

Foresthill Divide Little League, Inc.

League ID 405-11-10

Constitution and Bylaws

Article I-Name

This organization shall be known as the Foresthill Divide Little League, hereinafter referred to as the "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, Inc. All Directors, Officers, Managers, Coaches, and Members shall bear in mind that the attainment of exceptional athletic skills or winning of games is secondary. The molding of future citizens is of prime importance.

Section 3:

In accordance with section 501-©-(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 shall become beneficial to 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.

Article III – Membership

Section 1: Eligibility

Any person sincerely interested in active participation to effect the objective of the league that meets the criteria set forth below may apply to become a Member.

Section 2: Classes

- a.) Player Members: Any player candidate meeting the requirement of Little League regulations IV and who resides within the authorized boundaries of the League shall be eligible to compete 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 who manages or coaches a team or whose child is an active Player Member of the League shall be considered a Regular Member. **(Any adult person in a volunteer capacity on behalf of the League, or whose child is an active Player Member or any adult person managing or coaching a team of the League shall be considered a Regular Member.)** Only Regular Members in good standing are eligible to participate in the election of the Board of Directors at the end of each season but shall have no rights, duties, or obligations in the management or in the property of the League. **Note: No Board of Director may manage a tournament team.**
- c.) Honorary Members: Any person may be elected as an 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 Member: Any person not a regular member who makes financial or other contributions to the league may by majority vote of the board of directors become a sustaining member, but 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 should not be actively engaged in the promotion and/or operation of any other baseball program.

Section 4: Suspension or Termination

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

- a.) The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend, or terminate the membership of any member of any class when the conduct of such person is considered detrimental to the best interest of the League and/or Little League Baseball. **Note: The member shall be notified of such meetings, informed of the general nature of the charges, and be given an opportunity to appear at the meeting to answer such charges.** The Board of Directors shall, in the case of a Player Member, give notice to the manager of the team

of which the player is a member. Same manager will appear, as an advisor, with the player before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation.

Article IV – Participation Fees

Section 1: Annual Meeting

A reasonable Little League participation fee will be assessed as the parent's obligation to assure the operational continuity of the league. Fees will be set by majority vote of the Board of Directors at a regularly scheduled meeting prior to the beginning of the player sign up period. **Note: At no time may payment of any fee be a prerequisite for participation in the Little League program per Little League regulations XIII(c).**

Article V – General Membership Meetings

Section 1: Annual Meeting

The Annual Meeting of the Members shall be held within a period not to exceed 4 weeks after all play (including tournament) has ceased, the date of which shall be set by the Board of Directors. This meeting will be held for the purpose of seating newly elected Board of Directors, receiving reports, making motions for items to be considered by the Board, and for the transactions of such business as may properly come before the meeting. The membership shall receive a report, verified by the President and Treasurer, or by a majority of the Directors, showing: (This meeting can take place at closing ceremonies)

- a.) The condition of the League, to be presented by the President of his/her designate;
- b.) 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;
- c.) The whole amount of real and personal property owned by the League and where located;
- d.) For the year immediately preceding, the amount and nature of property acquired.

Sections 2: Notice of Meeting

Notice and location of the Annual Meeting of the Members shall be delivered personally, electronically, given in the local newspaper or by mail to each member at the last recorded address at least ten (10) days in advance of the meeting.

Section 3: Special Meeting

Special Meeting of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon written request of ten (10) members, the President shall call a special membership meeting to consider a specific subject. No business other than that specified in the notice shall be transacted at any special meeting of the

members. **Note: The meeting should be held no later than thirty (30) days after the request is submitted.**

Section 4: Quorum

The presence in person or representation by absentee ballot of five members shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

Section 5: Voting

Only Regular Members shall be entitled to make motions and vote at any General Meeting of the League. However, the Board of Directors may invite, admit, and recognize guests for presentations or comments during General Membership Meetings. Those eligible to take part in meetings of the Board of Directors are described as in Article VI, Section 4.

Section 6: Absentee Ballot

For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at any General Membership Meeting, 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 General Meeting.

Section 7: Rules of Order

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

Article VI – Board of Directors

Section 1: Board and Number

The management of the property and affairs of the league shall be vested in the Board of Directors. The number of directors shall not be less than five (5). The Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors have been duly elected and qualified.

