

FIRST COLONY LITTLE LEAGUE

Constitution and By-Laws

ARTICLE I -- NAME

1. This organization shall be known as the FIRST COLONY LITTLE LEAGUE, hereinafter referred to as the LEAGUE.
2. Sub-Leagues: The LEAGUE or any Sub-Leagues as mandated by Little League Baseball International shall be governed by this Constitution and By-Laws and shall be operated by one Board of Directors as elected pursuant to the process herein.
3. Definitions: As used in this document, certain terms are defined as follows:
 - a. Sub-League: A Sub-League is defined as a separation of the LEAGUE into two or more separate playing leagues as a result of an action identified under Art. I, Section 2. For instance, as of the date of this Constitution, the LEAGUE does not currently have sub-leagues.
 - b. Sub-League Division: A Sub-League Division is an age-specific division included within any particular Sub-League as determined by the Board of Directors in accordance with Little League Baseball International. For instance, as of the date of this Constitution, the Sub-League Divisions are currently identified as Intermediate Majors, Minors, Varsity, Pee Wee, Rookie and T-Ball.

ARTICLE II -- OBJECTIVE

1. The objective of the LEAGUE shall be to implant firmly in 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.
2. The LEAGUE shall achieve this objective by providing supervised baseball programs under the Regulations and Rules of Little League Baseball, Inc. All Directors, Officers, Managers, Coaches and Members of the LEAGUE shall bear in mind that the attainment of exceptional athletic skills or the winning of games is secondary. The molding of children into future citizens is of prime importance.
3. In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, the LEAGUE shall operate exclusively as a nonprofit educational organization that provides a supervised program of competitive baseball. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of the LEAGUE shall be used for propaganda or otherwise to influence legislation or to intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III -- MEMBERSHIP

1. Eligibility - Any person sincerely interested in active participation to achieve the objective of the LEAGUE may apply to become a member.
2. Classes - There shall be the following classes two of members:
 - a. Player Members - Any player candidate who meets the requirements of Little League Regulation IV and who resides within the authorized boundaries of the LEAGUE shall be eligible to compete for participation, but said player candidate shall have no rights, duties or obligations in the management or in the property of the LEAGUE.
 - b. Regular Members - Any person actively interested in furthering the objective of the LEAGUE may become a Regular Member upon registration with the LEAGUE and a one-time payment of an amount determined by the Board of Directors and received during registration for the spring or fall season. Membership shall be considered continuous for one calendar year starting on January 1 and ending on December 31 regardless of when such registration takes place. The Secretary shall maintain the membership role to qualify voting members.

All Board of Directors, Committee Members, Managers, Coaches and other elected or appointed officials of the LEAGUE must be active Regular Members in good standing.
 - c. As used hereinafter, the word "Member" shall mean a Regular Member unless stated otherwise.
3. Other Affiliations:
 - a. Regular or Player Members shall not be required to be affiliated with any other organization or group to qualify as Members of the LEAGUE.
 - b. No director or officer of the League shall, while holding office, also serve as a director or officer of any other youth baseball league.
4. Suspension or Termination:
 - a. Membership may be terminated by resignation, lapse of time or by action of the Board of Directors.
 - b. The Board of Directors, by a two-thirds vote of the Board Directors 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 the Member is found by the Board of Directors to have been detrimental to the best interests of the LEAGUE and/or Little League Baseball.

- c. The Member involved shall be notified of the meeting, informed of the general nature of the charges, and be given an opportunity to appear at the meeting to answer the charges.
- d. In the case of a Player Member, the Board of Directors shall notify the player's team manager and the player's parent(s) or guardian(s). As an adviser, the manager shall appear with the player before a duly appointed committee of the Board of Directors should he/she be requested by the Player Member or the Player Member's parent(s) or guardian(s). This committee shall have full power to discipline, suspend or revoke the player's participation in the LEAGUE.

ARTICLE IV – FEES

1. Registration dues may be fixed in such amounts as determined by the Board of Directors before the beginning of any membership period.
2. A reasonable Little League participation fee (separate from a Membership fee) may be assessed as a parents' obligation to assure the operational continuity of the LEAGUE. Although it is recommended that no fee be collected, a fee may be assessed by the Board of Directors if deemed necessary. AT NO TIME SHOULD PAYMENT OF ANY FEE BE A PREREQUISITE FOR PARTICIPATION THE LITTLE LEAGUE BASEBALL PROGRAM. (Refer to Little League Regulation XIII (c)).
3. Registrants who fail to pay their dues within thirty days from the time they become due may, by vote of the Board of Director, be dropped from the rolls of the LEAGUE (except in the case of an approved financial hardship).

