a supervised program under the Rules and Regulations of the Little League Baseball, Inc. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games in secondary, and the molding of future citizens are of a prime importance. In accordance with Section 501-©-(3) of Federal Internal Revenue Code, the League shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball and softball 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.

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ARTICLE III – MEMBERSHIP

Section 1: Eligibility. Any person sincerely interested in active participation to affect the objective of this League may apply to become a 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 and who reside within the authorized boundaries of the League shall be eligible to complete for participation but shall have no rights, duties, or obligations in the management or in the property of the League.
- (b) Regular Members. Any adult person actively interested in furthering the objectives of the League may become a regular, a member upon election as hereinafter provided. All members in good standing are eligible to vote at all general membership meetings. NOTE: All Officers, Board Members, Committee Members, Managers, Coaches, Team Parents, Scorekeepers, Volunteer Umpires, and appointed officials are active Regular Members in good standing.
- (c) Honorary Members. (Optional) Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties, or obligations in the management or in the property of the League.
- (d) 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 the League.
- (b) Regular Members should not be actively engaged in the promotion and/or operation of any other “BASEBALL” program.

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Section 4: Suspension or Termination. Membership may be terminated by the resignation or action of the Board of Directors as follows:

- (a) The Board of Directors, by two-thirds vote of those present at any duly Constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of the League and/or Little League Baseball. 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 all 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) must be present. The Board of Directors shall have full power to suspend or revoke such player's rights to future participation by two-thirds vote of those present at any duly constituted meeting.
- (c) Parents, managers, coaches, players, or league officials who provide a fictitious address or an address of a friend or relative to circumvent the Little League residency requirement, or is a party to an arrangement to circumvent the requirement, is subject to removal from the League, team, or elected or appointed League office.

ARTICLE IV – DUES FOR REGULAR MEMBERS

Section 1: Non-Player - Dues for Regular Members may be fixed at such amounts as determined by the Board of Directors for a particular fiscal year. (See Article XI, Section 1 for fiscal year of this league.)

NOTE: Player - A reasonable Little League registration fee for Player Members may be assessed as a parents' obligation to assure the operational continuity of Little League. The amount of the assessment shall be reviewed annually by the Board of Directors for a particular fiscal year and shall be in accordance with Little League Regulation XIII (c). ***If no dues for Regular Membership are collected, Section 2 below does not apply.***

Section 2: Regular Members who fail to pay their fixed dues within sixty 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.

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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 per year (Annual Meeting, see Section 6) is required.

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 fourteen 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 representation by absentee ballot of one fifth (20 percent) of the members 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. (Those eligible to take part at meetings of the Board of Directors are described in Article VI, Section 4.)

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 Board members 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.

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Section 6: Annual Meeting of the Members. The Annual Meeting of the members of the League shall be held at or after the **Closing Ceremonies in June** each year for the purpose of electing new Members, electing 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 the League a report, verified by the President and Treasurer, or by a majority of the Directors, showing:
- (1) The condition of the League, to be president or his/her designate;
 - (2) A general summary of funds received and expended by the League for the previous year, the amount of funds currently in possession of the League, and the name of the financial institution in which such funds are maintained;
 - (3) The whole amount of real and personal property owned by the League, 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 the League during such year. This report shall be filed with the records of the League and entered in the Minutes of the proceedings of the Annual Meeting. A copy of such report shall be forwarded to Little League Headquarters.
- (b) At the Annual Meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number of Directors shall not be less than six (6).
- (c) After the Board of Directors is elected, the Board shall meet to elect the officers. After the election, the Board of Directors shall assume the performance of its duties on August 1. The Board's term of office shall continue until its successors are elected and qualified under this section.
- (d) The Officers of the Board of Directors shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, Secretary, one or more Player Agents and a Safety Officer. The Board shall also include a minimum of one manager and one volunteer umpire. Only volunteer umpires may be elected to the Board.

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 a 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 Meetings shall be scheduled to take place not less than **Ten (10) Days** after the request is received by the President or Secretary.

Section 8: Rules of Order. Robert's Rules of Order shall govern the proceedings of all meeting's, except where it conflicts with the Constitution of the League.

