



# **NYACK VALLEY COTTAGE CONGERS LITTLE LEAGUE, INC.**

## **CONSTITUTION AND BY-LAWS**

**Little League ID# 2321807**

As Amended November 1995. Effective September 30, 1996

As Amended February 4, 1996

As Amended October 6, 1996

As Amended October 18, 1997

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As Amended December 5, 2004

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As Amended December 30, 2018

As Amended January 9, 2019

As Amended March 12, 2020 to include full merger with Congers Little League



# **NYACK VALLEY COTTAGE CONGERS LITTLE LEAGUE, INC.**

## **CONSTITUTION AND BY-LAWS**

### **PREAMBLE**

The following by-laws shall be subject to, and governed by, New York and Federal non-profit laws, the Little League Official Regulations, Playing Rules, Operating Policies, and the Articles of Incorporation of Nyack Valley Cottage Congers Little League Inc. In the event of a direct conflict between the herein contained provisions of these by-laws and the mandatory provisions of the New York and Federal non-profit laws, the non-profit laws shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these by-laws and the Articles of Incorporation of the Corporation, it shall then be these by-laws which shall be controlling.

### **ARTICLE I – NAME**

The legal name of the non-profit corporation shall be known as the Nyack Valley Cottage Congers Little league, Inc., and shall be referred to as the “NVCC”. The Little League International ID Number for this organization is Little League ID# 2321807, NYS Corporations ID is 2301903 and NY charities is 45-28-90.

### **ARTICLE II OBJECTIVE**

**Section 1:** The Corporation. The purpose for which NVCC is formed is 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 and trustworthy citizens. To achieve this objective NVCC will provide a supervised program under the Rules and Policies 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.

**Section 2:** In accordance with Section 501 of the Federal Internal Revenue Code (as amended or corresponding section of any future federal tax code, hereinafter called “The Code”), NVCC shall operate exclusively as a non-profit educational organization providing a supervised program of competitive athletic activities. No part of 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.

**Section 3:** A current copy of the Constitution and By-Laws is available for member viewing in “Forms and Documents” on the NVCC website. A printed copy can be made available to any regular member of the NVCCLL (Nyack Valley Cottage Congers Little League) upon written request.

### **ARTICLE III – OFFICES**

The principal office of NVCC shall be “521 Gair Street, Piermont, NY 10968”. NVCC may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of NVCC may find a need from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

### **ARTICLE IV – AFFILIATION**

**Section 1 – Charter:** NVCC shall annually apply for a charter from Little League International and shall do all things necessary to obtain and maintain such charter. NVCC 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 International, Williamsport, Pennsylvania, shall be binding on this Local League except where amended by this Constitution and By-Laws and approved by Little League International, Inc.

**Section 3 – Local League Rules:** The local rules, ground rules and/or by-laws of this league shall be adopted by the Board of Directors at a meeting to be held not less than one month prior to the first scheduled game of the season but shall in no way conflict with the Rules and Regulations of Little League International, nor should they conflict with the Constitution and By-Laws.

### **ARTICLE V – DEDICATION OF ASSETS**

The properties and assets of NVCC are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of NVCC, on dissolution or otherwise shall inure to the benefit of any person or any member, director, or officer of NVCC. On liquidation or dissolution all remaining properties and assets of NVCC shall be distributed and

paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the code.

## **ARTICLE VI – MEMBERSHIP**

**Section 1 – Governance:** Rules and regulations related to membership shall be governed by New York Not for Profit Corporation Law, Article 6 (“The Law”). If any statement within these by-laws herein is in contravention said law, “The Law” will prevail.

**Section 2 – Eligibility:** Any person sincerely interested in active participation to affect the objective of this NVCC may apply to become a member.

**Section 3 – 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 NVCC shall be eligible to compete for participation but shall have no rights, duties or obligations in the management or in the property of NVCC.

(B) Regular Members: Any person who resides within the authorized boundaries of the Local League who is the parent or legal guardian of a Player Member, or a parent or legal guardian of a player member regardless of residence; or any person who resides within the boundaries of NVCC and has contributed significant volunteer service to the league within the past three (3) years shall be deemed a Regular Member.

1. Only regular members shall be eligible to vote at the Annual Meeting. The Secretary shall have the authority to verify membership requirements.

