

FALLS CHURCH KIWANIS LITTLE LEAGUE CONSTITUTION

ARTICLE I – NAME

This organization shall be known as the Falls Church Kiwanis Little League, hereinafter referred to as “FCKLL.”

ARTICLE II – OBJECTIVE

SECTION 1

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

SECTION 2

To achieve this objective, the FCKLL 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 FCKLL 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 the FCKLL is carrying on propaganda, or otherwise attempting to influence legislation, and the FCKLL does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III – MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to further the objective of the FCKLL may be considered a candidate 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 FCKLL shall be

eligible to participate. Player members shall have no rights, duties or obligations in the management or in the property of the FCKLL.

(b) Regular Members. Regular Members of the FCKLL automatically include all current managers, coaches of record, volunteer umpires who are 18 years of age or older, and Board members. Any other adult person actively interested in furthering the objectives of the FCKLL may become a Regular Member upon election as hereinafter provided. The secretary shall maintain the roll of membership to qualify Regular Members. Only Regular Members in good standing are eligible to vote at General Membership meetings. Managers and coaches of record will remain Regular Members (i) during any season of service and (ii) throughout the interval between seasons, until the Board of Directors approves the subsequent season's roster of managers and coaches of record.

(c) Honorary Members. Any person may be elected as an Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties or obligations in the management or in the property of the FCKLL.

(d) Sustaining Members. Any person not a Regular Member who makes a financial or other contribution to the FCKLL may become a Sustaining Member by a majority vote of the Board of Directors, but such person shall have no rights, duties or obligations in the management or in the property of the FCKLL.

(e) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

SECTION 3

Other Affiliations.

(a) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the FCKLL.

(b) Regular Members should not be actively engaged in the promotion and/or operation of any other baseball program that competes for players with FCKLL.

SECTION 4

Suspension or Termination. Membership may be terminated by resignation or by action of the Board of Directors as follows:

(a) Any Member Class. The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including Managers and Coaches, when the conduct of such person is considered detrimental to the best interests of the FCKLL 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) Player Member. The Board of Directors shall, in the 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. The player's parent(s) or legal guardian(s) may also be present. The Committee shall make a recommendation to the Board, which shall have full power to suspend or revoke such player's right to future participation by a two-thirds vote of those present at any duly constituted meeting (quorum is required).

ARTICLE IV – FEES

SECTION 1

Participation Fee. A reasonable Little League participation fee shall be assessed as a parents' or guardians' obligation to assure the operational continuity of the FCKLL. The amount of the fee shall be determined from time to time by the Board of Directors, not to exceed the maximum amount permitted by Little League Baseball, Incorporated. Parents/guardians who are unable to pay this fee may request a waiver, which shall be granted by the Board for good cause shown.

ARTICLE V – MEETINGS OF MEMBERS

SECTION 1

Annual Meeting. The annual meeting of the Members of the FCKLL shall be held on or about the second Monday in September of each year for the purpose of electing a Board of Directors and additional Members, reviewing this Constitution, receiving reports, and the transaction of such business as may properly come before the meeting. The Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors; provided that there must be at least 7 Directors. The Board of Directors must include at least one manager and one umpire coordinator. No paid umpire may be a Director.

The Membership shall receive at the annual meeting a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

- (1) The condition of the FCKLL, to be presented by the President or his/her designate;
- (2) A general summary of funds received and expended by the FCKLL for the previous year, the amount of funds currently in possession of the FCKLL, and the name of the financial institution in which such funds are maintained;
- (3) The whole amount of real and personal property owned by the FCKLL, where located, and where and how invested;

(4) For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and

(5) The names of the persons who have been admitted to regular membership in the FCKLL during such year.

This report shall be filed with the records of the FCKLL and entered in the minutes of the proceedings of the annual meeting. A copy of such report shall be forwarded to Little League Headquarters.

SECTION 2

Notice of Meeting. Notice of each meeting of the Members shall be mailed, e-mailed, or personally delivered to each Member at the last recorded address at least seven (7) days in advance thereof, setting forth the place, time and purpose of the meeting.

SECTION 3

Special Meetings. Special meetings of the Members may be called by the Board of Directors, by the Secretary, or by the President. Upon the written request of ten (10) Members, the President or the Secretary shall call a special meeting to consider the subject contained in the request. 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-fifth (1/5) of the Members shall be necessary to constitute a quorum at any General Membership Meeting. If a quorum is not present, no business shall be conducted.

SECTION 5

Voting. Only Regular Members shall be entitled to make motions and vote at General Membership Meetings.