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ARTICLE VI – BOARD OF DIRECTORS

Section 1: Authority. The Administration of the League property and affairs shall be vested in the Board of Directors. The structure of the Board shall be as follows:

BOARD OF DIRECTORS

- | | |
|---------------------------|--|
| 1. President | |
| 2. Vice President | 8. Equipment Officer |
| a) Majors Director | 9. Buyer |
| b) Minor “A” Director | 10. Umpire in Chief |
| c) Minor “B” Director | 11. Team Parent Director |
| d) T-ball Director | |
| d) Junior/Senor Director* | 12. Snack bar Director |
| 3. Player Agent I | 13. Duty Officer |
| 4. Secretary | 14. Team Managers and Coaches |
| 5. Treasurer | 15. Score Master |
| 6. Auxiliary President | 16. Director of Public Relations/Sponsor |
| 7. Safety Officer | 17. Building/Field Director |

*Applicable if charted the previous year

Section 2: 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 meeting or at any special meeting called for the purpose.

Section 3: Meetings Notice and Quorum. (Duly Constituted Meeting) Regular meetings of the Board shall be held immediately following the annual election and on the **3rd Friday of each month** thereafter; a) The President or the Secretary may, whenever they deem it advisable or the Secretary shall at the request in writing of **five (5) Directors** issue a call for a special meeting of the Board. b) Notice of each meeting shall be given by the Secretary personally, electronically or by mail to each Director at least **one (1) day** before the time appointed for the meeting to the last recorded address of each Director. **Seven (7) members** of the Board of Directors shall constitute a quorum for the transaction of business. Since a quorum is necessary to conduct business, a board member must attend a minimum of three (3) of any four (4) consecutive meetings. Failure to do so may result in disciplinary action including expulsion from the board.

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Section 4: Power. 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 shall have the power by two-thirds vote of those present at any regular or special meeting to discipline, suspend or remove any Director, Officer, or Committee Member of the League in accordance with the procedure set forth in Article III, Section 4(a) and (b).

Section 5: Order of Business. During meetings; Minutes read by Secretary, Treasurer's report, report of special meetings, communications, unfinished business, new business, miscellaneous business, Board members' activity reports, and appointment of committees.

Section 6: Rules of Order. Roberts Rules of Order shall govern the proceeding of all Board of Director meetings, except where same conflicts with the Constitution of the League.

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ARTICLE VII – OFFICERS, DUTIES AND POWERS

Appointments. The Board of Directors may appoint such Officers or Agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office. 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 Board shall assign Duty Officers to supervise the ball games. Board members shall serve as the Duty Officers.

Section 1: President. (Elected) The President shall:

- (a) Conduct the affairs of the League and execute the League policies established by the Board of Directors. Preserve order.
- (b) Present a report of the condition of the League at the annual meeting.
- (c) Communicate to the Board of Directors all phases of rules, regulations, and policies of Little League Baseball, Inc.
- (d) Be responsible for applying for the Little League Charter. Be responsible for the conduct of the League in strict conformity to the policies, principles, Rules and Regulations of the Little League Baseball, Incorporated, as agreed to under the conditions of charter issued to the League by that organization.
- (e) Designate in writing, other officers if necessary, to have power to make and execute for and in the name of the League such contracts and leases they may receive and which have had prior approval of the Board.
- (f) Investigate complaints, irregularities and conditions detrimental to the League 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 try-outs and selection.
- (i) Cast the deciding vote in all matters that may be under debate, and upon which a tie vote results.
- (j) Call special meetings as per Article V, Section 3.
- (k) Be responsible for carrying out instructions contained in the motions made and passed by the Board.
- (l) Inform the Membership of all the activities in which the League may be engaged.
- (m) Appoint all Board Committee Chairmen.
- (n) Meet with the **Upland** Recreation Director annually to review the League contract and determine field allocations.
- (o) Serve as the contact between the League and the District and Little League Headquarters. Attend all District meetings and if unavailable, appoint a board member, or members, to represent the League.