2. Only regular members are eligible for election to the Board of Directors.

(C) Honorary Members: Any person may be elected 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 of NVCC.

(D) As used hereinafter, the word “Member” shall mean a Regular Member unless otherwise stated.

**Section 4 – Other Affiliations:** Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of NVCC.

**Section 5 – Suspension or Termination:** Any class of 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, 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 the NVCC and/or Little League Baseball. The member(s) involved shall be notified in

writing seven days prior to 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 the case of a Player Member, give notice in writing seven days prior to the Board Meeting to the manager of the team of which the player is a member. Said manager shall appear, in the capacity of advisor, with the player before a duly appointed committee of the Board of Directors. Said Committee shall have the power to recommend the suspension or revocation of the players' privilege of future participation in League Activities.

## **ARTICLE VII – DUES**

**Section 1 - Dues For Regular Members:** Will be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership period.

(A) Currently, dues shall be the amount of registration, volunteer and other appropriate fees and charges that would cause a regular member's child to be registered as a player member or, in lieu thereof, a significant amount of volunteer time donated to the league within the past membership period that is deemed acceptable to the Board of Directors to cause the granting of a "scholarship." All such dues and fees are payable at a date to be established by the Board of Directors prior to the beginning of any membership period.

(B) The membership period shall be that period between October 1<sup>st</sup> of one year and September 30<sup>th</sup> of the following year which constitutes the league's "Fiscal Year."

**Section 2 – Failure To Pay Dues:** Members who fail to pay their assessed dues within thirty (30) days from due date, by board vote, be dropped from the rolls and shall forfeit all rights and privileges of membership.

**Section 3 – NVCC:** No dues or fees of any kind shall be charged or assessed Player Members as a prerequisite to play in the NVCC. Little League Regulations XIII (C)

## **ARTICLE VIII – ANNUAL AND SPECIAL MEETINGS**

**Section 1 – Annual Meeting:** The Members of NVCC shall be held in September of each year for the purpose of electing Directors, discussing issues of interest to the membership, (including but not limited to the financial condition and player membership status of the organization), and for the transaction of such other business as may properly come before the meeting. Notice must be given in such form as may be authorized by the Board of Directors at least ten (10) days prior to such meeting. Should less than 25% of the Regular Membership be present, any business requiring approval, aside from the election of Board Members, will be delegated to the Board of Directors for consideration and approval once the new board is elected.

**Section 2 – Voting:** Only regular members shall be entitled to vote at Annual Meeting of NVCC.

**Section 3 – Proxies:** Only members of the Board of Directors shall be entitled to vote by proxy in electing Directors. All proxies must be in writing, which includes text/email.

**Section 4 – Rules of Order for Annual Meeting:** Robert’s Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution and By-Laws of NVCC.

**Section 5 – 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 at least fifteen (15) 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.

## **ARTICLE IX – BOARD OF DIRECTORS**

**Section 1 – Authority:** The management of the property and affairs of NVCC shall be vested in the Board of Directors (the “Board”), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Code. The Board shall establish policies and directives governing business and programs of NVCC and shall delegate to its members and volunteers, subject to the provisions of these By-Laws, authority and responsibility to see that the policies and directives are appropriately followed.

**Section 2 – Number of Directors:** The number of Directors shall be not less than five (5) nor more than twenty-five (25). The Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors have been duly elected and qualified.

**Section 3 – Required Members:** The Board membership shall include the Officers, including the Player Agent(s), and at least one manager and one volunteer umpire.

**Section 4 – Number of Qualifications:** The Board shall have up to twenty-five (25) but no fewer than seven (7) members. The number of Board members may be increased beyond 25 by affirmative vote of the majority of the then-serving Board of Directors. A Board member need not be a resident of New York.

**Section 5 – Eligibility:** A person(s) that have residence within the boundaries of our league, have no competition of interest, and are in good standing with the little league are eligible to seek election to the Board of Directors. A person(s) affiliated with the leadership of another little league organization (board member and/or coach) is considered to have a competition of interest and is not eligible to seek election to the Board of Directors.

**Section 6 – Board Compensation:** The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to “contracts involving Board Members and/or officers” as stipulated under these by-

laws, nothing in these by-laws shall be construed to preclude any Board member from serving NVCC in any other capacity and receiving compensation for services rendered.