Section 2: Required **Board** Members

The Board membership shall include a President, one or two Vice-Presidents, Secretary, Treasurer, Safety Officer, Umpire-in-Chief, Registrar, and one or more Player Agents.

Section 3: Annual Election and Term of Duties

A ballot listing all candidates for positions on the Board will be electronically sent to the Regular Members at least two (2) weeks prior to the Annual Meeting. The Members will be requested to vote and return the ballot to the Board prior to the date of the annual meeting. Ballots will be counted at the Annual Meeting and the new Board will be seated immediately to commence League business. Ballots received after the Annual Meeting will not be valid. If no members vote or participate, the executive officers will nominate and vote on new board members.

Section 4: 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 that purpose.

Section 5: Meetings, Notice and Quorum

- a.) Regular meetings of the Board of Directors shall be held at least once per month or on such days as determined by the Board. The President or the Secretary may, whenever one of them deem it advisable, shall in the request in writing of five (5) Directors, issue a call for a special meeting of the Board. In the event of pandemic, natural disaster or other acts of God the meetings may be postponed.
- b.) Notice of each meeting shall be given by the Secretary to each Director by email at least three (3) days before the time appointed for the meeting, or by telephone or personal notice twenty-four (24) hours preceding the meeting. In the case of special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.
- c.) One half (1/2) plus one (1) of the total number of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6: Duties and Powers

- a.) The Board of Directors shall have the power to appoint such standing committees as it deems necessary and to delegate such powers to them as the board shall deem advisable and which it may properly delegate.
- b.) 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.
- c.) The Board shall have power by a two-thirds (2/3) 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 procedures set forth in Article III, Section 4(a).

Article VII – Committees

Section 1: Standing and Special Committees

The Board of Directors may appoint any standing and/or special committees as it determines necessary and delegate any powers to them that the Board deems advisable. The Board may, by majority vote of those Board members present at any regular or special meeting, discipline, suspend, or remove any Committee Member.

Section 2: Nominating Committee

The Board of Directors may appoint a nominating committee consisting of three (3) Directors and other appointed regular members. The committee shall investigate and consider eligible candidates and submit a slate of candidates for the Board of

Directors. The committee shall also submit for consideration by the Board of Directors a slate of auxiliary officers and committee members.

Section 3: Membership Committee

The Board of Directors may appoint a membership committee consisting of three (3) Directors and other appointed regular members. The committee shall receive the names of prospective honorary and sustaining and investigate and recommend those qualified for election at the annual regular, or any special meeting of the members of the Board of Directors.

Section 4: Managers Committee

The Board of Directors may appoint a managers committee consisting of three (3) Directors. The committee shall interview and investigate prospective managers and coaches of all divisions. The committee shall recommend acceptable candidates to the President for subsequent approval by the Board of Directors.

The committee shall, during the course of the season, observe the conduct of the managers and coaches and report its findings to the President of the league.

The committee shall, at the request of the President of the Board of Directors, investigate complaints concerning managers and coaches and make a report to the President.

Section 5: Auditing Committee

The Board of Directors may appoint an auditing committee consisting of three (3) Directors. The President, Treasurer, or signatories of checks are not eligible. The committee will review the league's books and records prior to the annual meeting and attach a statement of their findings to the annual financial statement of the Treasurer; or may, if directed by the Board of Directors or membership, secure the services of a certified public accountant to accomplish such review.

Article VIII – Officers, Duties, and Powers

Section 1: Appointments

Immediately following the annual meeting, provided there be a quorum, the Board of Directors shall meet for the purpose of appointing auxiliary positions and committees for the ensuing year. Refer to Article V, Section 1.

Section 2: Executive (Voting) Officers

The executive (voting) officers of the league shall consist of a President, one or more Vice-Presidents, Secretary, Treasurer, one or more Player Agents, Umpire-in-Chief,

Registrar, Information Officer, Coaches Coordinator, Safety Officer, Field Maintenance Coordinator, Equipment Coordinator, Fundraising Coordinator, Uniform Coordinator, Team Mom Coordinator, and Snack Bar Coordinator all of whom shall hold office for the ensuing year or until their successors are duly elected. The Board of Directors must be in good standing order for their vote to count. In order to be in good standing order they must be present for every two out of three meetings.