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Section 2: Vice Presidents/Division Directors. (Elected) The Directors shall:

- (a) Acquaint himself/herself with all baseball and Little League Rules and Regulations so as to arbitrate disputes.
- (b) Coordinate all activities of the division, including schedules and sponsor solicitation, if a Sponsorship Committee is not otherwise formed by the Board of Directors.
- (c) Review the previous year's Divisional local rules and with the Board, implement revisions as needed. The local rules must be approved by the Board each year and distributed to all Board Members, Managers, and Coaches, NOT LESS than one month prior to the first scheduled game.
- (d) Be available to serve on Sponsorship, Scorekeeping, and Manager Committees as formed by the Board of Directors.
- (e) To assist the Equipment Officer with the issue and return of uniforms and equipment.
- (f) Assist the Safety Officer with accident reports and implementing the League Safety Program.
- (g) Conduct at least three (3) managers meetings (at least two prior to opening day) to review the managers duties and the league operations and policies. The President, Player Agent, and Safety Officer must be involved.
- (h) Coordinate team Parent meetings within their Division.
- (i) Advise the Player Agent of any player problems.
- (j) Evaluate team managers and coaches and advise the Board of any problems that may require action or discipline.

Section 3: Player Agent. (Elected) The Player Agent shall:

- (a) Announce and publicize player candidate registration dates and sign up locations via local news media and flyers. Notify schools in and adjacent to the League boundaries.
- (b) Receive and review applications for player candidates and assist the President in checking residence and age eligibility.
- (c) Ensure player ratio of 2:1 is not exceeded between the Minor/Major Divisions (Compute ratio: Total number of players 8 to 12 years old not in the major division by the number of major league players)
- (d) Conduct Player try-outs. Conduct the Player Draft and all other Player transactions per the latest Little League Operating Manual.
- (e) Prepare for the President's signature and submission to Little League headquarters and District 23, team rosters, including players claimed by L.L Regulation II (d) and IV (h).
- (f) Prepare the Player Agent's list and Player Distribution Table.
- (g) All Major, Junior, and Senior League player trades and releases must be approved by the Board of Directors. Notify Little League Headquarters and District 23 of any subsequent player replacements or trades within five (5) days of the change.
- (h) Act as player representatives in any dispute.
- (i) Review minimum play records weekly, with Score master.
- (j) Tournament Team(s): Conduct selection process and prepare team affidavit

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Section 4: Secretary. (Elected) The Secretary shall:

- (a) Maintain and organize all records of the Board and the League, except those kept by the Treasurer and Player Agent during the current year.
- (b) Handle all routine correspondence.
- (c) Maintain a list of all regular Members. The list of Regular Members shall contain the name and membership number to ensure compliance with Article III, Section 2 (b). Issue membership cards to Regular Member, if approved by the Board of Directors.
- (d) Keep the minutes, including action items, of General Membership, and the Board of Directors meetings. Copies shall be provided to all Board Members at the next meeting for review and approval. After the minutes have been approved, a copy shall be filed in a binder which has been labeled for that purpose.
- (e) Shall issue and see to the delivery of all notifications given to the team managers.
- (f) Notify Members, Directors, Officers, and committee members of their election or appointment.
- (g) Complete the "Statement by Domestic Non-Profit Corporation" (form S/O 100). Mail the form and fee due, to the California Secretary of State, no later than November 30th.

Section 5: Treasurer. (Elected) The Treasurer shall:

- (a) Keep informed at all times of the financial status of the League, and to submit a monthly report at each meeting.
- (b) Receive all funds and securities; enter a proper record of such receipt in the books and records of the League and deposit same in a depository approved by the Board of Directors. Cash receipts shall be counted and deposited in to the League's depository account within three (3) days of receipt of such funds.
- (c) Keep records for the receipt and disbursement of all funds and securities of the League, including the Auxiliary, 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 **no later** than the November Board Meeting.
- (e) Prepare an annual financial report, clearly showing all sources of revenue and appropriate categories of disbursements, under the direction of the President, for submission to the Board of Directors at the September Board Meeting.
- (f) Prepare the required tax information forms including IRS-990, California 199, and CT-2, no later than the 15th of January. If necessary, a tax specialist may be obtained with approval of the Board. A copy of all tax forms shall be forwarded to District no later than January 28th.
- (g) Assist the Audit Committee, at the conclusion of the fiscal year, to provide supplementary information as needed.

