

ORWALL



BASEBALL

OAK RIDGE WOODLANDS LITTLE LEAGUE AMERICAN LITTLE LEAGUE CONSTITUTION AND BY-LAWS

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ARTICLE I – NAME

This organization shall be known as the Oak Ridge Woodlands Area Little League American League, hereinafter referred to as the “Local League.”

ARTICLE II - OBJECTIVE

Section 1

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

Section 1

To achieve this objective the Local League will provide a supervised program under the Rules and Regulations of Little League Baseball, Incorporated. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance.

In accordance with Section 501 (c) (3) of the Federal Internal Revenue Code, the Local League shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of 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 interested in active participation to affect the objective of this Local League may apply to become a member.

Section 2

Classes: There shall be the following classes of Members:

- a) **Player Members:** Any player candidate meeting the requirements of Little League Regulation IV and who resides within the authorized boundaries of the Local League shall be eligible to compete for participation but shall have no rights, duties, or obligation in the management or in the property of the Local League.
- b) **Regular Members:** Any person actively interested in furthering the objectives of the Local League may become a regular member upon fulfillment of requirements of membership provided in Article IV. The secretary shall maintain the roll of membership to qualify voting members. Only regular members in good standing are eligible to vote at the annual meeting.

Membership will coincide with the calendar year.

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 Affiliation:

- a) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the Local League.
- 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 interest of the Local League and / or Little League Baseball.

The member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

- b) The Board of Directors shall, in case of a Player Member, give notice to the manager of the team of which the player is a member. Said manager shall appear, in the capacity of an advisor, the players before a duly appointed committee of the Board of Directors which shall have full power to suspend or revoke such player's right to further 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 January registration period.

Section 2

Members who pay fixed dues shall have all the rights and privileges of membership.

Section 3

A reasonable Little League participation fee may be assessed as a parent's obligation to assure the operational continuity of the local little league. AT NO TIMES SHOULD PAYMENT OF ANY FEE BE A PREREQUISITE FOR PARTICIPATION IN THE LITTLE LEAGUE BASEBALL PROGRAM (Little League Regulation XIII(c)).

ARTICLE V - MEMBERS

Section 1

Annual Meeting: The annual meeting of the Members of the Local League shall be held within thirty (30) days of the close of the regular season registration in the month of February, for the purpose of receiving reports and for the transaction of such business as may properly come before the meeting.

Section 2

Notice of Meeting: Notice of each meeting of the Members shall be posted throughout the duration of the annual season registration period.

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 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 representation by absentee ballot of one-third (1/3) of the members, or a number or percentage acceptable to the local league regular membership in advance of the annual meeting, shall be necessary to constitute a quorum.

Section 5

Voting: Only Regular Members shall be entitled to vote at any meeting of the Local 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

Rule of Order: Roberts Rules of Order shall govern the proceedings of all meetings, except where it conflicts with the Constitution or By-Laws of the Local League.

ARTICLE VI – BOARD OF DIRECTORS

Section 1

Board and Number: The management and property and affairs of the Local League shall be vested in the Board of Directors. The number of Directors shall not be less than five (5), nor more than a number to be determined annually by the Board of Directors. 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 umpire. The number of managers, including minor league representation elected to the board shall not exceed forty-nine percent (49%) of the total board members.

Section 3

Annual Election and Term Office: The acting Board of Directors shall determine the number of directors to their respective positions to be elected for the ensuing year and shall present such number to the membership for election. 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 any subsequent meeting. All elections of Directors shall be by majority vote of all members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting. The date for the regular election of directors shall be posted for a minimum period of two (2) weeks prior to the scheduled election date. Such date shall be determined annually by the sitting Board of Directors and shall be held within thirty (30) days of the scheduled conclusion of the regular spring season.

Section 4

Vacancies: If a 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

All-Stars: All matters pertaining to the operation of the League's All-Star Team shall remain the responsibility of the outgoing Executive Committee of the Board of Directors to the conclusion of post-season play.

Section 6

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 they deem it advisable or 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, telegraphic, electronic (email) or personal notice twenty-four (24) hours preceding the meeting.

In 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.

The President at either a regular or special meeting of the Board of Directors may close the meeting if in his / her opinion matters of a sensitive nature or confidential nature are to be discussed.

Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 7

Duties and Powers: The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate. A list of possible Committees include but may not be limited to:

Auxiliary	Building and Property
Competition	Finance
Managers	Membership
Nominating	Umpire

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Local League as it may deem proper.

The Board shall have the power by two-thirds (2/3) vote of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or Committee Member of the Local League in accordance with the procedure set forth in Article III, Section 4(a).