**Section 7 – Annual Election and Term of Office:** Prior to each Annual Meeting, the Board of Directors shall determine the number of Directors to be elected for the ensuing year. The term of office shall be for two (2) years. No more than half the Board plus one (1) shall be elected in any given year except when necessary to fill a vacant unexpired position. All elections of Directors shall be by majority vote of all eligible Regular Members present or represented by proxy (as provided in Article VIII, Section 3) at the time of the meeting if number of interested party exceeds the 25-member limit.

**Section 8 – Vacancies:** If any vacancy occurs in the Board of Directors by death, resignation, removal of any director, or otherwise, it shall be filled by a majority vote of the executive board members at any regular meeting or at any special meeting called for that purpose. Such appointments will be served only until the next Annual Meeting and then will be filled in by vote of the members.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article VIII-Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective immediately upon giving written notice to the Board President, Secretary and/or Executive Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of New York is first notified, no director may resign when NVCCLL would then be left without a duly elected director in charge of its affairs.

Any functional vacancy on the Board may be filled by any remaining directors then in office, whether the number of directors then in office is less than a quorum, or by the vote of the sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section 9 – Resignation and Removal:** Each board member shall have the right to resign at any time upon written notice thereof to the President or the Secretary of the board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

A Board Member may be removed, with or without cause, at any duly constituted meeting of the board, by affirmative vote of 75% of then-serving Board members. Should a standing board

member fail a background check or have a competition of interest arise they are no longer eligible to be on the Board of Directors and are immediately removed without a vote.

Board members removed by vote or due to in-eligibility can rejoin the board once the executive board members are satisfied that the cause for removal has been addressed and by affirmative vote of 75% of then-serving Board members.

**Section 10 – Meetings, Notice and Quorum:** Regular meetings of the Board of Directors shall be held within ten days of the Annual Election for the purpose of electing officers and on such days thereafter as shall be determined by the board. The President or Secretary, whenever either of them deems it advisable, or the Secretary 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 four (4) days before the time appointed for the meeting to the last recorded address of each director, or by phone, email, text or personal notice at least 24 hours preceding the meeting. The person(s) authorized to call such special meetings of the board may also establish the place where the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the board. 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 the transaction of business. Only members of the board of directors may make motions and vote at meetings of the board of directors. However, the board may invite, admit and recognize guests for presentations or comments during board meetings.

**Section 11 – Rules of Order for General and Special Board Meetings:** Robert's Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution and By-Laws of NVCC.

**Section 12 – Minutes:** The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the Secretary is unavailable the President shall appoint an individual to act as Secretary for the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the delivered or emailed within fourteen (14) days after the close of each Board meeting.

**Section 13 – Voting:** Each board member shall only have one vote. The President will only cast a vote in the event of a tie.

(A) Proxy Voting: For special decisions requiring an immediate board decision in between monthly board meetings, or when no special meeting can be held due to lack of a quorum, a provision is allowed for emailed voting. In this case, the resolution must be emailed to all board members and must include sufficient detail to warrant an educated answer. In this event, the



email response for each vote must be stored for a period of one year and the vote must be recorded in the minutes of the subsequent board meeting.

**Section 14 – Board Member Attendance:** An elected board member who is absent from four consecutive regular meetings of the board during a fiscal year shall be encouraged to reevaluate with the President him/her commitment to NVCC. The board may deem a board member who has missed six (6) consecutive meetings without such a reevaluation with the President to have resigned from the board.

## **ARTICLE X – OFFICERS, DUTIES AND POWERS**

**Section 1 – Election:** Immediately following the annual meeting, the board of directors shall meet for the purpose of electing Officers for the ensuing year.

**Section 2 – Officers:** The Officers of NVCC shall consist of a President, Vice President, Secretary, Treasurer and Safety Officer. All of whom shall hold office for the ensuing year or until their successors are duly elected. They shall assume office immediately upon conclusion of their election. These officers constitute the Executive Board of NVCC. The role of Safety Officer may be assumed by one of the other officers. According to New York State non-profit law, two or more of these offices may not be held at the same time by the Secretary or the President.

(A) The board, by majority vote of the remaining number of Members shall fill any vacancies occurring during the year.

(B) The executive board may appoint such other representatives or agents as it deems necessary and shall prescribe the powers and duties of each.