Section 6: Auxiliary President. (Elected) The Auxiliary President shall:

- (a) Preside over, conduct and coordinate all affairs and activities of the Auxiliary (consisting of Team Parents and any interested adult in the League) as established by the Board of Directors.
- (b) Coordinate fund raising activities for the League and appoint committee chairmen as deemed necessary to carry out those activities with the approval of the Board.

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Section 7: Safety Officer. (Elected) The Safety Officer shall:

- (a) Develop, maintain and implement a written Safety Awareness Program (ASAP) that is approved by the Board of Directors prior to player try-outs annually.
- (b) Schedule division safety meetings to ensure each manager has received a copy and fully understands the League's safety awareness program.
- (c) Responsible for the safeguarding of all players in the League and to coordinate safety activities.
- (d) Ensure that the field and playing conditions are made as safe as possible.
- (e) To be responsible for the processing of all Accident Report Forms and the processing of any player accident insurance claims. Follow up on all accidents to discover the cause and take corrective measures.
- (f) Maintain a back-up copy of player medical releases.
- (g) Attend District safety meetings and report to the Board.
- (h) Inform the President and the Board of any Safety matters concerning the League.

Section 8: Equipment Officer. (Elected) The Equipment Officer shall, in conjunction with the Buyer:

- (a) Supervise the purchases, control, inventory and care of playing equipment, supplies and uniforms. Equipment cannot be charged nor purchased without prior approval by the Board.
- (b) Ensure equipment is properly cleaned, repaired, and stored during the off-season and prepare a comprehensive inventory of all equipment by September 30th, of the current fiscal year.
- (c) Inform the Board of any matter concerning the League.

Section 9: Buyer. (Elected) The buyer shall:

- (a) Check and compare prices and quality, and obtain written quotes as necessary.
- (b) Work with Equipment Manager to coordinate purchase of equipment.

Section 10: Umpire in Chief. (Elected) The Umpire in Chief shall:

- (a) Select and train competent persons who command respect, know the rules of the game and react intuitively to playing situations which dictate the umpire's position.
- (b) Coordinate the schedules of the umpires for all the games.
- (c) Attend al District Umpire meetings and report to the Board.
- (d) Inform the President of any matter concerning the League.

Section 11: Team Parent Director. (Elected) The Parent Director shall:

- (a) Shall organize meetings for team parents to inform them of their duties as a team parent.
- (b) Create schedules for snack bar duties and shifts. See that team parents of team players work scheduled shift. Organize workers in case of no shows.
- (c) Assist snack bar director as needed.

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Section 12: Snack bar Director. (Appointed) The Snack bar Director shall:

- (a) Be responsible for purchasing and keeping an inventory of all stock in the snack bar.
- (b) Maintain proper Health and Fire code standards. Assist the County Health Inspector as needed during the periodic inspections, and report the results to the Board of Directors.
- (c) Be responsible for scheduling snack bar personnel.
- (d) Provide a monthly status and financial report to the Board of Directors each month.

Section 13: Duty Officer. (Elected) The Duty Officer represents the Board and shall oversee scheduled games or field sites.

- (a) Be responsible for Duty Officer Plan as needed for regular season and tournament games.
- (b) Observe the conduct of managers, coaches, players and parents/supporters, and maintain crowd control and preserve order.
- (c) Assure that games are played under the direction and control of the Board of Directors. (i.e.: safety program, local rules, etc.) NOTE: The umpire controls the field of play (game).
- (d) Responsible for score room decorum. Assure that a qualified scorekeeper is present (refer to the Score master's list), and if there is not, appoint one.
- (e) Report (preferably in writing) any League policy violations or items of concern to the Board. Insure that protests, manager, coach, and/or player ejections, and minimum play violations are recorded in the official scorebook and reported to the Board.
- (f) Make or assist with field collections as needed.
- (g) Direct or assist with the facility start-up and/or shut-down procedures. Be available to verify snack bar deposit slips.