ARTICLE V – MEETINGS

1. Annual Meeting. The annual meeting of the Members of the LEAGUE shall be held by the end of May of each year or no later than closing ceremonies of the spring season for the purpose of electing Board of Directors, receiving reports and for the transaction of such business as may properly come before the meeting.
2. Immediately following the annual meeting, but in no event later than two weeks after the Annual Meeting, the Board of Directors elected and present, provided there be a quorum of directors as defined in Article VI; 4; d., shall meet for the purpose of electing Officers and appointing committees, if any, for the ensuing year.
3. The year and the term of service for the newly elected Board Members shall begin on July 1st of each year and run until June 30th or until the last All Star game is played for that season. If an All Star team is still playing after June 30th the prior board will make all decisions regarding that team(s).

4. Notice of Meeting. Notice of each meeting of the Members shall be mailed, emailed or otherwise delivered to each Member at least ten days before the meeting. Said notice can and will be considered proper if made via email to the last know email address provided by the Member to the League. The notice shall include the place, time and purpose of the meeting. Or in lieu thereof, the notice may be given in a form authorized by the Members, from time to time, at a regular convened meeting.
5. Special Meetings. Special 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 Members setting forth the specific issue to be addressed, the President shall call a special meeting to consider the specific issue. No additional business other than that specified in the notice of the meeting shall be transacted at any special meetings of the Members.
6. Quorum of members for annual Board of Directors meeting and vote. The presence in person or electronic vote of at least five percent of the Members, as shown on the Secretary's list and not having lapsed or expired, shall be necessary to constitute a quorum.
7. Only Regular Members shall be entitled to vote at any meeting of the LEAGUE.
8. Rules of Order. Roberts Rules of Order shall govern the proceedings of all meetings, except where they conflict with the Constitution and By-Laws of the LEAGUE.

ARTICLE VI -- BOARD OF DIRECTORS

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 be not less than ten nor more than eighteen. This number may only be increased via a membership vote as specified in Article V.6.
2. Required Members. The Board membership shall include the Officers, the Player Agent and a minimum of one manager and one volunteer umpire. Managers, Coaches and Minor/T-Ball representation elected to the Board may not exceed a minority of the total board members.
3. Annual Election and Term of Office.
 - a. At each annual meeting, the Board of Directors shall present to the Members the maximum number of Directors, as set out in Article VI; Section 1 above, to be elected for the following year.
 - b. The number decided on above may be increased or decreased at any regular or special meeting of the Members. If the number is increased, the additional Directors may be elected at that meeting or any subsequent meeting.

- c. All elections of Directors shall be governed by Article VI 4.d. below.
 - d. If the number of candidates receiving a majority vote at the annual meeting to elect a Board of Directors exceeds the number presented to the Members under Article VI, Section 3. a., above, then the top vote getters will be seated as Directors until all seats are filled.
 - e. Vacancies. If any vacancy occurs in-the Board of Directors by death, resignation, need of candidates or otherwise, it may be filled by a majority vote of the Directors at any meeting of the Board of Directors.
4. Meetings, Notice, and Quorum.
- a. Regular meetings of the Board of Directors shall be held immediately following the annual election as detailed in Article V. 2. and on such dates thereafter as determined by the Board. When deemed advisable, the President, the Secretary, or upon request in writing by five Directors, may issue a call for a special meeting of the Board.
 - b. Notice of each meeting shall be given by the Secretary to each Director by telephone, email or by personal notice, at least twenty-four hours before the meeting.
 - c. Notices of special meetings shall include the purpose of the meeting and nothing else may be discussed or acted upon at the meeting.
 - d. Quorum. Quorum of members for regular meetings of the board of directors shall be at least 2/3 of the members of the board of directors of which no more than three may be by proxy.
5. Duties and Powers
- a. The Board of Directors shall have the power to appoint any standing or special committee 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 shall adopt rules and regulations it deems proper for the conduct of its meetings and the management of the LEAGUE.
 - c. The Board shall have the power by a two-thirds vote the Directors present at any properly quorum 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.

- d. At the annual meeting of the Members of the LEAGUE, the Board shall receive a report verified by the President and the Treasurer, or by a majority of the Directors, showing the current complete financial condition of the LEAGUE.
- e. A copy of the LEAGUE financial report shall be forwarded to Little League Headquarters.

ARTICLE VII -- EXECUTIVE COMMITTEE

1. The Board of Directors may appoint an Executive Committee which shall consist of not less than three nor more than five Directors, one of whom shall be the President of the LEAGUE.
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.
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 VIII -- OTHER COMMITTEES

1. The Board of Directors at a properly quorum meeting may, in the interest of the league, form other such committees it believes in its discretion is necessary to properly conduct and further advance the purpose and interests of the LEAGUE. Each committee so formed must have at least three (3) members. The committee members may include one or more LEAGUE Members in addition to the appointed Directors from the Board of Directors. The Board of Directors must identify and assign specific duties and responsibilities as it deems necessary to conduct the affairs of any committee formed.