(C) All board members should take an active role in gaining community support for the Nyack Valley Cottage Congers Little League and should personify the best public image to the community. Under no circumstances should personally gain, in any form, be the objective of any board member.

(D) Each member of the Board is responsible for fulfilling the obligations of their role in a timely manner, as defined by, but not limited to, the Nyack Valley Cottage Congers Little League By-Laws. Neglecting or disregarding these responsibilities disrupts the efforts of other members and the goals of the Nyack Valley Cottage Little League and ultimately affects the children of the community. This neglect of duty is subject to sanction by the President and can be followed by removal of the member upon recommendation of the President and a two-thirds vote of the remaining Board of Directors.

(E) The Executive Board shall be designated at the time of the election of officers to the Board of Directors. In the case of there being more than one Player Agent on the board, the Player Agent who serves on the Executive Board shall be selected by a majority vote of the Board. The power to make decisions concerning League matters resides in a majority vote of the Executive

Board (when 2/3 are present) if a quorum of the full board cannot be gathered. (The Executive Board consists of the President, Vice President, Secretary, Treasurer and Safety Officer).

(F) Each member of the Board is responsible for the maintenance, safety and proper use of the property of Nyack Valley Cottage Congers Little League. No member has the right to personal use of this property without permission of the Board.

(G) In accordance with Section 2D, from time-to-time board members are required to receive and manage currency on behalf of the Nyack Valley Cottage Congers Little League. Board members are required to remit all currency to the Treasurer within seven (7) days of receipt unless otherwise directed and agreed to by proxy. Failure to comply is subject to:

1. Sanction by the President and can be followed by removal of the member upon recommendation of the President and a two-thirds vote of the remaining Board members.

2. Legal action on behalf of NVCC to recover said currency.

**Section 3 – President:** The President shall exercise sound leadership based upon knowledge and common sense. He or she must possess efficient organizational and administrative abilities and be dedicated to the goals and purposes of the Little League, while serving the children and adults of the community equally, fairly and without prejudice or bias and:

(A) Shall be knowledgeable of all Little League affairs including the rules and regulations and any changes thereof. He or she must then disseminate this information to the Board and the Little League community.

(B) Conduct the affairs of NVCC and execute the policies established by the Board.

(C) Present a report on the condition of NVCC at the Annual Meeting.

(D) Communicate to the Board such matters as deemed appropriate and make suggestions as may tend to promote the welfare of NVCC.

(E) Be responsible for the conduct of NVCC in strict conformity to the policies, principles, rules and regulations of Little League Baseball as agreed to under the conditions of charter issued NVCC by the organization.

(F) Designate in writing, other Officers or agents if necessary, to have the power to make and execute for and in the name of NVCC, such contracts and leases as may have received prior approval of the Board.

(G) Investigate complaints, irregularities and conditions detrimental to NVCC and report thereon to the Board or Executive Board as circumstances warrant.

(H) Oversee the proper maintenance of financial records and be responsible for the financial viability of NVCC.

(I) With the assistance of the Player Agent(s), examine the application and supporting proof-of-age and residence documents of every player candidate and certify as to residence and age eligibility before the player may be accepted for tryouts and selection.

(J) Shall initiate volunteer background checks on all adults volunteering for positions in the League including, but not limited to, managers, coaches, Board Members and all other volunteers who either spend significant time with the youth of NVCC or who have the power to make decisions concerning the youth of the league. Shall be responsible for the confidentiality of and destruction of any background check documents at the end of the season.

(K) Select or delegate the selection of managers, coaches, umpires and committees for Board approval after the satisfactory completion of volunteer background checks, in accordance with the Little League Operating Manual. Whether they were personally selected or delegated, the President is responsible for the activities and behavior of his/her selections while acting in the role for which they were chosen. He/she may issue a sanction or warning of inappropriate or unacceptable behavior or a suspension with the majority approval of the Board. Removal for cause may be accomplished with the recommendation of the President and a two-thirds vote of the Board or by a majority of the Executive Board when time constraints will not warrant convening the full Board to decide on the issue.

(L) Voting: The President shall not participate in Board voting. His voting function will be limited to a tiebreaking vote. He or she may, however, vote on items decided by the Executive Board when the Executive Board is called upon to substitute for the full Board on items requiring quick decisions that cannot wait for a meeting of the full Board.