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Section 14: Team Managers and Coaches shall be appointed annually by the President, and be approved by the Board of Directors. Managers shall be responsible for the selection of their teams and for their actions on the field, (Regulation I (b)). Player Agent shall not manage, coach, nor umpire. Vice Presidents/Division Coordinators shall not manage, coach, or umpire in their respective divisions. The manager shall be responsible for:

- (a) Holding a meeting of team member parents with at least one (1) Board Member present prior to their first practice and explain, at a minimum, the following: (NOTE: Practice/sessions may not start until both the League equipment and approved schedule have been issued).
 - (1) League policy in regard to playing of team members. (i.e.: minimum Play requirements or batting the roster)
 - (2) League policy concerning attendance at practice of both player and parent. Maintain player attendance records for all team activities.
 - (3) Conduct what is expected of parents and guests at the field.
 - (4) Parental obligations with regard to work parties, snack bar assignments, umpire duties, fundraisers, and scorekeeping.
 - (5) Information regarding League Safety Program and player accident insurance.
- (b) Submit team coach application(s) to the appropriate Division Coordinator for Board approval, after the player selection, unless the coach is returning to the same team.
- (c) Be responsible for notification to team personnel and parents of all League and team activities. Maintain player attendance records for all team activities.
- (d) See that playing equipment is available and medical cards are accessible at all practices and games.
- (e) Coordinate any player discipline problems with the Player Agent. Physical or verbal abuse will not be tolerated.
 - (1) Actively support the League in its endeavors to provide a valuable L.L program. Attend all scheduled league functions or be represented by approved Coach.
 - (2) Provide the Player Agent and Score master with a roster listing player uniform numbers; on form provided within 7 days of uniform issuance.

Note: Many of duties outlined can be successfully delegated but final responsibility remains that of the Manager.

The Managers and Coaches position ends at the conclusion of the regular season unless extended by Tournament Play, in which case it ends at the conclusion of the last officially scheduled and played game. All equipment must be returned at the conclusion of the last game, unless otherwise scheduled.

Section 15: Score master. (Appointed) The Score master shall be appointed annually and will supervise the League's score keeping duties, and head the scorekeeping committee.

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Section 16: Director of Public Relations/Sponsors. (Elected) The Director of Public Relations/Sponsors shall:

- (a) Be responsible for all local League advertising and publicity. He/she will act as liaison between the local League and local news sources.
- (b) Be responsible for advertising all official local League activities, such as Player registration and try-outs, opening and closing ceremonies, and fund raising activities when applicable.
- (c) Record and disseminate all regular League game scores and individual statistics when are applicable.
- (d) Coordinate the League's Picture Day plan that includes comparing prices and quality of photographers, obtaining written quotes, presenting a proposal to the Board for approval, communicating to the teams, organizing the Picture Day schedule.
- (e) Coordinate the League's Trophy and Pin plan that includes comparing prices and quality of vendors, obtaining written quotes, presenting a proposal to the Board for approval, communicating to the teams, and handling the purchases.
- (f) Be responsible for organizing all schedules and activities for Opening and Closing ceremonies.
- (g) Coordinate the activities necessary to compile the memory book.
- (h) Be responsible for securing community sponsorships for all teams in all divisions.
- (i) Develop and coordinate a sponsor recognition program.

Section 17: Building/Field Director. (Elected) The Building/Field Director shall be responsible for maintaining a safe, secure and functional facility that meets the requirements defined by Little League and complies with the City's building and safety codes.

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ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1: The Board of Directors may appoint an Executive Committee which shall consist of not less than six (6) Directors, one of whom shall be the President of the League.

Section 2: The Executive Committee shall advise with and assist the Officers of the League in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board, but in no event will the Executive Committee have authority over the Board of Directors.

Section 3: At any meeting of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and act of a majority present at any meeting at which there is quorum shall be the act of the Committee. The Committee shall report each meeting to the Board of Directors, including approved copies of the minutes.

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ARTICLE IX – OTHER COMMITTEES

Section 1: Nominating Committee. The Board of Directors shall appoint a Nominating Committee consisting of three (3) Directors and three (3) Regular Members (non-board members). The Committee shall solicit, investigate, and consider candidates, and submit at the meeting indicated in Article V Section 1, a slate of candidates for the Board of Directors. The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.

Section 2: Award Committee. The Board of Directors shall appoint a Award Committee consisting of two (2) Directors and two (2) other appointed Regular Members (non-board members). The Committee will review and recommend candidates for special awards (i.e.: Volunteer-of-the-Year, etc.) to the Board of Directors no later than the May meeting.

