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**League ID No.:** \_\_\_\_\_

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***AMENDED AND RESTATED CROTON LITTLE LEAGUE CONSTITUTION***

***ARTICLE I - NAME***

This organization shall be known as the Croton Little League, hereinafter referred to as "Local League."

***ARTICLE II - OBJECTIVE***

***Section 1***

The objective of the Local 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 Local League will provide a supervised program under the Rules and Regulations of Little League Baseball, Incorporated. 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 Internal Revenue Code, the Local 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.

***ARTICLE III - MEMBERSHIP***

***Section 1***

***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 Local League.
- (b) **Regular Members.** The Regular Members of the Local League shall consist of all current Managers, Coaches, Board Members, Officers, Equipment Managers, Fundraising Volunteers, and Opening Day Journal Volunteers. The Secretary shall maintain the roll of Regular Members. Only Regular Members in good standing are eligible to vote at General Membership Meetings. As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

## ***Section 2***

### ***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 Local League.
- (b) Regular Members should not be actively engaged in the promotion and/or operation of any other baseball/softball program.

## ***Section 3***

### ***Suspension or Termination.***

Membership may be terminated by resignation or action of the Board of Directors as follows:

- (a) The Board of Directors, 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 Local 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 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) may also be present. The Board of Directors 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**

No dues are charged to Regular Members or Player Members. Note: Dues are separate from registration fees for Player Members, which are determined annually by the Board of Directors in accordance with Little League Regulation XIII (c).

## **ARTICLE V - GENERAL MEMBERSHIP MEETINGS**

### ***Section 1***

#### ***Definition.***

A General Membership Meeting is any meeting of the membership of the Local 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 ten 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. All decisions by the members shall be made by majority vote, except where otherwise provided by this Constitution.

### ***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 Local League. Such request must be received at least seven (7) days prior to the date of the election. The absentee ballot shall be properly completed, signed, and returned in a sealed envelope to the Secretary at least three (3) days 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 Local League shall be held the final Monday in September each year for the purpose of electing the Board of Directors and for the transaction of such business as may properly come before the meeting.

- (a) At the Annual Meeting, the Members shall elect the Board of Directors.
- (b) 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, and the Board's term of office shall continue until its successors are elected and qualified under this section.

### ***Section 7***

#### ***Special General Membership Meetings.***

Special General Membership Meetings of the Members may be called by the President at his/her discretion, or upon the written request of one-third (1/3) of the Members to the Secretary. Notice of such meeting shall be given in accordance with Section 2 of this Article. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting.

### ***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.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **Section 1**

#### **Authority.**

The management of the property and affairs of the Local League shall be vested in the Board of Directors.

### **Section 2**

#### **Number.**

The current number of Directors is fifteen (15). The number of Directors may be changed at the discretion of the sitting Board of Directors but may never be less than seven (7). Any decrease in the number of Directors shall not affect the tenure of any Directors then serving. Any increase in the number of Directors shall be treated as a vacancy and filled as provided in Section 3 of this Article VI, except if such increase is approved at the Annual Meeting of the Members, in which case the Members shall elect such additional Directors, as provided in Section 6 of Article V.

### **Section 3**

#### **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 Board meeting or at any Special Board Meeting called for that purpose. If a vacancy results in the number of Directors being less than seven (7), such vacancy shall be filled as soon as possible.

### **Section 4**

#### **Board Meetings, Notice and Quorum.**

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

- (a) The President may, whenever s/he deems it advisable, or the Secretary shall, at the request in writing of one-third (1/3) of the 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 one (1) day before the time appointed for the meeting to the last recorded address of each Director.
- (c) 40% of the Board of Directors 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 of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.
- (e) Decisions may be made by the Board of Directors by the majority vote of those present at a Board Meeting where there is a quorum, except where otherwise provided in this Constitution.
- (f) The Board of Directors may take action by the unanimous written consent of all of the Directors in lieu of a board meeting.

## ***Section 5***

### ***Duties and Powers.***

- (a) 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 of Directors shall deem advisable and which it may properly delegate.
- (b) The Board of Directors may adopt such rules and regulations for the conduct of its meetings and the management of the Local League as it may deem proper, provided such rules and regulations do not conflict with this Constitution..

## ***Section 6***

### ***Rules of Order for Board Meetings.***

Robert's Rules of Order shall govern the proceedings of all Board of Directors meetings, except where same conflicts with this Constitution of the Local League.