#### ***Section 4 – Vice President:***

(A) In case of the absence or disability of the President and provided he/she is authorized by the President or Board so to act, 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 to him/her by the President of the Board.

(B) Act an ex-officio member of all committees established or suggested by the President and approved by the Board.

(C) While serving in the role of aiding the President in his/her duties, shall support through research, analysis association and assistance, all efforts to further the goals of and ultimately to improve the NVCC and its standing in the community.

(D) Is encouraged to undertake an additional responsibility, such as Safety Officer, Coaching Coordinator, or other.

#### ***Section 5 – Secretary:***

(A) Be responsible for recording the activities of NVCC and maintaining appropriate files, mailing lists and necessary records accessible to the Board.

(B) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incidental to the office of the Secretary or as may be assigned by the Board.

(C) Maintain a list of all Regular and Honorary Members and give notice of all meetings of NVCC, the Board of Directors and Committees.

(D) Keep the minutes of the meetings of the Members, the Board and the Executive Board and cause them to be recorded in a book or electronically kept for that purpose.

(E) 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 other members of election or appointment.

(G) Maintain and provide for the safekeeping of all documents relevant to the status or viability of the Nyack Valley Cottage Congers Little League. This includes but is not limited to the charter, Constitution and By-Laws, articles of incorporation, tax exemption status etc. Records may be kept in paper or electronic format in a medium approved by the Board.

(H) Maintain and provide for the safekeeping of all documents relevant to the status or viability of Player Members of the Nyack Valley Cottage Congers Little League. This includes, but is not limited to, their applications, birth records, medical records, proof of residence etc. Records may be kept in paper or electronic format in a medium approved by the Board.

#### ***Section 6 – Treasurer***

(A) Perform such duties herein specifically set forth and such other duties as are customarily incidental to the Office of Treasurer or may be assigned by the Board.

(B) Receive all monies and securities, and deposit same in a depository approved by the Board.

(C) Keep records for the receipt and disbursement of all monies and securities of NVCC, approve all payments from allotted funds and draw checks or debit card payments, therefore.

(D) Prepare prior fiscal year financial statements and current year-to-date fiscal statement for monthly electronic distribution to the Board. This information will form the basis for budgetary decisions by the Board regarding capital and other expenditures during the year.

(E) Prepare an annual statement of League Finances, under the direction of the President and the Board, to be presented to the League Membership at the Annual Meeting.

(F) Provide the Board a written monthly report (Treasurer's Report) listing all fund balances, registration fees owed, and any other information relevant to the financial status of NVCC.

(G) Establish at the start of each fiscal year, with the approval of the Board, the limit for discretionary expenditures above which Board approval is required. Such expenditures exclude

capital improvements, bulk equipment purchases (ex. Baseballs), inventory of merchandise and equipment and contracts, which all require Board approval.

(H) Establish and oversee the Concessions account which is provided to give easy access to the Concessions Director for concessions related purchases and maintenance.

(I) Ensure the appropriate preparation and submittal of annual tax returns, namely, Federal 990EZ and New York State CHAR500 as well as annual 1099's.

### ***Section 7 – Safety Officer***

(A) Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for children and all participants of the League.

(B) Take responsibility for updating the Nyack Valley Cottage Congers Little League ASAP (A Safety Awareness Program) and NVCC Coaches Guide.

(C) Take responsibility for annual adherence to Little League International safety-related requirements, including annual completion of the LLI ASAP Program online.

(D) Ensure NVCC's adherence to safety requirements issued by Little League International, such as CPR and First Aid trainings.

### **Section 8 – Player Agent(s)**

(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 which is a current roster of all teams and basic information about each player.

(E) Prepare 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 through proper channels of any subsequent player replacements.

## **ARTICLE XI – OTHER BOARD POSITIONS**

The President, at the first meeting of the newly-elected Board, shall appoint Board Members to the responsibility areas below. These responsibilities may be shared or may become additional functions for members with alternate responsibilities. In the absence of sufficient Board Members, Committees may be formed to help carry on the functions of that responsibility. These committees may utilize Managers, Coaches or Member Volunteers subject to their

agreement to use the official Little League Volunteer Form, complete the required Background Check and adhere to the rules and regulations outlined in the NVCC By-Laws.

