

Date:

League ID# _____

ARDEN LITTLE LEAGUE CONSTITUTION

ARTICLE I - NAME

This organization shall be known as Arden Little League, Inc. (herein "the league" or "Arden Little League").

ARTICLE II - OBJECTIVE

SECTION 1

The objective of the league shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well-adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.

SECTION 2

To achieve this objective, the league will provide a supervised program under the Rules and Regulations of Little League Baseball, Incorporated (herein "Little League Baseball"). All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501-(c)(3) of the Federal Internal Revenue Code, 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 of the league shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the league shall be to carry on propaganda or otherwise attempt to influence legislation. The league shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to further the objectives of the 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 shall be eligible to compete for participation. Player Members 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 Member upon election by the Board of Directors of the league (unless otherwise indicated, "the Board") and payment of dues as hereinafter provided. Regular Members may be issued a card numbered in sequential order annually. The secretary shall maintain the roll of membership to qualify voting members.

Regular members upon election will remain as members until they resign; are terminated by the Board; or April 1 of each year, by which time they must reaffirm their desire to remain active members by the payment of dues (i.e., non-payment of dues by April 1 shall be deemed a statement of desire to *not* remain a regular member).

Only Regular Members in good standing are eligible to vote at General Membership Meetings. All Officers, Board Members, Committee Members, Managers, Coaches, Volunteer Umpires and other elected or appointed officials must be active Regular Members in good standing.

Note: Regular Members of the league automatically include all current Managers, Coaches, Board Members, Officers of the Board and any other person who is recognized by the Board as a volunteer in the league.

(c) **Honorary Members.** 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) **Sustaining Members.** Any person not a Regular 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 such person shall have no rights, duties or obligations in the management or in the property of the league.

(e) 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 shall not be actively engaged in the promotion and/or operation of any other non-school-sponsored baseball program.

SECTION 4

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

(a) The Board, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of 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. Specifically, but without limitation, this provision allows the Board to discipline, suspend, or remove a manager or coach of the league.

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

ARTICLE IV - DUES FOR REGULAR MEMBERS (NOT PLAYERS)

SECTION 1

Dues for Regular Members may be fixed at such amounts as the Board shall determine for a particular fiscal year. (See Article XI, Section 7 for fiscal year of the league.) Note: Dues for Regular Members are separate from registration fees for Player Members, which are determined annually by the Board. If no dues for Regular Membership are collected, Section 2, immediately below, does not apply.

SECTION 2

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

ARTICLE V - GENERAL MEMBERSHIP MEETINGS

SECTION 1

Definition. A General Membership Meeting is any meeting of the membership of the league (including Special General Membership Meetings, Section 7). A minimum of one 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 seven (7) 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 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 may invite, admit and recognize guests for presentations or comments during General Membership Meetings. (Those eligible to take part at meetings of the Board 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.

SECTION 6

Annual Meeting of the Members. The Annual Meeting of the Members of the league shall be held in September each year for the purpose of electing new Members, electing the Board, receiving reports, reviewing the Constitution, 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 presented by the 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 elected shall be no less than seven (7) and no more than thirty (30).

(c) After the Board is elected, the Board shall meet to elect the officers. After the election, the Board shall assume the performance of its duties on October 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 shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, Secretary, Player Agent, Safety Officer, and Information 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 or by the Secretary or President at their discretion. Upon the written request of eight (8) members, the President or Secretary shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than ten (10) days after the request is received by the President or Secretary.

SECTION 8

Rules of Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except where same conflicts with this Constitution of the league.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

Authority. The management of the property and affairs of the league shall be vested in the Board.

SECTION 2

Increase in number. The number of Board Directors fixed at the Annual Meeting may be increased at any General Membership Meeting or Special Meeting of the Members. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional Directors shall be by majority vote of all Regular Members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.

SECTION 3

Vacancies. If any vacancy occurs in the Board, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Board meeting or at any Special Board Meeting called for that purpose.

SECTION 4

Board Meetings, Notice and Quorum. Regular meetings of the Board shall be held immediately following the Annual Meeting and on such days thereafter as shall be determined by the Board.

(a) The President or the Secretary may, whenever he or she deems it advisable, or the Secretary shall at the request in writing of five (5) Directors, issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting, and no matters not so stated may be acted upon at the meeting.

