

CONSTITUTION
RED LAND YOUTH BASEBALL
Revised November 30, 2018

PREAMBLE:

The Red Land Youth Baseball having been incorporated on the 8th day of April 1974 does hereby adopt this constitution for the purpose of more effectively carrying out the objects of its incorporation.

ARTICLE 1: NAME & OFFICES

Section 1.1

This organization shall be known as Red Land Youth Baseball hereinafter referred to as the RLYB.

Section 1.2

The registered address shall be PO Box 456, Lewisberry, PA, 17339. The RLYB may also have offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE 2: OBJECTIVE

Section 2.1

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

Section 2.2

To achieve this objective, the RLYB will provide a supervised program of competitive baseball. All Directors, Officers, and Members shall bear in mind that 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 RLYB shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying 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 3: MEMBERSHIP

Section 3.1

There shall be the following classes of Members:

- A. Player Members. Any player candidate meeting the requirements of an organization with which RLYB elects to affiliate or other requirements as determined by RLYB. Player Members shall have no rights, duties or obligations in the management or in property of the RLYB.

- B. Regular Members.
 - a. A parent or guardian of a player.
 - b. A person eighteen (18) years or older who is affiliated with the organization as & Manager, Coach, Umpire, Board Member, Coordinator or any person recognized by the Board as a volunteer (Examples: Field Maintenance, Concession Operator, Team Mother).
 - c. Any adult eighteen (18) years or older residing within the RLYB boundaries that do not have a child participating in the program and is actively interested in furthering the purpose of the RLYB may apply to become a Regular Member.
- C. Only Regular Members in good standing are eligible to vote at Annual and General Membership Meetings. The Secretary shall maintain the roll of membership to qualify voting members.
- D. As used hereinafter, the word Member shall mean Regular Member unless otherwise stated.

Section 3.2

Affiliations:

Members shall not be required to be affiliated with another organization or group to qualify as Members of the RLYB.

Section 3.3

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

- A. The Board of Directors, by 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, including managers and coaches, when the conduct of such person is considered detrimental to the best interest of RLYB. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given the 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 Player Member and the player's parent(s) or legal guardian(s). Said manager shall appear, in the capacity of an adviser, with the player before the Board of Directors or duly appointed committee of the Board of Directors. The player parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to suspend or revoke such player's right to future participation by two—thirds vote of those present at any duly constituted meeting (quorum is required).

ARTICLE 4: REGISTRATION & DUES

Section 4.1

Registration fees for Player Members may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership period.

Section 4.2

There shall be no membership dues for this League.

ARTICLE 4: GENERAL MEMBERSHIP MEETINGS

Section 5.1

The Annual Meeting of the Membership to elect Directors and conduct other business as may properly be brought before the Membership shall be held in June. A simple majority vote of those present and eligible to vote shall be required to elect the Board of Directors. After the election, the Board of Directors shall assume the performance of its duties on September 1st.

Section 5.2

Notice of the Annual Meeting shall be given to all Members by officially publishing the meeting date, location and time as described in Article 12, Section 2 not less than ten days prior to the meeting.

Section 5.3

General Membership Meetings other than the Annual Meeting shall be held in the months of February through June to acquaint the Members with ongoing programs of the various Divisions and to provide for the carrying out of the purpose of the corporation

Section 5.4

Special meetings of the General Membership may be called by the Board of Directors at its discretion. Upon written request of at least ten (10) Members, the President or Secretary may call a meeting to consider a specific request. Notice of each special meeting of the Members shall specify the date, place and hour of the meeting. The notice shall state the general nature of the business to be conducted at such special meeting and no matters not so stated may be acted upon at the meeting.

Section 5.5

Notice of General Membership Meetings other than the Annual Meeting shall be given to all Members by publishing the meeting date, location and time on the RLYB website or by direct mail or electronic mail not less than ten days prior to the meeting.

Section 5.6

Voting. All Members in good standing may be invited to vote at the Annual Membership Meeting Of RLYB.

Section 5.7

Robert's rules of order shall govern the proceedings of the General Membership Meetings. except where same conflicts with the Constitution of RLYB.