The Membership shall receive at the annual meeting of the Members of the Local League a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by the Local League, where located, and where and how invested, the amount and nature of property acquired during the year immediately preceding, the date of the report and the manner of the acquisition, the amount applied, appropriated or expanded during the year immediately preceding such date, and the purposes, objects or persons to or for which such application, appropriations and expenditures have been made, and the names and places of residence of the person who have been admitted to memberships in the Local League during such year, which report shall be filed with the records of the Local 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 Headquarters.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1

The Executive Committee shall be comprised of not less than five (5) nor more than (9) Directors, one of whom shall be the President of the Local League. The other members should consist of the Past President, any Vice Presidents, the Secretary, and the Treasurer.

(Article VII continued)

Section 2

The Executive Committee shall advise and assist the Officers of the Local League in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated by the Board.

At any meeting of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

ARTICLE VIII – OFFICERS, DUTIES AND POWERS

Section 1

President: The President shall:

- a) Conduct the affairs of the Local League and execute the policies established by the Board of Directors.
- b) Present a report of the condition of the Local League at the annual meeting.
- c) Communicate to the members such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the Local League;
- d) Be responsible for the conduct of the Local League in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated as agreed to under the conditions of charter issued by the Local League by that organization.
- e) Designate in writing, other officers if necessary, to have power to make and execute for and in the name of the Local League such contracts and leases they may receive and which have had prior approval of the Board.
- f) Investigate complaints, irregularities and conditions detrimental to the Local League and report thereon to the Board or Executive Committee as circumstances warrant.
- g) Prepare and submit an annual budget to the Board of Directors and be responsible for managing said budget thereof; and
- h) With the assistance of the Player Agent, examine the application and support proof-of age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.
- i) The President at either a regular or special meeting of the Board of Directors may close the meeting if in his / her opinion matters of a sensitive or confidential nature are to be discussed.

Section 2

Not used.

Section 3

Not used.

(Article VIII continued)

Section 4

Executive Vice President: In case of the absence or disability of the President, and provided he / she is authorized by the President or the Board so to act, the Executive 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

Vice President: The league Vice President is responsible for organizing and supervising the day-to-day activities of the league Player Agents and serves as the league representative on the Executive Committee.

Section 6

Secretary: The Secretary shall:

- a) Be responsible for recording the activities of the Local League and maintain appropriate files, mailing lists and necessary records.
- b) Perform such duties as are herein specifically set forth in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- c) Maintain a list of all Regular Members, Directors and Committee Members and give notice to all meetings of the Local 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) Not used.
- f) Notify Members, Directors, Officers and committee members of the election or appointment.

Section 7

Treasurer: The Treasurer shall:

- a) Perform such duties as are herein set forth and such other duties as are customarily incident to the Office of the 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 record of the receipt and disbursement of all monies and securities of the Local League, including the Auxiliary, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors;
- d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the annual meeting; and

(Article VIII continued)

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

Section 8

Player Agent: The Player Agent shall:

- a) Record all player transactions and maintain an accurate and up-to-date record thereof;
- b) Receive and review applications for player candidates and assist the President in 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, and
- 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 1 (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 1 (b).

Section 3

A President may manage, coach or umpire provided he / she does not serve on the Protest Committee nor serve as tournament team manager or coach. Vice Presidents shall not manage, coach or umpire in their respective division with the majority vote of the Board of Directors. The vote shall be that of a secret ballot.

ARTICLE X – AFFILIATION

Section 1

Charter: The Local League shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter. The Local League shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other program or organization or operation any other program.

(Article X continued)

Section 2

Rules and Regulations: The Official Playing Rules and Regulations as published by Little League Baseball, Incorporated, Williamsport, Pennsylvania, shall be binding on this Local League.

Section 3

Local League Rules: The local rules of this Local 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 baseball.

ARTICLE XI – FINANCIAL AND ACCOUNTING

Section 1

The Board of Directors shall decide all matters pertaining to the finances of the Local League and it shall place all income in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

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 Local League, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Local 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 Local League treasury.

Section 4

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.

Section 5

No Director, Officer or Member of the Local League shall receive, directly or indirectly any salary, compensation or emolument from the Local League for services rendered as Director, Officer or Member.

Section 6

All monies received shall be deposited to the credit of the Local League in the bank account (Article XI, Section 1) and all disbursement shall be made by check. All checks shall be signed by the Local 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 Local League shall begin on the first day of August and shall end on the last day of July.

(Article XI continued)

Section 8

Distribution of Property upon Dissolution: Upon dissolution of the Local League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Local League to another Federally Incorporated entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501 (c) (3) of the Internal Revenue Code of any future corresponding provision.

ARTICLE XII – AMENDMENTS

Section 1

Amendments to the By-Laws will require a two week notification of a proposed change, a seventy-five (75%) approval of the entire ORWALL Board of Directors, and approval from the Little League District 28 Administrator.