

Fairfax Little Leagues, Inc.

CONSTITUTION

AND

BY-LAW'S

Adopted September 13, 1990

*R. L. Sottile*

R. L. Sottile  
President, Board of Directors



## TABLE OF CONTENTS

	Page
ARTICLE I - NAME .....	1
ARTICLE II - OBJECTIVE .....	1
ARTICLE III - MEMBERSHIP .....	1
Section 1. Eligibility .....	1
Section 2. Classes .....	1
Section 3. Other Affiliations. ....	1
Section 4. Suspension or Termination .....	1
ARTICLE IV - DUES .....	2
ARTICLE V - MEETINGS .....	2
Section 1. Annual Meeting. ....	2
Section 2. Notice of Meeting .....	2
Section 3. Special Meetings. ....	2
Section 4. Quorum. ....	2
Section 5. Voting. ....	2
Section 6. Proxies .....	2
Section 7. Rules of Order. ....	2
ARTICLE VI - BOARD OF DIRECTORS .....	2
Section 1. Board and Number. ....	2
Section 2. Required Members. ....	3
Section 3. Annual Election and Term of Office. ....	3
Section 4. Vacancies .....	3
Section 5. Meetings, Notice and Quorum .....	3
Section 6. Duties and Powers .....	3
ARTICLE VII - COMMITTEES .....	3
Section 1. Nominating Committee. ....	3
Section 2. Finance Committee .....	4
Section 3. Building and Grounds Committee. ....	4
Section 4. Playing Equipment Committee .....	4
Section 5. Managers Committee. ....	4
Section 6. Umpire Committee. ....	4
Section 7. District Committee. ....	5
Section 8. Auxiliary Committee .....	5
Section 9. Auditing Committee. ....	5
Section 10. Minor League Committee .....	5
ARTICLE VIII - OFFICERS, DUTIES AND POWERS .....	5
Section 1. Election. ....	5
Section 2. Officers. ....	5
Section 3. President .....	5
Section 4. League Vice-Presidents. ....	6
Section 5. Secretary .....	6
Section 6. Treasurer .....	6
Section 7. Player Agents .....	7
ARTICLE IX - MANAGERS, COACHES AND UMPIRES .....	7

ARTICLE X - AFFILIATION ..... 7  
    Section 1. Charter ..... 7  
    Section 2. Rules and Regulations ..... 7  
    Section 3. Local League Rules. .... 7

ARTICLE XI - FINANCIAL AND ACCOUNTING ..... 7  
    Section 1. League Finances ..... 7  
    Section 2. Contributions ..... 7  
    Section 3. Solicitations ..... 7  
    Section 4. Disbursement of Funds ..... 8  
    Section 5. Compensation. .... 8  
    Section 6. Receipts. .... 8  
    Section 7. Fiscal Year ..... 8  
    Section 8. Distribution of Property upon Dissolution ..... 8

ARTICLE XII - AMENDMENTS ..... 8

## ARTICLE I - NAME

This organization shall be known as the Fairfax Little Leagues, Incorporated.

## ARTICLE II - OBJECTIVE

Section 1. The objective of the Fairfax Little Leagues, Inc. 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 Fairfax Little Leagues, Inc. 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 molding of future citizens is of prime importance and that the attainment of exceptional athletic skill or the winning of games is secondary. In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, the Fairfax Little Leagues, Inc. shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball 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 effect the objective of Fairfax Little Leagues, Inc. 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 and who resides within the authorized boundaries of Fairfax Little Leagues, Inc. shall be eligible to compete for participation but shall have no rights, duties or obligations in the management or in the property of Fairfax Little Leagues, Inc.
- (b) Regular Members. Any person actively interested in furthering the objectives of Fairfax Little Leagues, Inc. may become a regular member upon election. Only regular members in good standing are eligible to vote at the annual meeting.

All Officers, Board Members, Committee Members, Managers, Volunteer Umpires and other elected or appointed officials must be active Regular Members in good standing.

- (c) 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 Fairfax Little Leagues, Inc.
- (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 of 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 or suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of Fairfax Little Leagues, Inc. 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 of which the player is a member. Said manager shall appear, in the capacity of an adviser, before a duly appointed committee of the Board of Directors with the player. Such committee shall have full power to suspend or revoke such player's right to future participation.

#### ARTICLE IV - DUES

Section 1. Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership period.

Section 2. Members who fail to pay their fixed dues within thirty (30) days from the time the same become due may, by vote of the Board, be dropped from the rolls and shall forfeit all rights and privileges of membership.

Section 3. A reasonable Little League participation fee may be assessed as a parents' obligation to assure the operational continuity of Fairfax Little Leagues. At no time shall payment of any fee be a prerequisite for participation in Fairfax Little Leagues Programs. (Little League Regulation XIII (c))

#### ARTICLE V - MEETINGS

Section 1. Annual Meeting. The annual meeting of the Members of Fairfax Little Leagues, Inc. shall be held the Second Thursday of October each year for the purpose of electing a Board of Directors and Members, receiving reports and for the transaction of such business as may properly come before the meeting. After the Board of Directors is elected, the board shall meet to elect the officers.