The Board of Directors may appoint such other auxiliary officers or agents as it may deem necessary or desirable, and may prescribe the duties of each, and may fill any vacancy which may occur in any of these auxiliary offices. Appointed auxiliary officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have also been elected to the Board in an executive (voting) officer capacity. Auxiliary offices include any office deemed necessary by the board.

Section 3: President

The President shall:

- A. Conduct the affairs of the league and execute the policies established by the Board of Directors
- B. Present a report on the conditions of the league at the annual meeting.
- C. Communicate to the Board of Directors such matters as deemed appropriate and make such suggestions as may tend to promote the welfare of the League.
- D. Shall be responsible for the conduct of the League in strict conformity to the policies, principles, rules and regulations of Little League Baseball, Inc. as agreed to under the conditions of the charter issued to the League by that organization.
- E. Designate in writing with Board approval which officers, if necessary, will have the power to make and execute for/and in the name of the League such contracts and leases they may receive.
- F. Investigate complaints, irregularities, and conditions detrimental to the League and report to the Board of Directors as circumstances warrant.
- G. Prepare and submit an annual budget to the Board of Directors and be responsible for the execution thereof.
- H. With the assistance of the Player Agent, examine all applications and proof-of-age support documents of every player candidate and certify residence and age eligibility before the player may be accepted for tryouts and selection.
- I. Select and appoint managers and committees for approval by the board.
- J. Be the Officer with whom the Little League International maintains contact with. The President also represents the League in the District organization.

- K. Know the regulations under which the League operates and in authorizing the annual application for charter, binds all members of the League to faithfully observe the regulations.

Section 4: Vice-President

In the case of the absence or disability of the President, provided he/she is authorized by the President of the Board of Directors to act, the Vice President shall perform the duties of the President, and when acting so, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board of Directors or by the President.

Section 5: Secretary

The Secretary shall:

- A. Be responsible for the recording of activities of the League and will 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 of Directors.
- 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 of Directors and committees.
- D. Keep minutes of the meetings of the members, the Board of Directors, and any committees and cause them to be recorded in a book kept for that purpose.
- E. Shall conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes, and resolutions not otherwise committed.
- F. Notify members, directors, officers, and committee members of their election and/or appointment.
- G. Shall notify and remind all Board members of the time and date of all Board meetings, both regular and special.
- H. Purchase all uniform patches, trophies, plaques, etc. as needed for the season.
- I. Seek Sponsors within the community to help support our League.

Section 6: Treasurer

The Treasurer shall:

- A. Perform such duties as herein specifically set forth and other duties as are customarily incident to the office of Treasurer or may be assigned by the Board of Directors.
- B. Receive all monies and securities and deposit the same at First US Community Credit Union located in Auburn. Branch approved by Board of Directors.

- C. Keep records for the receipt and disbursement of all monies and securities of the League, including the auxiliary.
 - D. Approve all payments from allotted funds and draw checks therefrom in agreement with the policies established in advance of such actions by the Board of Directors. **Note: All disbursements will be made by check or debit/credit card.**
 - E. Prepare an annual budget under the direction of the President for submission to the Board of Directors at the annual meeting.
 - F. Prepare an annual financial report under the direction of the President for submission to the membership and the Board of Directors at the annual meeting.
 - G. Meet with the Snack Bar Coordinator on a weekly basis to collect and review the funds earned from the previous week.
 - H. To have 2 or more board members as signers on the account, and 2 signatures on written checks.
- *Amended 3/11/2020

Section 7: Player Agent

- A. Record all player transactions and maintain an accurate and up-to-date record thereof.
- B. Receive and review applications for player candidates and reviews with the President in checking residence and eligibility requirements.
- C. Conduct all player drafts and conduct all other player transactions.
- D. Prepare all team rosters with the assistance of the Registrar.
- E. Prepare for the President's signature and for submission to Little League Headquarters, team rosters, including players claimed under regulations 2(d) and 4(h), and the tournament team eligibility affidavit.
- F. Notify Little League Headquarters of any subsequent player replacements or trades.
- G. Conduct annual tryouts.
- H. Handle any issues that may arise concerning coaches and/or players.
- I. Create all game schedules for the League including makeup games.
- J. Be an Officer with whom other Leagues remain in contact.
- K. Collect and retain all player's copies of birth certificates received upon registration.
- L. Prepare the Interleague Agreement for the President and self to review and sign.

Section 8: Safety Officer

The Safety Officer shall:

- A. Be responsible for the implementation of A.S.A.P. (A Safety Awareness Program) at the local league level.