ARTICLE 6: THE BOARD**Section 6.1**

The business and property of the RLYB shall be managed and controlled by Members elected to the Board of Directors for a one (1) year term The number of Directors shall not be less than 11 or more than 21. The sitting Directors shall recommend the number of Directors to be elected for the ensuing year. The number of Directors will be so fixed at the Annual Meeting by approval of the General Membership. The Board of Directors shall assume the performance of its duties on September 1st, following the certification of the election results by the Election Chairperson and shall continue until its successors have been duly elected and qualified.

Section 6.2

A Nominating Committee shall be established to ensure that there will be enough qualified persons interested in being on the Board of Directors. The Committee shall investigate and consider eligible candidates and submit at the May General Membership Meeting a slate of recommended candidates by an office for the Board of Directors. The established candidate's names shall be made known to the Regular Membership and placed on a printed ballot The candidates will be presented to the Regular Membership for election at the Annual Membership Meeting. Any Regular Member eligible to vote at the Annual Membership Meeting (as defined in Article 3 of the RLYB Constitution), may nominate a candidate (providing said candidate is not suspended or banned from the league) by a nomination from the floor when called for by the chair. The nomination and election of Directors will be conducted in accordance with the RLYB Election Procedures (Exhibit A).

Section 6.3

The Board of Directors may hold its meetings. have an office and keep the books of the corporation (except as may otherwise be provided by law) at such place or places in the Commonwealth of Pennsylvania, as the Board of Directors may determine by resolution from time to time.

Section 6.4

Regular meetings of the Board of Directors shall be held each month except August and December.

Section 6.5

Notice of the regular meetings of the Board of Directors shall be delivered by the Secretary or President to all Directors not less than 5 days prior to the meeting either personally, electronically, telephone, or by mail to the last recorded address of each Director. Such notice shall include the date, location and time of the meeting.

Section 6.6

Special meetings of the Board may be called by the President on 48 hours notice delivered either personally or by telephone to each member of the Board: special meetings may be called by the Vice President or Secretary in like manner and on like notice on written request of five Directors. Notice of each special meeting of the Board shall specify the date, place and hour of the meeting. The notice shall state the general nature of the business to be conducted at such special meeting and no matters not so stated may be acted upon at the meeting.

Section 6.7

At all meetings of the Board, a majority of the Board of Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the acts of the Board. If a quorum shall not be present thereat it shall adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. On items determined to be minor by the Board (i.e., no objection given by any board member, so long as all members have notice), electronic voting by e-mail is permissible so as to allow the conduct of the organization to proceed without having to schedule a Board meeting every single time an item requiring Board approval arises.

Section 6.8

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

Section 6.9

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.

Section 6.10

The Board of Directors, by 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 Director, Officer or Committee Member of the RLYB in accordance with the procedure herein set forth in Article 3, Section 3 (a). Any Director may be subject to suspension of voting rights or termination by missing three (3) or more consecutive Board of Director Meetings during the fiscal year.

Section 6.11

Members of the Board of Directors should not be actively engaged in the promotion and/or operation of another baseball program competing with the programs offered by the RLYB.

Section 6.12

Robert rules of order shall govern the proceedings of Board of Director Meetings, except Where same conflicts with the Constitution of the RLYB.

ARTICLE 7: OFFICERS

Section 7.1

The President, Vice President, Secretary, Treasurer, Player Agent, and Safety Officer shall constitute the Executive Officers. The Officers shall assume the performance of their duties on September 1st, following the certification of the election results by the Election Chairperson and shall continue until their successors have been duly elected and qualified.

Section 7.2

The officers of the RLYB shall hold office until their successors are chosen and have qualified. Any officer elected or appointed, may be removed, suspended or disciplined in accordance with the procedure herein set forth in Article 3, Section 3 (a). If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 7.3

President. The President shall:

- A. Be the chief executive officer of the RLYB; he shall preside at all meetings of the Members and Directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect.
- B. Execute bonds, mortgages and other contracts of the RLYB, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the RLYB.
- C. Communicate to the Board of Directors, such matter as deemed appropriate, and make such suggestions as may tend to promote the welfare of the RLYB.
- D. Be responsible for the conduct of the RLYB in strict conformity to the policies, principles, Rules, and Regulations of any organization with which RLYB elects to affiliate, as agreed to under conditions of charter issued by the RLYB by that organization.
- E. Assures that complaints, irregularities, and conditions detrimental to the RLYB are investigated and reported thereon to the Board as circumstances warrant.
- F. Present a report of the condition of the RLYB at the Annual Meeting.