Section 3: Finance Committee. The Board of Directors may appoint a Finance Committee consisting of not less than three (3) and no more than five (5) Directors. The Treasurer shall be an ex-officio member of the committee. The Committee shall investigate ways and means of financing the Local League including team sponsorships and submit recommendations. The Committee Chairperson shall be responsible for the submission of a written status report to the Board at each monthly Board Meeting.

Section 4: Equipment Committee. The Board of Directors may appoint a Playing Equipment Committee which shall secure bids on needed supplies and equipment and make recommendations for their purchases to the Board. The Equipment Officer shall serve as Chairman. The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning, inventory, and storage thereof at the close of the season. The Equipment Officer shall be responsible for the submission of a written status report to the Board at each monthly Board Meeting.

Section 5: Managers Committee. The President (Chairman) shall appoint a Managers Committee consisting of four (4) Directors (Two (2) Division Directors, Player Agent and one other Board of Directors member) to assist the President. The Committee shall review applications, interview and investigate prospective managers and coaches (all levels of play) and recommend acceptable candidates to the President, for appointment and subsequent approval by the Board of Directors. It shall, at the request of the President or the Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors as case may be.

Section 6: Umpire Committee. The Board of Directors may appoint an Umpire Committee consisting of Directors and other appointed Regular Members. The Chief Umpire shall chair the Committee. The Committee shall recruit and interview potential umpires. When approved, the staff of umpires shall be under the personal direction and responsibilities of the League Umpire in Chief, who shall train, observe and schedule the staff.

Section 7: District Committee. The Board of Directors may appoint a District Committee consisting of the League President as chairman and two (2) other Directors. The Committee

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shall assist the District Administrator in inter league district functions including the selection of members of the District Administrator's Advisory Committee of the selection of tournament sites and area tournament directors.

Section 8: Auxiliary Committee. The Board of Directors may appoint an Auxiliary Committee consisting of the Auxiliary President and two (2) other Directors and other appointed Regular Members. The Committee shall coordinate the activities of the Auxiliary. It shall review and evaluate auxiliary projects for raising money and deposition of profits, and make recommendations to the Board. The Committee Chairperson shall be responsible for the submission of a written status report to the Board at each monthly Board Meeting. The Board of Directors shall approve in advance all projects and actions of the Auxiliary.

Section 9: Auditing Committee. The Board of Directors shall appoint an Auditing Committee consisting of two (2) Directors and a Regular member (not related to any family member or Board Member). The President, Treasurer or signatories of the League's bank accounts are not eligible to participate on this committee. The Committee will review the League's books and records annually. The Committee shall commence their review no later than October 15th, for the fiscal year previously ended and submit a statement of their findings and recommendations to the Board of Directors no later than November Board meeting. A copy of this report will be included with the annual financial statement of the League as prepared by the President and Treasurer and forwarded to District 23 Headquarters. If so directed by the Board of Directors, the services of an Accountant may be retained to assist or accomplish this audit.

Section 10: Scorekeeping Committee. The Board of Directors shall appoint a Score master and Scorekeeping Committee. The Committee's duties shall consist of:

- (a) Recruit, supervise, instruct, and schedule all official scorekeepers for the Senior, Junior, Major, and Minor "A" Divisions (T-Ball and Minor "B" excluded).
- (b) Assure League scorebooks are kept in such manner that the eligibility of pitchers, proper substitution and innings played for each player may be ascertained. Game violations shall be recorded in the official scorebook and reported to the Board of Directors.
- (c) Maintain innings-played records of all Major, Junior, and Senior Division players to assure compliance with District 23 requirements and Little League Regulation IV (i). Meet with the Player Agent weekly to review playing records.
- (d) Maintain innings-played records of all Major, and the Junior/Senior teams (within the league) to include: games won, lost, tied, and number of games behind.
- (e) Distribute scorebook-roster forms to obtain input. Copy and distribute as needed.
- (f) The Score master shall be responsible for the submission of a verbal and/or written status report to the Board at the March, April, May, and June Board meetings.

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Section 11: Sponsor Committee. The Board of Directors may appoint a Sponsor Committee consisting of one or more Directors and other appointed Regular Members. The Committee shall be responsible for contacting existing and new prospective sponsors for the League and its teams. They shall maintain appropriate records of all sponsors, best dates to be contacted and related contacts within the sponsor organizations. The Committee Chairperson shall be responsible for the submission of a written status report to the Board at the November, December, and January Board Meetings. They shall develop and coordinate ways to facilitate procurement of sponsors, and sponsor recognition programs.

