

FAIRFIELD LITTLE LEAGUE GIRLS SOFTBALL CONSTITUTION AND BYLAWS

ARTICLE I—NAME

This Organization shall be known as the FAIRFIELD LITTLE LEAGUE GIRLS SOFTBALL, hereinafter referred to as the “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 Federal Internal Revenue Code, the Local League shall operate exclusively as a non-profit educational organization providing a supervised program of competitive 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—Eligibility. Any person sincerely interested in active participation to further the objective of this Local 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 Local League.

(b) Regular Members. Any adult person actively interested in furthering the objectives of the Local League may become a Regular Member upon election as hereinafter provided. The secretary shall maintain the roll of membership to qualify voting members. Only Regular Members who attend a minimum of one-quarter (25 percent) of the General Membership Meetings scheduled each fiscal year by the Local League, including the Annual Meeting of the Members, are eligible to vote at the Annual Meeting of the Members. All Officers, Board Members, Committee Members, Managers, Coaches, Parents/Guardians of Player Members and other elected or appointed officials must be active Regular Members in good standing.

(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 Local 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 Local 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 Local League.

Section 4—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 (a 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 of Directors shall determine for a particular fiscal year. (See Article XL, Section 7 for fiscal year of this league.) *Note: Dues for Regular Members are separate from registration fees for Player Members, which are determined annually by the Board of Directors in accordance with Regulation XIII (c). If no dues for Regular Membership are collected, Section 2 below does not apply.*

Section 2. Regular Members who fail to pay their fixed dues within 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 (1) 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 manner 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 those Regular Members who meet the voting requirements as defined in Article III, Section 2 (b) shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

Section 4—Voting. Only Regular Members who meet the voting requirements as defined in Article III, Section 2 (b) shall be entitled to make motions and vote at General Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings. (Those eligible to take part at meetings of the Board of Directors are described in Article VI, Section 4.)

Section 5—Absentee Ballot. For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at the Annual Meeting, or any General Membership Meeting at which new Board members will be elected, an absentee ballot may be requested and obtained from the Secretary of the League. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the election. The Secretary shall present all absentee ballots to the Election Chair (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 first Wednesday of October each year for the purpose of electing new Members, electing the Board of Directors, receiving reports, reviewing the Constitution, appointing committees, and for the transaction of such business as may properly come before the meeting.

(a) The Membership shall receive at the Annual Meeting of the Members of the Local League a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

- i. The condition of the Local League, to be presented by the President or his/her designate;
- ii. A general summary of funds received and expended by the local league for the previous year, the amount of funds currently in possession of the local league, and the name of the financial institution in which such funds are maintained;
- iii. The whole amount of real and personal property owned by the Local League, where located, and where and how invested;
- iv. 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;
- v. The names of the persons who have been admitted to regular membership of the Local League during such year. This report shall be filed with the records of the Local 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, and their term and shall elect such number of Directors. The number of Directors elected shall be not less than six (6).

(c) After the Board of Directors is elected, the Board shall meet within thirty (30) days to elect its officers. After the election, the Board of Directors shall immediately assume the performance of its duties. The Board's term of office shall continue until its successors are elected and qualified under this section. The Officers shall serve for a one (1) year term, with no term limits, other than a maximum of four (4) consecutive terms for the President.

(d) The Officers of the Board of Directors shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, Secretary, one or more Player Agents and a Safety Officer. The Board shall also include a minimum of one manager.

Section 7—Special General Membership Meetings. Special General Membership Meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon the written request of twenty (20) 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 Local League.

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—Increase in Number. The number of Board of Directors so 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 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.

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 or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of five (5) Directors, issue a call for a Special 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 personally, electronically or by mail to each Director at least 7 days before the time appointed for the meeting to the last recorded address of each Director.

(c) Five (5) members 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.

Section 5—Duties and 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 Local 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 or those present at any regular Board or Special Board Meeting to discipline, suspend or remove any Director, Officer, or Committee Member of the Local League in accordance with the procedure set forth in Article III, Section 4 (a, b).

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 or the Local League.

ARTICLE VII—DUTIES AND POWERS OF THE BOARD

Section 1—Appointments. 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. 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.

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’s 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, Sustaining and Honorary 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 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. All disbursements must have prior Board approval.
- (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.
- (b) Develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting.

ARTICLE VIII—EXECUTIVE COMMITTEE

Section 1. 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.

Section 2. 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.

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—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 at the Annual Meeting a slate of candidates for the Board of Directors. The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.

Section 2—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, Sustaining and Regular Members, investigate for eligibility and recommend those qualified for election at the annual, regular or any special meeting of the Members or the Board of Directors as the case may be.