Section 7.4

Vice-President. The Vice President shall:

- A. Perform the duties of the President in the absence of disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.
- B. Perform such duties as from time to time the Board of Directors may prescribe or the President may delegate.

Section 7.5

Secretary. The Secretary shall:

- A. Be responsible for recording the activities of the RLYB 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. Keep the attendance and minutes of the meetings of the Members, Board of Directors and other committees of the Board when required, and cause them to be recorded in a book to be kept for that purpose.
- D. 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.
- E. Maintain a list of all Regular Members, Directors and committee members and give notice of all meetings of the RLYB, the Board of Directors and Committees.
- F. Maintain the local rules for each Division of the RLYB.

Section 7.6

Treasurer. The Treasurer shall:

- A. Perform such duties as are herein set forth and such other duties as are customarily incident of the Office of Treasurer or may be assigned by the Board of Directors.
- B. Receive all money and securities, and deposit in the name and to the credit of the RLYB in such depositories as shall be designated by the Board of Directors.
- C. Keep full and accurate records for the receipt and disbursement of all monies and securities of the RLYB funds in books belonging to the RLYB and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of such transactions as Treasurer and of the financial condition of the corporation.
- D. If required by the Board of Directors he shall give the corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Board of Directors, for faithful discharge of the duties of his office and for restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.
- E. Approve all payments of allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors.
- F. Prepare an annual budget for submission to the Board of Directors.
- G. Prepare an annual financial report for submission to the Membership and Board of Directors at the Annual Meeting.
- H. Assures that all financial and tax reports are prepared and filed as required by law.

Section 7.7

Player Agent. The Player Agent shall:

- A. Conduct the registration of players and review applications for player candidates and assist the Board in verifying residence and age eligibility,
- B. Notify the division coordinators of the eligible players for their respective divisions.

- C. Conduct the Player Distribution Plan for the RLYB and direct the tryouts, the player draft, and all other player transaction or selection meetings.
- D. Record all player transactions and maintain an accurate and up-to-date record thereof.
- E. Prepare for the President's signature and submission to any organization with which RLYB elects to affiliate, team rosters, including players claimed, and the tournament team eligibility affidavit.
- F. Maintain an accurate list of players to be used as replacements in event that a player is lost to a team for the season and notify any organization with which RLYB elects to affiliate with of any subsequent player replacements or trades.
- G. Player Agent shall act within the rules of any organization with which RLYB elects to affiliate and those resolutions set forth by the Board of Directors.

Section 7.8

Safety Officer. The Safety Officer shall:

- A. Be responsible to create awareness, through education and information. the opportunities to provide a safer environment for children and all participants in the RLYB.
- B. Arrange for first aid training for managers and coaches.
- C. Develop and implement a plan for increasing the safety of activities, equipment, and facilities through education, compliance, and reporting.
- D. Handle accident claims promptly and shall maintain all records pertaining to injuries and to include any claims for liability.
- E. Be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning, and storage thereof at the close of the season.

ARTICLE 8: SUBVENTIONS

Section 8.1

The RLYB shall be authorized by resolution of the Board of Directors to accept subventions from members or non-members on terms and conditions not inconsistent with the statute, and to issue certificates, therefore.

ARTICLE 9: MANAGERS & UMPIRES

Section 9.1

Managers shall be appointed annually by the President and subsequently approved by the Board. Managers shall at all times bear in mind that stressing exceptional athletic skills or winning of games is secondary. and the molding of future citizens is of prime importance.

Section 9.2

Managers shall be responsible for their actions on the field. In addition, Managers may be responsible for the selection of their teams.

Section 9.3

Managers shall be accountable for team equipment, team uniforms, and team funds.