- B. Be responsible for making all members aware of all safety procedures found in the Little League Safety Code.
- C. Arrange first aid training for all managers and coaches to make them aware we cannot administer first aid. They may only give the parent/player a band-aid or ice pack.
- D. Handle all accident claims promptly and shall maintain all records pertaining to all injuries including any claims for liability. A report on any injuries or claims shall be forwarded to Little League Headquarters and the District Administrator.
- E. Frequently inspect all playing and practice fields for holes, damage, glass or other foreign objects with the assistance of the Field Coordinator.
- F. Make sure all fences, screens, and dugouts are in safe working condition with the assistance of the Field Coordinator.
- G. Periodically inspect the stand or bleachers with the assistance of the Field Coordinator.

Section 9: Umpire-in-Chief

The Umpire-in-Chief shall:

- A. Recruit Volunteer Umpires and submit his selections for appointment by the President, coordinate and assign the duties and training for all Volunteer Umpires.
- B. Set up scheduling for all Volunteer Umpires for our League's AAA, Majors, Juniors, and Softball Division games.
- C. Provide umpire training.
- D. Be responsible for the organization and storage of all umpire equipment.

Section 10: Information Officer

The Information Officer shall:

- A. Build and maintain the League's Website via Teamsidelines program endorsed by Little League Baseball, Inc. and perform all the duties required to maintain the program.
- B. Build and maintain the League's Facebook Page.
- C. Maintain all public communications via Teamsidelines, Facebook, Email, and local paper.
- D. When matters arise in public communications delegate said matter to the proper board member according to his/her job description.

Section 11: Coaches/ Team Parent Coordinator

The Coaches Coordinator shall:

- A. Represent coaches/managers within our League
- B. Present a coach/manager training budget to the board
- C. Coordinate mini-clinics as necessary.
- D. Organize fields and times for practice, including rain-outs.
- E. Arrange with the President an annual meeting for managers and coaches for implementing Little League's "Prevention and Emergency Management Program."
- F. Coordinates coaches training.
- G. Maintains communication with all team parents for pertinent team and/or League information.
- H. Provide and organize team parent training.
- I. Provide team parents with a binder of pertinent information.

Section 12: Field Coordinator

The Field Coordinator shall:

- A. Frequently inspect all playing and practice fields for holes, damage, glass or other foreign objects with the assistance of the Safety Officer.
- B. Make sure all fences, screens, and dugouts are in safe working condition with the assistance of the Safety Officer.
- C. Periodically inspect the stand and bleachers with the assistance of the Safety Officer.
- D. Repair or make arrangements for repairs to any part of all practice and playing fields.
- E. Inspect fields for pest issues.
- F. Not be responsible for preparing the fields for games. This duty falls unto the managers of the teams playing.
- G. Organize a field set up for TOC and All Star games.

Section 13: Equipment Coordinator

The Equipment Coordinator shall:

- A. Inventory and distribute equipment to coaches/managers.
- B. Present all equipment orders to the board for approval.
- C. Maintain all equipment in an organized manner in the designated equipment sheds.

Section 14: Uniform Coordinator

The Uniform Coordinator shall:

- A. Receive price quotes from at least three (3) companies for purchasing league wide uniforms.
- B. Present at a regular meeting in which executive (voting) members will decide on which company to be used.
- C. Ensure that all regular season and tournament uniforms have the proper Little League Baseball, Inc. patch. If more patches are needed, the Uniform Coordinator will advise the Secretary so more can be ordered.
- D. Review and Distribute uniforms to managers/coaches.

Section 15: Snack Bar Coordinator

The Snack Bar Coordinator shall:

- A. Maintain the operation of both snack bar facilities
- B. Organize the purchase of snack bar products
- C. Be held responsible for the management of the snack bar sales at League events
- D. Schedule workers for the snack bar for Opening Day, Closing Day, and Tournament Events. However, for regular season games, Team Parents will be responsible for scheduling workers for their games.
- E. Organize and keep records of snack bar sales and purchases.
- F. Hold a League issued credit card to purchase inventory for the snack bars. All receipts for items purchased will be given to the treasurer.
- G. Prepare opening and closing instructions for snack bars as well as inventory management guidelines and post instructions inside snack shack. Train team parents on these procedures.
- H. Collect, review, and prepare all monies received from both snack bars for deposit. Coordinate drop off to treasurer on a weekly basis.