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, or any other General Membership meeting at which new Board members will be elected, an absentee ballot may be requested and obtained from the Secretary. The absentee ballot shall be properly completed and returned to the

Secretary prior to the date of the election. The Secretary shall present all absentee ballots to the Regular Members on the date of the meeting, prior to the conduct of the election process.

SECTION 7

Rules of Order. Robert's Rules of Order shall govern the proceedings of all meetings, except where same conflicts with this Constitution.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1

Board and Number. The management of the property and affairs of the FCKLL shall be vested in the Board of Directors. The number of Directors fixed at the annual meeting may be increased at any meeting of the Members, in which case the additional Director(s) may be elected at the same meeting or any subsequent meeting of the Members. All elections of additional Directors shall be by majority vote of the Members who are either present at a duly constituted election meeting or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting. 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

Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Board meeting or at any special Board meeting called for that purpose.

SECTION 3

Meetings, Notice and Quorum. Regular meetings of the Board of Directors shall be held immediately following the Members' annual meeting 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 or e-mail at least five (5) days before the time appointed for the meeting sent to the last recorded address of each Director, or by telephone or personal notice at least forty-eight (48) hours before the time appointed for 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.

One-third of the total members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.

SECTION 4

Duties and Powers. The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the FCKLL as it may deem proper, provided such rules and regulations do not conflict with this Constitution.

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

SECTION 5

Rules of Order. Robert's Rules of Order shall govern the proceedings of all meetings, except where same conflicts with this Constitution.

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 nine (9) Directors, one of whom shall be the President of the FCKLL.

SECTION 2

The Executive Committee shall advise with and assist the Officers of the FCKLL in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board, but in no event will the Executive Committee have authority over the Board of Directors.

SECTION 3

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

ARTICLE VIII – OTHER COMMITTEES

SECTION 1

Nominating Committee. The Board of Directors may appoint a Nominating Committee consisting of not less than three (3) Directors and/or Regular Members.

The Committee shall investigate and consider eligible candidates and submit at the annual meeting of the Members a slate of candidates for the Board of Directors.

The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.

SECTION 2

Membership Committee. The Board of Directors may appoint a Membership Committee consisting of not less than three (3) Directors and/or Regular Members.

The Committee shall receive the names of prospective Honorary, Sustaining and Regular Members, investigate for eligibility and recommend those qualified for election at the annual meeting of the Members.

SECTION 3

Finance (Budget) Committee. The Board of Directors may appoint a Finance (Budget) Committee consisting of the Treasurer, the Vice President, Administration, plus not less than one (1) nor more than five (5) other Directors and/or Regular Members.

The Committee shall investigate ways and means of financing the FCKLL including team sponsorships and submit recommendations.

SECTION 4

Building, Grounds and Property Committee. The Board of Directors may appoint a Building, Grounds and Property Committee consisting of the Vice President, Facilities and not less than two (2) other Directors and/or Regular Members.

The Committee shall investigate and recommend available, suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance (Budget) Committee.

It shall be responsible for the care and maintenance of the playing field(s), buildings and grounds; for repair and improvement recommendations, other than normal maintenance; and it shall supervise the performance of approved projects.

It shall operate within the amount appropriated in the approved budget for the above stated purposes.

SECTION 5

Managers Committee. The Board of Directors may appoint a Managers Committee consisting of the Vice President, Majors, and not less than three (3) other Directors and/or Regular Members.

The Committee shall interview and investigate prospective managers and coaches, including those for the Minor League teams, and recommend acceptable candidates to the President, for appointment and subsequent approval by the Board of Directors.

It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of the FCKLL.

It shall, at the request of the President or Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors as the case may be.

SECTION 6

Other Committees. The Board of Directors may appoint any other Committee or Committees for any purposes it deems appropriate.

ARTICLE IX – OFFICERS, DUTIES AND POWERS

SECTION 1

Election. At its meeting immediately following the Members' annual meeting, the Board of Directors shall meet for the purpose of electing Officers and appointing committees for the ensuing year.

SECTION 2

Officers. The elected Officers of the FCKLL shall include a President, one or more Vice Presidents, a Secretary, a Treasurer, a Safety Officer, a Coaching Coordinator, and a Player Agent or Agents, all of whom shall hold office for the ensuing year or until their successors are duly elected. All elected officers must be Regular Members and members of the Board of Directors.

The Board of Directors may appoint such other Officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each, and may fill any vacancy which may

occur in any office. Appointed Officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the Members or have been elected to fill a vacancy on the Board.