## ***ARTICLE VII - DUTIES AND POWERS OF THE OFFICERS***

### ***Section 1***

#### ***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. 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. Appointed Officer may include a President, one or more Vice Presidents, a Secretary, a Treasurer, a Player Agent, and a Safety Officer.

### ***Section 2***

#### ***President.***

The President shall:

- (a) Conduct the affairs of the Local League and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the Local 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 Local League.
- (d) Be responsible for the conduct of the Local League in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of charter issued to the Local 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 Local 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 Local 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 tryouts and selection.

### ***Section 3***

#### ***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 that office.
- (b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President.

### ***Section 4***

#### ***Secretary.***

The Secretary shall:

- (a) Be responsible for recording the activities of the Local 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 of Directors.
- (c) Maintain a list of all Regular Members, Directors and committee members and give notice of all meetings of the Local League, the Board of Directors and Committees.
- (d) Keep the minutes of the meetings of the Members, the Board of Directors and the Executive Committee, and cause them to be recorded in a book kept for that purpose.
- (e) 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.
- (f) Notify Members, Directors, Officers and committee members of their election or appointment.

### ***Section 5***

#### ***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 of Directors.
- (b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all monies and securities of the Local 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.
- (d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors 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 Headquarters.

### ***Section 6***

#### ***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) Conduct 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 Headquarters, team rosters, including players' claimed, and the tournament team eligibility affidavit.
- (f) Notify Little League Headquarters of any subsequent player replacements or trades.

***Section 7***

***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 youngsters 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.

**ARTICLE VIII - EXECUTIVE COMMITTEE AND AUDITING COMMITTEE**

***Section 1***

***Executive Committee***

The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) nor more than five (5) Directors, one of whom shall be the President of the Local League. The Executive Committee shall advise with and assist the Officers of the Local 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. 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.

***Section 2***

***Auditing Committee.***

The Board of Directors shall appoint an Auditing Committee consisting of three (3) Directors. The President, the Treasurer, and any person with the authority to sign checks are not eligible to be appointed. The Committee will review the Local League's books of account and records prior to the Annual Meeting and attach a statement of their findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors, secure the services of a Certified Public Accountant to accomplish such review.

## **ARTICLE IX - OTHER COMMITTEES**

The Board of Directors may appoint such other committees consisting of not less than three (3) nor more than five (5) Directors. Regular members may also be appointed to the Committee where appropriate. In no event shall the committee have authority over the Board of Directors.

## **ARTICLE X – AFFILIATION**

### ***Section 1***

#### ***Charter.***

The Local League shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter. The Local 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, Incorporated, Williamsport, Pennsylvania, shall be binding on this Local League.

### ***Section 3***

#### ***Local Rules, Ground Rules and/or Bylaws.***

The local rules, ground rules and/or bylaws of this Local League shall be adopted by the Board of Directors, but shall in no way conflict with the Rules, Regulations and Policies of Little League Baseball, Incorporated, nor shall they conflict with this Constitution. The local rules, ground rules and/or bylaws of this Local League are not considered part of this Constitution.

## **ARTICLE XI - FINANCIAL AND ACCOUNTING**

### ***Section 1***

#### ***Authority.***

The Board of Directors shall decide all matters pertaining to the finances of the Local 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 of Directors shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of the Local League, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Local League.

### ***Section 3***

#### ***Solicitations.***

The Board of Directors shall not permit the solicitation of funds in the name of Little League Baseball unless all of the funds so raised be placed in the Local League treasury.

#### ***Section 4***

##### ***Disbursement of Funds.***

The Board of Directors 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, Incorporated. All checks shall be signed by the Local League Treasurer and such other Officer or Officers or person or persons as the Board of Directors shall determine.

#### ***Section 5***

##### ***Compensation.***

No Director, Officer or Member of the Local League shall receive, directly or indirectly any salary, compensation or emolument from the Local League for services rendered as Director, Officer or Member.

#### ***Section 6***

##### ***Fiscal year.***

The fiscal year of the Local League shall begin on October 1 and shall end on September 30.

### **ARTICLE XII – LIMITATIONS**

#### ***Section 1.***

##### ***Exempt Activities.***

Notwithstanding any other provision of this Constitution, no Director, Officer, employee, or representative of the Local League shall take any action or carry on any activity by or on behalf of the Local League not permitted to be taken or carried on by an organization (i) exempt from Federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, and (ii) contributions to which are deductible under Sections 170(a)(1) and 170(c)(2) of the Internal Revenue Code.