ARTICLE IX -- OFFICERS, DUTIES AND POWERS

1. Officers. The Officers of the LEAGUE shall consist of a President, a Vice-President, if Sub-Leagues exist, a Vice President for each Sub-League, a Secretary, a Treasurer and a Player Agent all of whom shall hold office for the ensuing year or until their successors take office. Little League Regulation I (b). The Board of Directors may appoint such other 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.
2. 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 of the condition 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. Be responsible for the operation and conduct of the LEAGUE in strict compliance with the policies principles and Rules and Regulations of Little League Baseball, Incorporated, as pledged and agreed to by the President under the terms and conditions of the charter issued to the LEAGUE by Little League Baseball, Incorporated.
 - 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, leases, payments from allotted funds and draw checks as may have received 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 and/or the Registrar, examine the application and proof-of-age documents of every player candidate, including Minor and T-Ball players, and certify as to residence and age eligibility before the player may be accepted for tryouts and/or selection.
3. Vice President. In case of the absence or disability of the President, and provided he is authorized by the President or Board to act, the Vice-President of either Sub-League shall perform the duties of the President, and when so acting, 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.
4. 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 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 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 specifically delegated otherwise 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 or appointment.
5. Treasurer. The Treasurer shall:
- a. Perform all duties specifically set forth herein and all other duties which are customarily incident to the Office of Treasurer or which 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 LEAGUE.
 - d. A budget will be prepared by the Treasurer, agreed by a finance committee, and presented to the Board for approval by the start of the new fiscal year.
 - e. Prepare an annual report of the finances of the league, under direction of the President for submission to the Board of Directors at the annual meeting.
 - f. Treasurer will nominate a finance committee each year consisting of not more than five members, including the treasurer.
6. Player Agent. The Player Agent shall:
- a. Record and maintain an accurate and up to date record of all player transactions.
 - b. Receive and review applications for player candidates and assist the President in checking residence and age eligibility.
 - c. Conduct the player draft and all other player transactions and player selection meetings.
 - d. Prepare and report the ground rules for each respective division to the Board for approval. These ground rules shall not conflict with any Rule or Regulation of Little League Baseball.

- e. Prepare for the President's signature and submission to Little League Headquarters, team rosters, including players' claimed under Little League Regulation II (d) and IV (h) and the tournament team eligibility affidavit.
- f. Notify Little League Headquarters of any subsequent player placements or trades.

ARTICLE X -- MANAGERS, COACHES AND UMPIRES

1. The League shall operate under the provisions of specified in the Official Regulations (Green Book) in accordance with Section 1 (b).

ARTICLE XI -- AFFILIATION

1. Charter. The 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 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.
2. Regulations and Rules. The Official-Regulations and Playing Rules as published by Little League Baseball, Incorporated, Williamsport, Pennsylvania, shall be binding on this LEAGUE.
3. Local League Rules. The local rules of this LEAGUE shall be adopted by the Board of Directors at a meeting to be held at least one month before the first scheduled game, but shall not conflict with the Regulations and Rules of Little League Baseball.

ARTICLE XII -- FINANCIAL AND ACCOUNTING

1. The Board of Directors shall decide all matters pertaining to the finances of the LEAGUE and it shall place all income in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.
2. The Board shall not permit the contribution of funds or property to individual teams but shall solicit same for the common treasury of the LEAGUE, thereby to discourage favoritism among teams and to endeavor to equalize the benefit of the LEAGUE.
3. 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.
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 policies of Little League Baseball, Incorporated.

5. 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.
6. All monies received, including Auxiliary Funds, shall be deposited to the credit of the LEAGUE in the bank designated by the Board of Directors. All disbursements shall be made by checks signed by the treasurer and other officers or individuals designated by the Board of Directors.
7. The fiscal year of the league shall begin on the first day of October and shall end on the last day of September of the next year.
8. 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 such other organization or organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any further corresponding provision, providing use of such funds acquired in the liquidation of the LEAGUE assets are confined for use within the boundaries set forth in our Charter.

ARTICLE XIII – AMENDMENTS

This Constitution and By-Laws may be amended, repealed or altered in whole or in part by a majority vote of the Members at any duly organized meeting, provided the proposed changes are included in the notice of such meeting. Drafts of all proposed amendments and changes shall be submitted to Little League Baseball, Incorporated for approval.