SECTION 3

President. The President shall:

- (a) Conduct the affairs of the FCKLL and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the FCKLL at the Members' annual meeting.
- (c) Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the FCKLL.
- (d) Be responsible for the conduct of the FCKLL in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of charter issued to the FCKLL 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 FCKLL 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 FCKLL and report thereon to the Board or Executive Committee as circumstances warrant.
- (g) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- (h) With the assistance of the Player Agent, examine the application and support proof-of-age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.

SECTION 4

Vice President. In case of the absence or disability of the President, and provided he or she is authorized by the President or Board so to act, the Vice President, Administration 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 FCKLL and maintain appropriate files, mailing lists and necessary records.
- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- (c) Maintain a list of all Regular, Sustaining and Honorary Members, Directors and committee members and give such notice as may be required for all meetings of the Members, the Board of Directors and Committees.
- (d) Keep the minutes of the meetings of the Members, the Board of Directors and the Executive Committee, and cause them to be recorded in a book kept for that purpose.
- (e) Conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (f) Notify Members, Directors, Officers and committee members of their election or appointment.

SECTION 6

Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.
- (b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all monies and securities of the FCKLL, including the Auxiliary, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by check must have dual signatures.
- (d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the annual meeting.
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the annual meeting, and to Little League Headquarters.

SECTION 7

Player Agent. The Player Agent shall:

- (a) Record all player transactions and maintain an accurate and up-to-date record thereof.
- (b) Receive and review applications for player candidates and assist the President in verifying residence and age eligibility.
- (c) Conduct the tryouts, the player draft and all other player transaction or selection meetings.
- (d) Prepare the Player Agent's list.
- (e) Prepare for the President's signature and submission to Little League Headquarters, team rosters, including players claimed, and the tournament team eligibility affidavit.
- (f) Notify Little League Headquarters of any subsequent player replacements or trades.

SECTION 8

Safety Officer. The Safety Officer shall:

- (a) Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for children and all participants of Little League Baseball.
- (b) Develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting.

SECTION 9

Coaching Coordinator. The Coaching Coordinator shall:

- (a) Represent coaches/managers in the FCKLL.
- (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 International.

ARTICLE X – MANAGERS, COACHES AND UMPIRES

SECTION 1

Managers, coaches and umpires shall be appointed annually by the President, subject to approval by the Board of Directors.

SECTION 2

A Player Agent may serve as a coach or manager of a team, but NOT in the division in which he/she serves as the Player Agent. With approval from the Board of Directors, Level Coordinators may manage or coach in the division or level in which they serve. No officer or member of the Board of Directors may serve on any Protest Committee regarding an issue involving a division or level in which they manage, coach, or umpire.

ARTICLE XI – AFFILIATION

SECTION 1

Charter. The FCKLL shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter.

The FCKLL shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other program or organization or operate any other program.

SECTION 2

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

SECTION 3

FCKLL Local Rules. The local rules of the FCKLL shall be adopted by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the Rules, Regulations and Policies of Little League Baseball, Incorporated, nor shall they conflict with this Constitution.

ARTICLE XII – FINANCIAL AND ACCOUNTING

SECTION 1

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

SECTION 2

Contributions. The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of the FCKLL, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the FCKLL.

SECTION 3

Solicitations. The Board shall not permit the solicitation of funds in the name of Little League Baseball, Incorporated, unless all of the funds so raised be placed in the FCKLL treasury.

SECTION 4

Disbursement of Funds. The Board shall not permit the disbursement of FCKLL funds for other than the conduct of Little League activities in accordance with the Rules, Regulations and Policies of Little League Baseball, Incorporated. All disbursements in excess of \$50 must be made by check.

SECTION 5

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

SECTION 6

Fiscal Year. The fiscal year of the FCKLL shall begin on October 1 and shall end on the next following September 30.

SECTION 7

Deposits. All monies received, including Auxiliary Funds, shall be deposited to the credit of FCKLL in the Burke & Herbert Bank.

SECTION 8

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

ARTICLE XIII – AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting.

Drafts of all proposed amendments shall be submitted to Little League Baseball, Incorporated, for approval before implementation.

This Constitution was approved by the FCKLL membership on September 6, 2022.

President's Name: Kirsten Fatzinger

President's Signature Kirsten J Fatzinger 6 SEPT 2022

Little League ID Number 3460411

Federal ID Number (if applicable) 521287971

State ID Number (if applicable) _____

For Regional Use Only:

Date Submitted: _____

Approved: _____

This FCKLL Constitution on file at Regional Headquarters (most recently approved copy) is the official Constitution of the FCKLL.

Little League Baseball, Incorporated does not limit participation in its activities on the basis of disability, race, creed, color, national origin, gender, sexual preference or religious preference.