#### ***Section 2.***

##### ***Prohibition Against Sharing in Corporate Earnings.***

No Director, Officer, employee, or other person connected with the Local League, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Local League, provided that this shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Local League or the reimbursement of expenses incurred by any such person on behalf of the Local League, in connection with effecting any of the purposes of the Local League; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Local League. All such persons shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs of the Local League, whether voluntary or involuntary, the assets of the Local League, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or, failing such Board of Directors determination, as may be determined by a court of competent jurisdiction upon the application of the Board of Directors, exclusively to one or more entities (i) which then qualify for exemption from Federal income taxation under the provisions of Sections 501(a) and 501(c)(3) of the Internal Revenue Code, (ii) contributions to which are deductible under Sections 170(a)(1) and 170(c)(2) of the Internal Revenue Code, and (iii) which will use such assets for purposes and activities that are substantially similar to the purposes and activities of the Local League.

## **ARTICLE XIII – CONFLICTS OF INTEREST POLICY**

### ***Section 1.***

#### ***Conflicts of Interests: In General.***

Service as a Director or Officer carries with it requirements of care, loyalty, and obedience to the Local League, and it is the responsibility of the Directors, Officers, and Key Employees to govern the Local League's affairs honestly and economically, exercising their best care, skill, and judgment for the benefit of the Local League. In the event of any conflict or potential conflict between the interests of the Local League and the personal interests of a Director, Officer, or Key Employee, the Director, Officer, or Key Employee whose interests conflict or may conflict with those of the Local League shall make full disclosure to the Board of Directors of the personal interest and shall take no part in the decision of any matter which may involve such personal interest, although the Director or Officer may provide answers to questions and otherwise explain the situation. Every year each Director, Officer, and Key Employee shall submit to the President of the Local League a written list of all businesses or other organizations that have or plausibly may have during the year a business relationship with the Local League and of which the Director, Officer or Key Employee is an Officer, Director, member, trustee, owner, employee, or agent. For all purposes of this Constitution, "Key Employee" shall refer to any employee who exercises substantial influence over the Local League's affairs, regardless of the person's title within the Local League.

A Director, Officer, or Key Employee shall not enter into with the Local League a contractual relationship or other business relationship in which he or she is personally or materially involved unless a full disclosure of the existence and nature of the transaction is made to the Board of Directors. When any such matter comes before the Board of Directors, the affected Director, Officer or Key Employee shall bear the responsibility to make known his or her personal involvement in the transaction and withdraw from participation in any discussion or decision in connection with or related to the matter. Such withdrawal shall be noted in the minutes.

The Board of Directors shall adopt a Conflict of Interest Policy and Disclosure Statement consistent with this Article.

### ***Section 2.***

#### ***Related Party Transactions.***

Whenever the Board of Directors is considering an economic transaction between the Local League and a related party, the transaction must be fair, reasonable and in the best interest of the Local League. In considering whether to enter into a related party transaction, the Board of Directors shall i) consider alternative feasible transactions; ii) approve the related-party transaction at a duly called meeting by the affirmative vote of a majority of all Directors then in office other than the related party, if he or she is a member of the Board of Directors; and iii) document the basis for its approval of the transaction at the time of the vote, including which Directors were present and how each Director voted. No person whose compensation is being set during a meeting may be present for or participate in the deliberation of the compensation. Each related party must in good faith disclose to the Local League his or her material interest in the proposed transaction, and may not participate in the vote and deliberations regarding the interested transaction. A "related party" is i) any Director, Officer or Key Employee of the Local League; ii) any relative of such an individual; iii) any entity in which such an individual has a 35% or greater ownership or beneficial interest; and iv) any partnership or professional corporation in which a such an individual has a 5% or greater ownership interest.

**ARTICLE XIV- 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.

*This Constitution was approved by the Croton Little League Membership on \_\_\_\_\_.*

\_\_\_\_\_  
*President's Name (Print)                      President's Signature                      Date*

\_\_\_\_\_  
*Little League ID No.                      Federal ID No. (if available)                      State ID No. (if available)*

***Make one copy for the District Administrator and copies for the Local League. Send original to Regional Headquarters. This Local League's Constitution on file at Regional Headquarters (most recently-approved copy) is the official Constitution of this Local League.***

***Little League Baseball does not limit participation in its activities on the basis of disability, race, creed, color, national origin, gender or religious preference.***