***(1) Division Directors:***

- (a) Baseball Majors Director
- (b) Baseball Minors Director
- (c) Baseball Internationals Director
- (d) Baseball Senior/Junior Director
- (e) Baseball Rookies Director
- (f) Baseball T-Ball Director
- (g) Softball Director

The League Director's responsibilities include, but are not limited to, the supervision of competition, player drafts, protests, playoffs, etc of their respective divisions. They also act as Player Agent for their Division. Directors may not manage or coach a team in their own division, except non-competitive divisions. Directors will also coordinate District Interleague Teams and competition (where applicable).

***(2) Director of Umpires:***

- (a) Responsibilities include, but not limited to, the recruitment, training, registering and scheduling of the Volunteer Umpire Staff.
- (b) Act as primary contact between the scheduler (President) and the scheduler of the adult and youth umpires of NVCC.
- (c) Act as Rules Interpreter and be responsible with President to resolve game protests.

***(3) Director of Purchasing:***

- (a) Responsibilities include, but are not limited to, purchasing all equipment, uniforms, umpire gear, maintenance supplies, photo services, etc, and maintain inventory as such.

***(4) Fundraising Director:***

- (a) Responsibilities include, but are not limited to, raising monies for the League through merchandising, photo sales, team sponsors, field banner advertising, concerts, Opening Day, general donations, or other means approved by Board.
- (b) Propagate the growth and application of the Player Sponsorship (Angels) Program.

***(5) Concession's Director:***

(a) Responsibilities include, but are not limited to, maintenance of the concession stands at both Liberty and Hemlock fields, its inventory, and its volunteering staffing.

***(6) Facilities Director:***

(a) Responsibilities include, but are not limited to, the physical maintenance of playing fields (Liberty and Hemlock) in a safe manner compatible with high levels of competition within the budget constraints imposed by the Board.

***(7) VMA Field Liaison:***

(a) Responsibilities include, but are not limited to, ensuring the field and property maintenance of both the VMA (Liberty) & Sheridan Fields. Updating the Executive Board and Facilities Director of any issues pertaining to the fields and surrounding properties.

***(8) Sponsorships Coordinator:***

(a) Responsibilities include, but are not limited to, monitoring how the money raised is being managed. Maintain records of monies secured through sponsorships and fundraising initiatives and ensure that all donations to the league are for the general treasury of the league not one specific team.

(b) Provide recognition and thanks to those who have sponsored through the league's website, social media accounts, printed materials, public speeches, etc.

***(9) League Information Officer:***

(a) Set up and manage the league's official website.

(b) Set up online registration and ensure that player, manager and coach data is uploaded to the Little League Data Center as required by Little League International.

(c) Maintain the league email assignments.

(d) Assign online administrative rights to other local volunteers.

(e) Encourage creation of team websites to managers, coaches and parents.

(f) Ensure that league news and scores are updated online on a regular basis.

(g) Collect, post and distribute important information on league activities.

***(10) Coaching Coordinator:***

(a) Represent coaches/managers in the league.

(b) Gain the support and funds necessary to implement a league-wide training program.

(c) Order and distribute training materials to players, coaches and managers.

(d) Coordinate clinics approved by the Board.

(e) In absence of a Coaching Coordinator, this function shall become the responsibility of the Vice President, who may solicit help from any other Board Member as needed.

***(11) Committees:***

(a) The Board may at its discretion appoint other committees and Chairpersons such as but not limited to, nominating committee, membership committee, finance committee, field crew committee, concessions team committee, etc or others that can exercise authority of the full Board.

**ARTICLE XII – MANAGERS, COACHES AND UMPIRES**

***Section 1:*** Team managers in competitive divisions will be selected by majority vote by the Board. Managers selected shall be responsible for the selection of their teams and for their actions on the field.

***Section 2:*** Volunteer and Youth Umpires shall be appointed annually by the President, upon recommendation of the Director of Umpires, who shall be responsible for their assignments and for their actions on the field.

***Section 3:*** Appointment of all Team Managers and official coaches is contingent on their having no competition of interest and passing an annual Volunteer Background check. Failure or refusal to complete a Little League Volunteer Application at any time makes a person(s) ineligible for appointment. Volunteers are also deemed ineligible if they have a competition of interest. Competition of interest is defined as having active involvement in another Little League Organization as a board member, manager, or coach. Adult and youth umpires who umpire games are exempt from any competition of interest restrictions but may be required to complete a little league Volunteer Application or pass a background check depending on their affiliation and the frequency of their participation. The corresponding Little League International Regulations I C8 and I C9 related to required background checks will be strictly adhered to.