Section 3—Finance Committee. The Board of Directors may appoint a Finance Committee consisting of not less than three (3) or more than five (5) Directors and other appointed Regular Members. The Treasurer shall be an ex-officio member of the Committee; The Committee shall investigate ways and means of financing the Local League including team sponsorships and submit recommendations. It shall be responsible for taking up collections at games, if such collections are authorized by the Local League, and shall turnover said collections to the Treasurer immediately after each game.

Section 4—Building and Property Committee. (May be combined with Grounds Committee) The Board of Directors may appoint a Building and Property Committee consisting of three (3) Directors and other appointed Regular Members. The Committee shall investigate and recommend available, suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee. It shall be responsible for repair and improvement recommendations, other than normal maintenance, and supervise the performance of approved projects.

Section 5—Grounds Committee. (May be combined with Building and Property Committee) The Board of Directors may appoint a Grounds Committee consisting of three (3) Directors and other appointed Regular Members, which shall be responsible for the care and maintenance of the playing fields, buildings and grounds. It shall operate within the amount appropriated in the approved budget for that purpose.

Section 6—Playing Equipment Committee. The Board of Directors may appoint a Playing Equipment Committee consisting of three (3) Directors and other appointed Regular Members, which shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board. The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close of the season.

Section 7—Managers Committee. The Board of Directors may appoint a Managers Committee consisting of three (3) Directors and other appointed Regular Members. The Committee shall interview and investigate prospective managers and coaches, and recommend acceptable candidates to the President for appointment and subsequent approval by the Board of Directors. It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of the Local League. It shall, at the request of the President or Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors as the case may be.

Section 8—Umpires Committee. The Board of Directors may appoint an Umpires Committee consisting of three (3) Directors and other appointed Regular Members. The Local League President shall chair any such Committee. The Committee shall recruit, interview and recommend to the President for appointment a staff of umpires, including a chief umpire and replacements. When appointed, the staff of umpires shall be under the personal direction of the Local League President, assisted by the Chief Umpire who shall train, observe and schedule the staff.

Section 9—District Committee. The Board of Directors may appoint a District Committee consisting of the Local League President as chair and two (2) other directors and other appointed Regular Members. The Committee shall assist the District Administrator in interleague district functions including the selection of members of the District Administrator's Advisory Committee and the selection of tournament sites and area tournament directors.

Section 10—Auxiliary Committee. The Board of Directors may appoint an Auxiliary Committee consisting of the Local League Treasurer and two (2) other Directors and other appointed Regular Members. The Committee shall coordinate the activities of the Auxiliary. It shall review and evaluate auxiliary projects for raising money and disposition of profits, and make recommendations to the Board. The Board of Directors shall approve in advance all projects and actions of the Auxiliary.

Section 11—Auditing Committee. The Board of Directors may appoint an Auditing Committee consisting of three (3) Directors and other appointed Regular Members. The President, Treasurer or signatories of checks are not eligible. The Committee shall review the Local League's books and records annually prior to the Annual Meeting and attach a statement of its findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors or Membership, secure the services of a Certified Public Accountant to accomplish such review.

Section 12—Minor League Committee. The Board of Directors may appoint a Minor League Committee consisting of three (3) Directors and other appointed Regular Members. The chair of the Committee shall be the Minor League Vice President and be responsible to the Local League President for the proper conduct of the Minor League operation.

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 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, Incorporated, nor shall they conflict with this Constitution. The local rules, ground rules and/or bylaws of this Local League shall expire at the end of each fiscal year, and are not considered part of this Constitution. (See Article XI, Section 7 for fiscal year of this league.)

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 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. Any solicitation of funds in the name of the Local League shall require the approval of a majority of the Board of Directors.

Section 3—Solicitations. The Board shall not permit the solicitations of funds in the name of Little League Baseball unless all of the funds so raised are placed in the Local League treasury. Any solicitation of funds in the name of the Local League shall require the approval of a majority of the Board of Directors.

Section 4—Disbursement of Funds. The Board shall not permit the disbursement of Local League funds for other than the conduct of Little League activities in accordance with the rules, regulations and policies of Little League Baseball, Incorporated. All disbursements shall be made by the Local League Treasurer or such other officer or officers or person or persons as the Board of Directors shall determine. All disbursements must have prior Board approval.

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—Deposits. All monies received, including Auxiliary Funds, shall be deposited to the credit of the Local League in/at a financial institution approved by the Board of Directors. .

Section 7—Fiscal Year. The fiscal year of the Local League shall begin on January 1 and shall end on December 31.

Section 8—Distribution of Property upon Dissolution. Upon dissolution of the Local League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Local 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. Draft of all proposed amendments shall be submitted to Little League Baseball, Incorporated, for approval before implementation.

This Constitution was approved by the Fairfield Little League Girls Softball Membership on March 5, 2014.

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