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LAKE FOREST LITTLE LEAGUE, INC
405-55-05

APPROVED
BWS 12/4/03

CONSTITUTION

Lake Forest Little League, Inc.
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November, 2003

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ARTICLE I. NAME

This organization shall be known as "LAKE FOREST LITTLE LEAGUE, INC.," hereinafter referred to as "The League".

ARTICLE II. OBJECTIVE

Section 1. The Objective of The League shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children, and grow to be good, decent, healthy and trustworthy citizens.

Section 2. To achieve this objective, The League will provide a supervised program under the Rules and Regulations of Little League Baseball, 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 League 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 this The 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 and who resides within the authorized boundaries of The League shall be eligible to compete for participation, but shall have no rights, duties, or obligations in the management or in the property of the league.
- (b) **Regular Members.** Any person actively interested in furthering the objective of The League may become a regular member upon election as hereinafter provided. The Secretary shall maintain the role of membership to qualify voting members. 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) **Honorary Members.** Any person may be elected as Honorary Member by the unanimous vote of all the Directors present at any duly held meeting of the Board of Directors, but shall have no rights, duties or obligations in the management or in the property of The League.
- (d) **Sustaining Members.** Any person not a Regular Member who makes financial or other contribution to The League may, by a majority vote of the Board of Directors, become a Sustaining Member, but such person shall have no rights, duties, or obligation in the management or in the property of The League.
- (e) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

Section 3. Other Affiliations. Board members shall not be actively engaged in the promotion and/or operation of any other baseball program. Regular members should not be actively engaged in the promotion of any other baseball program to any League members.

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 majority 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 conduct of such person is considered detrimental to the best interest of The 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 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, with the player before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation.

ARTICLE IV. 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 (30) days from the time the same become due may by vote of the Board of Directors be dropped from the rolls and shall forfeit all rights and privileges of membership.

Section 3. A reasonable participation fee may be assessed as a parents' obligation to assure the operational continuity of The League, a maximum of \$20.00 per player may be assessed if deemed necessary. However, no dues or fees of any kind shall be charged or assessed Player Members as a prerequisite to play in The League. (Little League Regulation XIII (c)).

ARTICLE V. MEETINGS

Section 1. Annual Meeting. The annual meeting of the Members of The League shall be held on the 1st Saturday of June for the purpose of electing the Board of Directors and Members, receiving reports, and for the transaction of such other business as may properly come before the meeting. After the election of the Directors, the board shall meet to elect the Officers.

Section 2. Notice of Meetings. Notice of each meeting of the Members shall be mailed or otherwise delivered to each member at his/her 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 a form as may be authorized by the Membership, from time to time, at a regularly convened meeting.

Section 3. Special Meetings. Special Meeting 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 (10) 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 absentee ballot of ten percent (10%) of the Members shall be necessary to constitute a quorum for both annual and special meetings.

Section 5. Voting. Only Regular Members shall be entitled to vote at any meeting of The League.

Section 6. Absentee Ballot. For the expressed purpose of accommodating a regular member in good standing who cannot be in attendance at the annual meeting, an absentee ballot may be requested and obtained from the Secretary of

The League. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the annual meeting and the election of members to the Board of Directors. The Secretary shall present all absentee ballots to the Election Chairman on the date of the annual meeting prior to the conduct of the election process.

Section 7. Attendance. Any Regular member shall have the right to:

- (a) Attend and observe the meeting of The League's Board of Directors.
- (b) Address the Board during the open discussion period prior to the reading of the minutes.

Section 8. Rules of Order. Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution or Bylaws of The League.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Board and Number. The Management of the property and affairs of The League shall be vested in the Board of Directors. The Number of Directors shall be not less than five (5) nor more than twenty-five (25). The Directors shall enter upon the performance of their duties effective September 1st of each year and shall continue in office until August 31st of the succeeding year.

Section 2. Required Members. The Board membership shall include the Officers (refer to ARTICLE IX), including the Player Agent, and a minimum of one manager and volunteer umpire. (Only volunteer umpires may be elected to the Board.) The number of managers/coaches 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. All elections of Directors shall be by majority vote of all Members present or represented by absentee ballot at the time of the meeting, and the Directors so elected shall serve one year.

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 the purpose.

Section 5. Meeting, 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 three (3) 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, telegraph, FAX or personal notice twenty-four (24) hours preceding the meeting.

In the case of special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

A majority of the Board of Directors shall constitute a quorum for all Board meetings for the transaction of business.

Section 6. Duties and Powers. The Board of Directors shall have 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 The League as it may deem proper.

The Board shall have the power by a majority vote of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or committee Member or Member of The League in accordance with the procedure set forth in Article III, Section 4.

The Membership shall receive at the annual meeting of the Members of The League a report, verified by the President, Treasurer, and approved 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 record of The League 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 Baseball Headquarters.

ARTICLE VII. 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 League.

Section 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 other powers as may be delegated to it by the Board.

ARTICLE VIII. OTHER COMMITTEES

Section 1. Nominating Committee. The Board of Directors may appoint a Nominating Committee consisting of at least three (3) and no more than five (5) 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. Fields Committee. The board of Directors may appoint a Fields Committee 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.

Section 3. Finance Committee. The Board of Directors may appoint a Finance committee which shall assist the Treasurer in developing an annual operating plan, a long term plan, and a monthly forecast. These plans will specify planned expenditures by category and period and will be presented to the Board of Directors for approval.

Section 4. Auditing Committee. The Board of Directors may appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer and signators of checks are not eligible. The Committee will review The League's books and records periodically, but not less than twice per fiscal year and attach a statement of their findings to the annual financial statement for review by the Board of Directors. The Committee may if directed by the Board of Directors, secure the services of a Certified Public Accountant to accomplish such review.