Section 16: Fundraiser Coordinator

The Fundraiser Coordinator shall:

- A. Seek out and review fundraising opportunities
- B. Present new fundraising opportunities to the Board for approval.
- C. Coordinate participation in fundraising activities
- D. Maintain records of profit made through fundraising activities including Opening Day and Closing Ceremonies.
- E. Collect all funds to be given to the Treasurer for deposit into the League Account.
- F. Organize approved fundraisers.

Article IX – Managers, Coaches, and Umpires

Section 1: Managers and Coaches

Team managers and coaches shall be appointed annually by the President with the approval of the Board of Directors. Managers and coaches shall be responsible for the selections of their teams and for their actions on the field.

Regulation 1(b) – The Board of Directors cannot legislate this responsibility away from the President.

While holding such office, the President, the Player Agent (unless managing or coaching outside the division he represents), and the Umpire-in-Chief shall not manage or coach. The President, the Vice-President, and the Player Agent shall not umpire. **Note: The above officers may be manager or coaches with District Administrator Approval.**

Section 2: Umpires

Umpires shall be recruited by the Umpire-in-Chief but shall be appointed annually by the President with the approval of the Board of Directors. The Umpires shall be responsible for their assignments and for their actions on the field. Umpire assignments and duties are to be coordinated by the Umpire-in-Chief.

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 authorized by such charter and it shall not be affiliated with or operate under any other program or organization.

Section 2: Rules and Regulations

The official rules and regulations as published by Little League Baseball, Inc. in Williamsport, Penn., shall be binding on this League.

Section 3: Local League Rules

The local rules of this League shall be adopted by the Board of Directors at a meeting to be held not less than one (1) month prior to the first scheduled game of the season, but shall in no way conflict with the rules and regulations of Little League Baseball, Inc.

Article XI – Financial and Accounting

Section 1:

The Board of Directors shall decide all matters pertaining to the finances of the League and it shall place all income, including auxiliary funds, in a common treasury, directing the expenditure of the same in such manner as will give no individual or team an advantage over other individuals or teams in the League.

Section 2:

The Board shall not permit the contribution of funds or property to individual teams but shall solicit the same for the common treasury of the League, thereby discouraging favoritism among teams and endeavoring to equalize the benefits of the League.

Section 3

The Board shall not permit 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

The Board shall not permit the disbursement of League funds for other than the conduct of Little League activities in accordance with the rules and regulations of Little League Baseball, Inc.

Section 5

No Director, Officer, Manager, Coach, or Member of the League shall receive, directly or indirectly, any salary, compensation, or wage from the League for services rendered. Especially those in the capacity of Director, Officer, Manager, Coach, or Member.

Section 6

All monies received, including auxiliary funds, shall be deposited in the account of the League at First US Community Credit Union located in Auburn. All disbursements shall be made by checks that have been signed by one (1) of the League's authorized check signers, who shall be determined by the Board of Directors.

Section 7

The fiscal year of the League shall begin on the first day of October and shall end on the last day of September.

Section 8

No person or business entity shall post promotional material on Foresthill Divide Little League's website or affiliated social media accounts. Promotional material includes, but is not limited to, advertisements and any post with the potential to produce a profit for said person or business entity.¹²

Section 9: Working Capital

- a.) The League will strive to maintain a prudent fund of \$2500.00 in the common treasury.

- b.) All fundraising monies will be deposited in the League treasury for use in operating the League under the guidance of the Board of Directors.
- c.) All monies required to pay for any and all operating costs shall come from the common League treasury under the guidance of the Treasurer and the Board of Directors.

Section 10: Distribution of Property Upon Dissolution

Upon dissolution of the League and after all outstanding debts and claims have been satisfied, the members shall distribute the property of the League to another Federally Incorporated entity maintaining an objective similar to that set forth herein and which 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 and By-Laws may be amended, repealed, or altered in whole or in part only by a majority vote of the executive (voting) officers of the Board of Directors at a duly organized meeting of the Board of Directors provided such notice of the proposed change is included in the notice of such meeting. An amended copy of the Constitution and By-Laws will be forwarded to Little League Baseball, Inc. for approval.

Date Ratified_January 17,2021

President__Jeanette Mellady

Date_January 21, 2021