Section 12: Maintenance Committee. The Board of Directors may appoint a maintenance coordinator. The Maintenance Committee shall be responsible for:

- (a) Maintaining good condition of all fields used by the League and to the satisfaction of the Safety Officer.
- (b) Proposal of maintenance projects to the Board, including schedules, tools and supplies needed to organize and direct fieldwork parties. The maintenance coordinator shall be familiar with any agreement with the city or school district (property owners) as not to jeopardize field use.
- (c) Be responsible for the maintenance and repair of the public address system, intercom systems and scoreboard.

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ARTICLE X – AFFILIATION

Section 1: Charter. The League shall annually apply for a charter from Little League Baseball, Inc., and shall do all things necessary to obtain and maintain such charter. The League shall devote its entire energies to the activities authorization or operate any other program.

Section 2: Rules, Regulations, and Policies. The Official Playing Rules, Regulations and Policies, as published by Little League Baseball Inc., shall be binding on this League.

Section 3: League Rules. The local rules or bylaws of this league 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 and Regulations of Little League Baseball, Inc., nor shall they conflict with this Constitution. As a minimum, they must include: 1) Tournament (All-Star) team selection process including the Manager and Coach. 2) Specific details to determine the League Champion (less Minor and T-Ball Divisions), and 3) League boundaries.

ARTICLE XI – FINANCIAL AND ACCOUNTING

Section 1: Fiscal Year. The fiscal year of the league shall begin on October 1st and shall end on September 30th.

Section 2: Authority. The Board shall decide all matters pertaining to the finances of the League, and it shall place all income including Auxiliary funds, in a common league treasury, directing the expenditure of the same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 3: Contributions. The Board shall not permit the contribution of **funds** or **property** to individual teams but shall solicit the same for the common treasurer of the League thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the League.

Section 4: Solicitations. The Board shall not permit the solicitation of funds in the name of Little League Baseball, Inc. unless all of funds so raised are placed in the League treasury.

Section 5: Disbursement of Funds. The Board shall not permit the disbursement of Local League funds for other than the conduct of Little League activities in accordance with the rules, regulations, and policies of Little League Baseball, Inc. The League Treasurer, and such other officers as the Board of Directors shall determine, shall sign all checks.

Section 6: Expenditures. Approval of expenditures other than those already authorized elsewhere in the bylaws must be approved by two-thirds vote of the Board of Directors. (Quorum required)

Section 7: Compensation. No Director, Officer, or Member of the League shall receive, directly or indirectly any salary, **compensation**, or **emolument** from the League for services rendered

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as Director, Officer, or Member. This includes kick-backs such as gifts or reduced product prices.

Section 8: Deposits. All moneys received, including Auxiliary Funds, shall be deposited to the credit of the League in the Board designated banking institution.

Section 9: Budget Status. The responsibility of knowing the status of the budget prior to and after the purchase being approved rests solely upon the Board Members. Upon request, the Treasurer will respond to a budget status inquiry by Board Member(s) considering the approval of a purchase.

Section 10: Audit. An audit of the financial condition of the League shall be performed at the end of each fiscal year by a Board appointed Audit Committee. The report shall conform to all regulatory requirements. If the Treasurer's office is vacated, an audit shall be conducted prior to the transfer of records. A Bookkeeper outside the League will be appointed to the Committee.

Section 11: Distribution of Property upon Dissolution. Upon dissolution of the League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the League to another Federally Inc. entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501-(c)-(3) of the Internal Revenue Code or any future corresponding provision.

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ARTICLE XII – AMENDMENTS

This Constitution or any section thereof may be amended, repealed or altered in whole or part in the following manner:

- (a) Draft of all proposed amendments shall be submitted to District for review and computer input, and Western Regional Headquarters, for pre-approval.
- (b) 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 copy of this Constitution, approved by Western Region Headquarters and the League Members, will be provided to each member of the Board of Directors and managers.

A copy shall be available for review at all General Membership meetings.

Regional Representative Date

Approved by Little League Baseball, Inc.

President Date

Approved by League Membership