Section 5. Managers/Coaches Committee. The Board of Directors may appoint a Managers/Coaches committee for each division consisting of the Division Commissioner, Player Agent(s), Directors, and Regular members. The Committee shall interview and investigate prospective managers and coaches, including those for Minor League teams and recommend acceptable candidates to the President, for appointment and subsequent approval by the Board of Directors.

ARTICLE IX. OFFICERS, DUTIES AND POWERS

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

Section 2. Officers. The Officers of The League shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer and a Player Agent or Agents, 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 Ex-Officio Board Members 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 The League and execute the polices 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 deem appropriate, and make such suggestions as may tend to promote the welfare of The League.
- (d) Be responsible for the conduct of The League in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of the charter issued The 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 League such contracts and leases 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 or Agents, 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. Vice President. In case the absence or disability of the President, and provided he is authorized by the President or Board so to act, the Vice-President 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.

Section 5. 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 Regular, Sustaining and Honorary Members, Directors and the committee members and give notice of all meetings of The League, the Board of Directors and Committees.
- (d) Keep the minutes of the meeting 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) 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 the Treasurer or may be assigned by the board or President.
- (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, including the Auxiliary Committee, approve all payments from allotted funds and draw checks thereof. All Disbursement checks must have dual signatures.
- (d) Prepare an annual budget report under the direction of the President for submission to the Board of Directors at the annual meeting. The

approved budget shall be presented to the membership at the annual registration meeting.

- (e) Prepare an annual financial report under the direction of the President for approval by the Board of Directors and submission to the Membership at the annual meeting.

Section 7. Player Agent. The Player Agent or 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.

Section 8. League Information Officer. The League Information Officer shall:

- (a) Set up and manage the league's official website;
- (b) Set up online registration and ensure the league rosters are uploaded o Little League;
- (c) Assign online administrative rights to other local volunteers;
- (d) Encourage creation of team web sites to managers, coaches and parents;
- (e) Ensure that league news and scores are updated online on a regular basis;
- (f) Collect, post and distribute important information on league activities including direct dissemination of fund-raising and sponsor activities o Little League Baseball, the district, the public, league members, and he media;

- (g) Serves as primary contact person for Little League and Active Team Sports regarding optimizing use of the Internet for league administration and for distributing information to league members and to Little League Baseball.

Section 9. Coaching Coordinator. The Coaching Coordinator shall:

- (a) Represent coaches/managers in league;
- (b) Present a coach/manager training budget to the board;
- (c) Gain the support and funds necessary to implement a league-wide training program;
- (d) Order and distribute training materials to players, coaches and managers;
- (e) Coordinate mini-clinics as necessary;
- (f) Serve as the contact person for Little League and its manager-coach education program for the league.

ARTICLE X. MANAGERS, COACHES AND UMPIRES

Section 1. Team Managers and Coaches shall be appointed annually by the President, with the approval of the Board of Directors, and 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, with the approval of 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 office, the President and Player Agent or Agents shall not manage or coach. The President shall not umpire. Regulation I (b). Vice Presidents shall not manage, coach or umpire in their respective divisions.

ARTICLE XI. AFFILIATION

Section 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 shall not be affiliated with any other program or organization or operate any such 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 The League.

Section 3. League Rules. The local rules of The 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 and Regulations of Little League Baseball, Incorporated.

ARTICLE XII. FINANCIAL AND ACCOUNTING

Section 1. The Board of Directors shall decide all matters pertaining to the finances of The League and it shall place all income, including Auxiliary funds, in a common 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. The Board shall not permit the contribution of funds or property to individual teams, but shall solicit same for the common treasurer of The League, hereby to discourage favoritism among teams and to endeavor to equalize the benefits of The League.

Section 3. The board 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 League treasury.

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

Section 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.

Section 6. All monies received, including Auxiliary funds, shall be deposited to the credit of The League in Bank of America, and all disbursements shall be made

by check. All checks shall be signed by The League Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

Section 7. The fiscal year of The League shall begin on the first day of October, and shall end on the last day of September.

Section 8. Distribution of Property upon Dissolution. Upon dissolution of The League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the League to another Federally Incorporated entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501(c) of the Internal Revenue code or any future corresponding provision.

ARTICLE XIII. LIMINATION OF LIABILITY

Section 1. No member, whether regular, player, honorary, or sustaining, shall, because of his/her position as such member, be subject to any personal liability whatsoever to any other person in connection with The League, or its debts, liabilities, or obligations.

Section 2. No member of the Board of Directors, Office, Umpire, Committee person, or Auxiliary member, shall be liable to any member, of any type, or to The League for any action or inaction on their part except for their own willful misfeasance, or gross or reckless disregard of their duties. Any of such persons who are made a party to any action, suit, or proceeding, or against who a claim or liability is asserted by reason of the fact that they serve in any such capacity, shall be indemnified and held harmless by The League against judgments, fines, and reasonable attorneys' fees incurred by them. However, no such person shall be indemnified or reimbursed for any claim, obligation, or liability which arose out of said person's willful misconduct or gross or reckless disregard of duty.

ARTICLE XIV. AMENDMENTS

This constitution and bylaws may be amended, repealed or altered in whole or 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.

This Constitution was approved by the Lake Forest Little League membership on November 8, 2003.

President Name: Debbie Kayoda  11/8/03

Little League ID No.: 405-55-05

Federal ID No. 95-3532130

State ID No.

Record of Amendments:

3/1/03 – Article VI Section 1 - Increased board membership maximum to 25 members.

11/8/03 – Article IX Section 8 & 9 - Added Coaching Coordinator and League Information Officer.

11/8/03 - Changed name to Constitution (was Constitution and By Laws).