Section 9.4

Managers shall be required to attend the General Membership Meetings or have a representative from his or her team attend.

Section 9.5

Umpires shall be recommended annually by the Umpire Coordinator and subsequently approved by the Board. Umpires are responsible for their assignments and for actions on the field. RLYB may operate with paid contract or volunteer umpires.

ARTICLE 10: ANNUAL MEETING/GENERAL ELECTION**Section 10.1**

The Annual Meeting of the Members of Red Land Youth Baseball shall be held in June each year for the purpose of electing the Board of Directors, receiving reports, and for the transaction of such business as may properly come before the meeting.

Section 10.2

Notification of the Annual Meeting/General Election must be made to all Regular Members 3 minimum of TEN (10) days in advance of the date the election is to be held. Notice of such meeting shall be given by officially publishing the meeting date, location and time as described in Article 12, Section 2 of the RLYB Constitution.

Section 10.3

Prior to a General Election, a Nominating Committee shall be established by the Board of Directors which shall consist of a minimum of THREE (3) Directors and any number of Regular Members. The Committee shall investigate and consider eligible candidates and report at the May General Membership Meeting a slate of candidates by the office for the Board of Directors. Its purpose is to ensure that there will be enough qualified persons interested in being on the Board to fill all the possible positions. The Nominating Committee shall contact each person whom it wishes to nominate, in order to confirm the nominee's acceptance of the nomination and assurance they will serve in the specified office if elected.

Any member eligible to vote (as defined in Article III of the RLYB Constitution), may also nominate a candidate at the May General Membership Meeting (providing said candidate is not suspended or banned from the league) by a nomination from the floor when called for by the Chair (See Article 6 Section 2 of the RLYB Constitution). Any regular member nominated from the floor should be present to confirm acceptance of the nomination.

Section 10.4

Only confirmed nominees shall appear on the ballot. Nominees must be confirmed by the May General Membership Meeting to have their names on a printed ballot. Space shall be provided on the ballot for nominations made from the floor immediately in advance of the vote.

Section 10.5

No quorum is required to elect the Board of Directors. Members may be asked to show identification, such as a valid driver's license, to confirm membership in the RLYB.

Section 10.6

The sitting Directors' shall recommend the number of Directors to be elected for the ensuing year. The number of Directors will be so fixed at the Annual Meeting by approval of the General Membership. This number can be increased or decreased depending on need by a two-thirds majority vote of the Membership present. The RLYB constitution establishes the minimum or maximum number of Directors that can be elected by the Membership.

Section 10.7

- A. Prior to the vote, the President shall appoint a Member to serve as Election Chairperson who shall preside over the voting portion of the election.
- B. After the appointment of an Election Chairperson, the Nominating Committee will report and present the established number of candidates who have been screened and have accepted to serve if elected.
- C. After the Nominating Committee's report has been accepted, the nominations shall be opened to the floor and any regular member may nominate another regular member in good standing as a candidate for election to the Board of Directors. Any regular member nominated from the floor should be present to confirm acceptance of the nomination.
- D. After the membership present has completed its efforts to nominate additional members, the nomination process shall be closed by affirmation of the membership.
- E. All candidates for office may address the electorate for up to Two (2) minutes before voting begins.
- F. The Election Chair and his/her designee(s) shall distribute and collect the ballots. The total number of ballots shall be no more than the number of members present.
- G. Every Regular Member in good standing will receive one ballot and may cast ONE (1) vote for each position on the Board of Directors.
- H. The Election Chairperson and his/her designee(s) shall tally the vote. The Secretary shall verify and record results before winners are declared. Vote counts shall be made public; however, the individual ballots must remain anonymous. All members must remain while ballots are tallied in the event of an unfilled position or tie. The candidates receiving the highest number of votes by a majority of those voting (more than 50%) shall become the new Board of Directors. In the event that a board position(s) remains unfilled after the first ballot, the balloting shall be repeated up to three more times among the remaining nominees to obtain a majority vote for the remaining position. The nominee receiving the lowest number of votes is never removed from the ballot unless he/she withdraws.
- I. Should a runoff election fail to break a tie in which a majority vote was not achieved, the newly elected Board of Directors shall convene a special meeting to determine which of the nominees is the winner of the contested position(s) on the Board.