**ARTICLE XIII – STANDARD OF CARE**

***General:*** A director shall perform all duties of a director, including but not limited to, duties as a member of any committee of the Board, in such a manner as the director deems to be in the best interest of NVCC and with such care, including reasonable inquiry, as an ordinary, prudent and reasonable person in a similar situation may exercise under similar circumstances.



In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (1) One or more officers or board members of NVCC or its Managers and Coaches whom the director deems to be reliable and competent in the matters presented;
- (2) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- (3) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

So long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article XI, Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which NVCC, or assets held by it, are dedicated.

**Loans:** NVCC shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the New York State Attorney General; provided, however, that NVCC may advance money to a director or officer of NVCC for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

**Conflict of Interest:** The purpose of Conflict-of-Interest policy is to protect NVCC's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations and is not intended as an exclusive statement of responsibility.

**Restrictions of Interested Directors:** Interested people serving on the Board of Directors must abstain from voting on issues related to the source of their actual or potential conflicts of interest. An interested person is (1) any person currently being compensated by NVCC for services rendered to it within the previous 12 months; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, son-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

***Duty to Disclose:*** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

***Establishing a Conflict of Interest:*** After the disclosure of the financial interest of all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

***Addressing a Conflict of Interest:*** If the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

(1) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.

(2) The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board shall determine whether NVCC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

***Acknowledgment of Conflict of Interest Policy:*** Each director or principal officer shall be required to sign a statement which affirms that such person:

- (1) Has received a copy of the conflict of interest policy
- (2) Has read and understands the policy
- (3) Has agreed to comply with the policy
- (4) Understands that NVCC is charitable, and in order to maintain its federal tax exemption, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

***Violation of Loyalty = Self-Dealing Contracts:*** A self-dealing contract is any contract or transaction between NVCC and one or more of its directors, or between NVCC and any corporation, firm, or association in which one or more of the Directors has a material financial

interest ("Interested Director"), or between NVCC and a corporation, firm or association of which one or more of its directors are Directors of NVCC. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves, or ratifies the self-dealing contract, if;

(1) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s)).

(2) All material facts are fully disclosed to or otherwise known by Board of Directors or committee, and the Board of Directors authorizes, approves or ratifies the self-dealing contract in good faith – without counting the vote of the interested Director(s) - and the contract is just as reasonable as to NVCC at the time it is authorized, approved, or ratified, or;

(3) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to NVCC at the time it was authorized, approved or ratified.

Interested Director(s) may be counted in determining the presence of quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

***Indemnification:*** To the fullest extent permitted by law, NVCC shall indemnify its "agents", as described by law, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgements, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of NVCC, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

NVCC shall have the power to purchase and maintain insurance on behalf of any agent of NVCC, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE XIV – EXECUTION OF CORPORATE INSTRUMENTS**

### **Execution of Corporate Instruments**

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon NVCC.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of NVCC, promissory notes, deeds of trust, mortgages, other evidence of indebtedness of NVCC, other NVCC instruments or documents, memberships in other organizations, and certificates of shares of stock owned by NVCC shall be executed, signed and or endorsed by the President or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of NVCC, or in special accounts of NVCC, shall be signed by the Treasurer, or such other person or persons as the Board of Directors shall authorize to do so.

### **Loans and Contracts**

No loans or advances shall be contracted on behalf of NVCC and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of NVCC may enter any contract or execute and deliver any instrument in the name of and on behalf of NVCC.

## **ARTICLE XV – RECORDS AND REPORTS**

Maintenance and Inspection of Articles and By-Laws – NVCC shall keep on its online Google drive a copy of its Articles of Incorporation and By-Laws as amended to date, which shall be always open to inspection by the directors.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns – NVCC shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and inspection of Other Corporate Records – NVCC shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or, in the absence of such designation, at the principal office of NVCC. The minutes shall be kept in a written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into typed, written or printed form. Upon leaving office, each officer, employee or agent of NVCC shall turn over to his or her successor or the Board President, in good order, such NVCC monies books, records, minutes, lists, documents, contracts or other property of NVCC as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of NVCC and each of its subsidiary organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

## **ARTICLE XVI – FINANCIAL AND ACCOUNTING**

**Section 1 – Authority:** The Board of Directors shall decide all matters pertaining to the finances of NVCC 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 shall solicit same for the common treasury of NVCC, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of NVCC.