(b) Notice of each Board meeting shall be given by the Secretary or President personally, electronically or by mail to each Director at least three (3) days before the time appointed for the meeting to the last recorded address of each Director.

(c) 50% of the members of the Board shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.

(d) Only members of the Board may make motions and vote at meetings of the Board. However, the Board may invite, admit and recognize guests for presentations or comments during Board meetings.

SECTION 5

Powers. The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the league as it may deem proper, provided such rules and regulations do not conflict with this Constitution.

The Board shall have the power by a two-thirds vote of those present at any regular Board or Special Board Meeting to discipline, suspend or remove any Director or Officer or Committee Member of the Local League in accordance with the procedure set forth in Article III, Section 4 (a, b) or in any manner otherwise consistent with the rules of Little League Baseball.

SECTION 6

Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of all Board, except where same conflicts with this constitution.

ARTICLE VII - DUTIES AND POWERS OF THE BOARD

SECTION 1

Appointments. The Board 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 unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

SECTION 2

On an annual basis, the Board will select the Director positions it deems appropriate and necessary, as well as the duties assigned to each position. A Directors must fill at least one such position and regularly attend Board meetings. A schedule of these positions as of November 1, 2009, is attached hereto as Exhibit "A" for illustrative purposes.

Note: The following sections describe the responsibilities of the Board positions required by this constitution. The Board may assign these officers additional or different responsibilities as it deems appropriate. To the extent such further or different responsibilities assigned by the Board are deemed inconsistent with the responsibilities set forth below, the provisions in this

constitution shall control.

SECTION 3

President. The President shall:

- (a) Conduct the affairs of the league and execute the policies established by the Board.
- (b) Present a report of the condition of the league at the Annual Meeting.
- (c) Communicate to the Board such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the league.
- (d) Be responsible for the conduct of the league in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, 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 and be responsible for the proper execution thereof.
- (h) With the assistance of the Player Agent, examine the application and support proof-of-age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.
- (i) Perform such duties of the other league officers as approved by the Board.

SECTION 4

Vice President. The Vice President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of the office of President.
- (b) Perform such duties as from time to time may be assigned by the Board or by the President.

SECTION 5

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the league and maintain appropriate files, mailing lists and necessary records.
- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board.
- (c) Maintain a list of all Regular, Sustaining and Honorary Members, Directors and committee members and give notice of all meetings of the league, the Board, and Committees.
- (d) Issue membership cards to Regular Members, if approved by the Board.
- (e) Keep the minutes of the meetings of the Members, the Board, and the Executive Committee, and cause them to be recorded in a book kept for that purpose.
- (f) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (g) Notify Members, Directors, Officers and committee members of their election or appointment.

SECTION 6

Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein set forth and such other duties as are customarily incident to the office of Treasurer or may be assigned by the Board.
- (b) Receive all moneys and securities, and deposit same in a depository approved by the Board.
- (c) Keep records for the receipt and disbursement of all moneys 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 (all disbursements by check must have dual signatures).
- (d) Prepare an annual budget, under the direction of the President, for submission to the Board at the Annual Meeting.
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting, and to Little League Baseball Headquarters.

SECTION 7

Player Agent. The Player Agent shall:

- (a) Record all player transactions and maintain an accurate and up-to-date record thereof.
- (b) Receive and review applications for player candidates and assist the President in verifying residence and age eligibility.
- (c) Coordinate the tryouts, the player draft and all other player transaction or selection meetings.
- (d) Prepare the Player Agent's list.
- (e) Prepare for the President's signature and submission to Little League Baseball Headquarters, team rosters, including players claimed, and the tournament team eligibility affidavit.
- (f) Notify Little League Baseball Headquarters of any subsequent player replacements or trades.

SECTION 8

Safety Officer. The Safety Officer shall:

- (a) Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for children and all participants of Little League Baseball.
- (b) Develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting.

NOTE: In order to implement a safety plan using education, compliance and reporting, the following suggestions may be utilized by the Safety Officer:

- (1) Education - Should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, league officials, parents, guardians and other volunteers.
- (2) Compliance - Should promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.
- (3) Reporting - Define a process to assure that incidents are recorded, information is sent to league/district and national offices, and follow-up information on medical and other data is forwarded as available.