- J. Should the number of the Board of Directors elected be insufficient to fill all offices, due to a shortage of candidates, the Board shall fill such vacancies according to provisions set forth in Article 6, Section 9 of the RLYB Constitution.
- K. The newly elected Directors shall enter into the performance of their duties on September 1st and shall continue for a one (1) year period until their successors have been duly elected and qualified.
- L. Voting by proxy is not permitted.
- M. The Secretary or his/her designee shall notify any organization with which RLYB elects to affiliate with of the election and the identity of the officers.

ARTICLE 11: FINANCIAL AND ACCOUNTING

Section 11.1

All checks or demands for money and notes of the RLYB shall be signed by such officers as the Board of Directors may, from time to time, designate.

Section 11.2

The fiscal year of the RLYB shall be from October 1st to September 30th of each year.

Section 11.3

No Director, Officer, Member of the RLYB shall receive, directly or indirectly any salary, compensation or emolument from the RLYB for services rendered as a Director, Officer or Member. No pecuniary gain shall inure to the benefit of any Director, Officer, Member or another individual; Provided, this shall not prohibit the payment of reasonable compensation or reimbursement for goods or services actually delivered or rendered to the RLYB in affecting one or more of its purposes.

Section 11.4

Upon dissolution of the RLYB, no assets of the corporation shall be distributed to any Director, Officer, Member, or other individuals, except if sold for just compensation at fair market value; Provided, this shall not prohibit the board from approving the distribution of any assets remaining in the RLYB upon dissolution to a charitable organization that has as its purpose the building of character, honesty, and integrity through youth sports in the Red Land area.

ARTICLE 12: GENERAL PROVISIONS

Section 12.1

The Directors of the RLYB shall present annually to the Members a report, the contents of which are prescribed in section 5553 of Pennsylvania Nonprofit Corporation Law, a copy of which shall be filed with the minutes of the Annual Meeting of the Members.

Section 12.2

Persons authorized or required to give notice of & meeting of the Members may, in lieu of any written notice of a meeting of a Meeting of Members required to be given by statute, give notice of such meeting by causing notice of such meeting to be officially published If 80% of the Members of record entitled to vote at meeting do not have addresses of record within the territory

of general circulation of the newspapers required for official publication the notice shall also be published in newspapers which have an aggregate territory of general Circulation which includes the addresses of record of at least 80% of such Members of record.

“Officially publish” means to publish in two newspapers published in the English language in the county in which the registered office of the RLYB is located, one of which shall be a newspaper of general circulation and the other the legal newspaper, if any, designated by rules of court for the publication of legal notices; or if there is no such legal newspaper, in two newspapers of general circulation in the county. When there is but one newspaper of general circulation published in any county, advertisement in such newspaper shall be sufficient. When no other frequency is specified the notice shall be published one time in appropriate newspaper or newspapers.

Notice is given under this Article 12, Section 2 shall be deemed to be written a notice to every member of record entitled to vote at the meeting.

Section 12.3

Whenever any written notice is required to be given by statute or by the Articles of Incorporation or by these Constitution, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after such time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting. except where a person attends a meeting; for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 12.4

In accordance with the Nonprofit Corporation Law of 1988, 15Pa.C.S.A. Section 5713 (a) (Personal liability of directors). a director shall not be personally liable, as such, for monetary damages for any action taken unless:

- A. the director has breached or failed to perform the duties under this subchapter; and
- B. the breach or failure to perform constitutes self—dealing, willful misconduct or recklessness.

Exception. shall not apply to:

- A. the responsibility or liability of a director pursuant to any criminal statute; or
- B. The liability of a director for the payment of taxes pursuant to Federal. State or local law.

ARTICLE 13: AMENDMENTS

Section 13.1

The 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 such notice of the proposed change is included in the notice of such meeting.

This Constitution was approved by the RLYB Membership on _____(date).

President's Name (print): _____

President's Signature: _____

Federal ID No: _____

State ID No: _____