**Section 3 – Solicitations:** The Board shall not permit the solicitation of funds in the name of Little League Baseball unless all the funds so raised be placed in the NVCC treasury.

**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 and policies of Little League Baseball, Incorporated. All disbursements shall be made by check, or league credit or debit card. All checks shall be signed by the NVCC treasurer and such other officer or officers, or person or persons, as the Board of Directors shall determine.

### ***Section 5 – Financial Transparency:***

- (1) No Board Member authorized to disburse funds may be the spouse or family relative of the League President or Treasurer or have direct access to league funds. The use of a league credit or debit card is permitted, given that the card is returned to the League Treasurer or President with receipt for all purchases made within three days of the purchase date.
- (2) The Treasurer shall provide to the Executive Board on a monthly basis a copy of the primary checking account statement along with its corresponding reconciliation report.

### ***Section 6 – Compensation:***

- (1) No Director, Officer or Member of NVCC shall receive, directly or indirectly, any salary, compensation or emolument from NVCC for services rendered as Director, Officer or Member.
- (2) All monies received shall be deposited to the credit of NVCC in an approved financial institution and all disbursements shall be made by check or credit card, except petty cash disbursements not exceeding \$50.00. All checks shall be signed by the NVCC Treasurer and such other Officer or Officers or person or persons as the Board of Directors shall determine.

**Section 7 – Expenditures Not Requiring Board Approval:** The President, the Facilities Director. Concession Director and the Director of Purchasing shall be authorized by the Board of Directors annually to each control an amount not to exceed \$500.00 which may be used for the good of the League or the League emergencies without prior consent of the Board.

**Section 8 – Fiscal Year:** The fiscal year of NVCC shall begin on the first day of October and shall end on the last day of September.

**Section 9 – Distribution of Property Upon Dissolution:** Upon dissolution of the Local League and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of NVCC 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.

#### **Preparation of Annual Financial Statements**

NVCC shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. NVCC shall make these financial statements available to the New York Attorney General and members of the public for inspection no later than 135 days (about 4 and a half months) after the close of the fiscal year to which the statements relate.

#### **Reports**

The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of NVCC, which shall contain the following information:

- (1) The assets and liabilities, including trust funds, of NVCC at the end of the fiscal year.
- (2) The principal changes in assets & liabilities, including trust funds, during the fiscal year.
- (3) The expenses or disbursements of NVCC for both general and restricted purposes during the fiscal year.
- (4) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of NVCC that such statements were prepared without audit from the books and records of NVCC.

#### **ARTICLE XVII – FISCAL YEAR**

The fiscal year for NVCC shall end on September 30<sup>th</sup>.

#### **ARTICLE XVIII – CORPORATE OR ORGANIZATION SEAL**

The Board of Directors may adopt, use, and alter a corporate or organization seal. The seal shall be kept at the principal office of NVCC. Failure to affix the seal to any NVCC instrument, however, shall not affect the validity of that instrument.

#### **ARTICLE XIX – CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these by-laws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these by-laws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these by-laws shall be considered invalid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

## **ARTICLE XX – AMENDMENTS AND REVISIONS**

This Constitution and By-Laws may be amended, repealed or altered in whole or in part by a two-thirds vote of the full Board of Directors provided that fifteen (15) day notice in writing of the proposed change is included in the notice of such meeting, or 24-hour notice is given via email or telephone.

If any provision of these by-laws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

This document must be annually renewed by a two-thirds vote of the Board, prior to the election of the new Board at fiscal year-end. The new Board may later choose to amend it at any time as stated above.

A copy of this complete Constitution and By-Laws shall be submitted to Easter Regional Headquarters annually for review and approval.

President's Name: John Welch

President's Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## **CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, certify that I am the current elected and acting Secretary of NVCC, and the above by-laws are the by-laws of this Organization as adopted by the Board of Directors on \_\_\_\_\_, and that they have not been amended or modified since the above.

Executed on this day of \_\_\_\_\_, in the County of Rockland in the State of New York.