SECTION 9

League Information Officer. The League Information Officer shall:

- (a) Set up and manage the league's official website;
- (b) Set up online registration and ensure the league rosters are uploaded to Little League

Baseball;

(c) Assign online administrative rights to other local volunteers;

(d) Encourage creation of team websites to managers, coaches, and parents;

(e) Ensure that league news and scores are updated online on a regular basis;

(f) Collect, post, and distribute important information on league activities including direct dissemination of fund-raising and sponsor activities to Little League Baseball, the district, the public, league members, and the media;

(g) Serves as primary contact person for Little League Baseball and designated entities regarding optimizing use of the Internet for league administration and for distributing information to league members and to Little League Baseball.

ARTICLE VIII – EXECUTIVE COMMITTEE

SECTION 1

The Board may, but is not required to, appoint an Executive Committee, which shall consist of no less than (3) and no more than five (5) 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.

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 the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

ARTICLE IX - OTHER COMMITTEES

SECTION 1

The President or the Board may appoint such ad-hoc committees as are necessary for the operation of the league. Ad-hoc committees are appointed to resolve a limited, specific issue, and cease to exist after that issue is resolved.

Standing committees are appointed annually to deal with regularly recurring business confronting the local league, and function in accordance with guidelines prescribed by the Board.

Unless otherwise provided herein, nothing herein shall be deemed a requirement that the President or Board appoint a particular ad-hoc or standing committee.

SECTION 2

Standing committees should consist of three (3) to five (5) Directors and other appointed Regular Members.

Unless otherwise provided herein, the Chair of each standing committees will be appointed by the Board, and that Chair will then select the remaining members of the Committee.

The President is an ex-officio member of all committees except the Nominating and Auditing committees.

Treasurer is an ex-officio member of all committees dealing with league finances and may not be on the Auditing Committee.

Vice President is an ex-officio officer of all committees.

No authorized signatory may serve on the Auditing Committee.

ARTICLE X - AFFILIATION

SECTION 1

Charter. The league shall annually apply for a charter from Little League Baseball and shall do all things necessary to obtain and maintain such charter. The league shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other program or organization or operate any other program.

SECTION 2

Rules and Regulations. The Official Playing Rules and Regulations as published by Little League Baseball, Williamsport, Pennsylvania, shall be binding on the league.

SECTION 3

Local Rules, Ground Rules and/or Bylaws. The local rules, ground rules and/or bylaws of the league shall be adopted by the Board at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the Rules, Regulations and Policies of Little League Baseball, nor shall they conflict with this constitution.

The local rules, ground rules and/or bylaws of the league shall expire at the end of each fiscal year, and are not considered part of this constitution.

ARTICLE XI - FINANCIAL AND ACCOUNTING

SECTION 1

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 funds in such manner as will give no individual or team an advantage over those in competition with such individual or team.

SECTION 2

Contributions. The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of the league, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the league.

SECTION 3

Solicitations. The Board shall not permit the solicitation of funds in the name of Little League Baseball unless all of the funds so raised are placed in the league treasury.

SECTION 4

Disbursement of Funds. The Board shall not permit the disbursement of league funds for other than the conduct of league activities in accordance with the rules, regulations and policies of Little League Baseball. All disbursements shall be made by check. All checks shall be signed by the league Treasurer and such other officer or officers or person or persons as the Board shall determine.

SECTION 5

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 as Director, Officer, or Member.

SECTION 6

Deposits. All moneys received, including Auxiliary Funds, shall be deposited to the credit of the league at a federally insured financial institution approved by the Board.

SECTION 7

Fiscal year. The fiscal year of the league shall begin on Oct. 1 and shall end on Sept. 30.

SECTION 8

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 incorporated entity which maintains the same objectives as set forth in Article II of this Constitution, which are or may be entitled to exemption under Section 501-(c)-(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XII - AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members, provided notice of the proposed change is included in the notice of such meeting. A draft of all proposed amendments shall be submitted to Little League Baseball for approval before implementation.

This Constitution was approved by Arden Little League, Inc. Membership on _____.

President's Name: Kirk Giberson

President's Signature _____

Date _____

Little League ID No. _____

Federal ID No. (if available) _____

State ID No. (if available) _____

This Local League's Constitution on file at Regional Headquarters (most recently-approved copy) is the official Constitution of this Local League.