Section 2. Notice of Meeting. Notice of each meeting of the Members shall be mailed or otherwise delivered to each Member at the last recorded address at least ten (10) days in advance thereof setting forth the place, time and purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened meeting.

Section 3. 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 fifteen (15) Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

Section 4. Quorum. The presence in person or by proxy of fifteen (15) of the Members shall be necessary to constitute a quorum.

Section 5. Voting. Only Regular Members shall be entitled to vote at any meeting of Fairfax Little Leagues, Inc.

Section 6. Proxies. Each Member shall be entitled to one vote in person or by proxy. All proxies must be in written form and may be withdrawn at any time.

Section 7. Rules of Order. Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution or By-Laws of Fairfax Little Leagues, Inc.

#### ARTICLE VI - BOARD OF DIRECTORS

Section 1. Board and Number. The management of the property and affairs of Fairfax Little Leagues, Inc. shall be vested in the Board of Directors. The number of Directors shall be not less than five (5) nor more than fifteen (15) for each chartered league. The Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors shall have been duly elected and qualified.

Section 2. Required Members. The Board membership shall include the Officers, including the Player Agent, and a minimum of one manager and one volunteer umpire. (Only volunteer umpires may be elected to the Board.) The number of managers including minor league representation elected to the Board shall not exceed a minority of the total board members.

Section 3. Annual Election and Term of Office. At each annual meeting, the Members shall determine the number of directors to be elected for the ensuing year and shall elect such number of Directors. The number so fixed may, within the limits prescribed by the foregoing Section 1, be increased at any regular or special meeting of the Members, and if the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting. All elections of Directors shall be by majority vote of all Members present or represented by proxy at the time of the meeting.

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. Regular meetings of the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board. The President or the Secretary may, whenever any of them deems it advisable, and the Secretary shall, at the request in writing of five (5) Directors, issue a call for a special meeting of the Board. Notice of each meeting shall be given by the Secretary to each Director either by mail at least three (3) days before the time appointed for the meeting to the last recorded address of each Director, or by telephone or telegraphic or personal notice twenty-four 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.

Ten (10) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. Duties and Powers. The Board of Directors shall have the power to appoint such standing committees as it shall determine 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 Fairfax Little Leagues, Inc. as it may deem proper.

The Board shall have the power by a two-thirds vote of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or Committee Member of Fairfax Little Leagues, Inc. in accordance with the procedure set forth in Article III, Section 4 (a).

The Board shall receive at the annual meeting of the Members of Fairfax Little Leagues, Inc. a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made, which report shall be filed with the records of Fairfax Little Leagues, Inc. and an abstract thereof entered in the minutes of the proceedings of the annual meeting. A copy of such report shall be forwarded to Little League Headquarters.

## ARTICLE VII - 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. Finance Committee. The Board of Directors may appoint a Finance Committee consisting of not less than three (3) nor more than five (5) Directors.

The Treasurer shall be an ex-officio member of the Committee.

The Committee shall investigate ways and means of financing Fairfax Little Leagues, Inc., including team sponsorships, and submit recommendations.

The Committee shall be responsible for taking up collections at games and collect registration fees as authorized by Fairfax Little Leagues, Inc. and shall turn over said collections to the Treasurer immediately after each game.

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

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.

The Committee shall be responsible for repair and improvement recommendations, other than normal maintenance, and supervise the performance of approved projects.

Section 4. Playing Equipment Committee. The Board of Directors may appoint a Playing Equipment Committee 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 5. Managers Committee. The Board of Directors may appoint a Managers Committee consisting of the Vice-President, Player Agent, Director of Minors and three (3) Directors appointed by the President for each chartered league.

The Committee shall interview and investigate prospective managers and coaches, including those for the Minor League, and recommend acceptable candidates to the President, for his/her appointment.

The Committee shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of Fairfax Little Leagues, Inc.

The Committee 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 6. Umpire Committee. The Board of Directors may appoint an Umpire Committee consisting of three (3) Directors and other appointed Regular Members.

The President of the Board of Directors shall be chairman of any such Committee.

The Committee shall recruit, interview and recommend to the President for appointment a staff of umpires and replacements.

When appointed, the staff of umpires shall be under the personal direction and responsibility of the Chief Umpire, who shall train, observe and schedule the staff.



Section 7. District Committee. The Board of Directors may appoint a District Committee consisting of the Fairfax Little Leagues, Inc. President as chairman and each League Vice-President.

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 8. Auxiliary Committee. The Board of Directors may appoint an Auxiliary Committee consisting of Fairfax Little Leagues, Inc. Treasurer and two (2) other Directors and other appointed Regular Members.

The Committee shall coordinate the activities of the Auxiliary.

The Committee 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 9. Auditing Committee. The Board of Directors shall appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer or signatories of checks are not eligible.

The Committee will review Fairfax Little Leagues, Inc. books and records annually 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.

Section 10. Minor League Committee. The Board of Directors may appoint a Minor League Committee consisting of each chartered league's Director of Minors and other appointed members to be responsible for the proper conduct of the Minor League operation.

## ARTICLE VIII - OFFICERS, DUTIES AND POWERS

Section 1. Election. Immediately following the annual meeting, the Directors present, provided there be a quorum, shall meet for the purpose of electing Officers and appointing committees for the ensuing year.

Section 2. Officers. The Officers of Fairfax Little Leagues, Inc. shall consist of a President, a Vice- President for each chartered league, a Secretary, a Treasurer, a Player Agent and a Director of Minors for each chartered league, all of whom shall hold office for the ensuing year or until their successors are duly elected. Regulation (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.

Section 3. President. The President shall:

- (a) Conduct the affairs of Fairfax Little Leagues, Inc. and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of Fairfax Little Leagues, Inc. at the annual meeting.
- (c) Communicate to the Board of Directors, such matters as deem appropriate, and make such suggestions as may tend to promote the welfare of Fairfax Little Leagues, Inc.
- (d) Be responsible for the conduct of Fairfax Little Leagues, Inc. in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of charter issued Fairfax Little Leagues, Inc. by that organization.

- (e) Designate in writing, other officers if necessary, to have power to make and execute for/and in the name of Fairfax Little Leagues, Inc. such contracts and leases as may have received prior approval of the Board.
- (f) Investigate complaints, irregularities and conditions detrimental to Fairfax Little Leagues, Inc. and report thereon to the Board 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 from each chartered league, 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 4. League Vice-Presidents. Shall be responsible for assuring that the rules and policies of Fairfax Little Leagues, Inc. are followed and shall act as President within the league he/she represents. They shall be a point of contact and liaison between the Board of Directors and the Player Agent, and the Director of Minors of his/her league. In the event of the absence or disability of the President, one shall be designated by the President to exercise all functions of the President during the President's absence.

Section 5. Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of Fairfax Little Leagues, Inc. 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 and committee members and give notice of all meetings of Fairfax Little Leagues, Inc., the Board of Directors and Committees.
- (d) Keep the minutes of the meetings of the Members, the Board of Directors, 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 or appointment.

Section 6. Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein specifically 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 Fairfax Little Leagues, Inc., and draw checks therefor.
- (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 Board of Directors at the annual meeting.

Section 7. Player Agents. The Player Agents 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 checking residence and age eligibility.
- (c) Conduct the player auction or 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.

ARTICLE IX - MANAGERS, COACHES AND UMPIRES

Section 1. Team Managers and Coaches shall be appointed annually by the President and be approved by the Board of Directors. Managers shall be responsible for the selection of their teams and for their actions on the field. Regulation I (b).

Section 2. Umpires shall be appointed annually by the President, and be approved by the Board of Directors, who shall be responsible for their assignments and for their actions on the field. Regulation I (b).

Section 3. While holding such office, the President shall not manage, coach or umpire and League Vice Presidents, Player Agents and Directors of Minors shall not manage, coach or umpire within their respective leagues.

ARTICLE X - AFFILIATION

Section 1. Charter. Fairfax Little Leagues, Inc. shall annually apply for charters, based upon player enrollment, from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charters.

Fairfax Little Leagues, Inc. shall engage in only those activities authorized by each 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 upon Fairfax Little Leagues, Inc.

Section 3. Local League Rules. The local rules of Fairfax Little Leagues, Inc. shall be adopted annually 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 and Regulations of Little League Baseball, Incorporated.

ARTICLE XI - FINANCIAL AND ACCOUNTING

Section 1. League Finances. The Board of Directors shall decide all matters pertaining to the finances of Fairfax Little Leagues, Inc. 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.

Section 2. Contributions. The Board shall not permit the contribution of funds or property to individual teams but may seek contributions for the benefit of Fairfax Little Leagues, Inc., thereby to discourage favoritism among teams and to endeavor to equalize the benefits of Fairfax Little Leagues, Inc.

Section 3. Solicitations. The Board shall not permit the solicitation of funds in the name of Little League Baseball unless all of the funds so raised are placed in Fairfax Little Leagues, Inc. treasury.

Section 4. Disbursement of Funds. The Board shall not permit the disbursement of funds for other than the conduct of Little League activities in accordance with the rules and policies of Little League Baseball, Incorporated.

Section 5. Compensation. No Director, Officer or Member of Fairfax Little Leagues, Inc. shall receive, directly or indirectly any salary, compensation or emolument from Fairfax Little Leagues, Inc. for services rendered as Director, Officer or Member. Directors, Officers or Members may, upon approval of the Board of Directors, be reimbursed for costs advanced on behalf of Fairfax Little Leagues, Inc.

Section 6. Receipts. All monies received shall be deposited to the credit of Fairfax Little Leagues, Inc. in the Bank and all disbursement shall be made by check. All checks shall be signed by Fairfax Little Leagues, Inc. Treasurer and President.

Section 7. Fiscal Year. The fiscal year of Fairfax Little Leagues, Inc. shall begin on the first day of October and shall end on the last day of September.

Section 8. Distribution of Property upon Dissolution. Upon dissolution of Fairfax Little Leagues, Inc. and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of Fairfax Little Leagues, Inc. 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 future corresponding provision.

#### ARTICLE XII - AMENDMENTS

This Constitution and By-Laws 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.