

CONSTITUTION and BY-LAWS of Middleburgh Little League Inc.

Article 1- NAME.

This organization shall be known as the Middleburgh Little League, Inc., hereinafter referred to as "MLL."

Article II- Objective

SECTION 1

The objective of the MLL 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 MLL 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 are of prime importance. In accordance with Section 501-©-(3) of the Federal Internal Revenue Code, the MLL shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball and softball games. No part of the net earning shall insure to the benefit of any private shareholder or individual; no substantial part of the activities in which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III – Membership

Section 1- Eligibility

Any person sincerely interested in active participation to affect the objective of the MLL may apply to become a member of the following classes

Section 2- Classes

There shall be the following classes of members:

(a) Player Members- Any player candidate meeting the requirements of Little League Regulation and who reside within the authorized boundaries of the MLL shall be eligible to compete for participation but shall have no rights, duties, or obligations in the management or in the property of MLL.

(b) Regular Members. Any person actively interested in furthering the objectives of the MLL may become a regular member upon meeting any on of the following criteria:

(1) Meetings. Must attend a minimum of five (5) meetings in a year.

(2) Auxiliary. Minimum service of five (5) games or fundraising activities in a year.

(3) Coaching. Active manager or coach at any level

(4) Field Maintenance. Minimum of a field preparation day and four (4) days of service.

Any combination of five (5) activities for a regular membership in MLL.

Attendance records shall be regulated by the board secretary.

Roll of Regular members in good standing will be determined one meeting prior to the annual meeting in October.

Only Regular Members in good standing will be eligible to vote at the annual meeting. All Officers, Board Members, Committee Members, Managers, Volunteer Umpires and other elected or appointed officials must be active Regular Members in good standing.

(c) Honorary Members- Any person may be elected as 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 in the property of the MLL.

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

(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 MLL.

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 sch person is considered detrimental to the best interests of the MLL and/or Little League Baseball. The member involved shall be notified to appear at the 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 member. Said manager shall appear, in the capacity of an adviser, with the player before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such players right to future participation.

ARTICLE IV- Participation Fees

SECTION 1

The Board of Directors of MLL shall establish the annual participation fee at its December meeting. This fee shall not exceed the maximum fee established by Little League International, for that year, At no time should payment be a prerequisite for participation in the MLL. [Little League Reg.XII (c)]

Requests to participate without payment of the established fee should be submitted and will be considered by a committee of at least three (3) Board of Directors Members.

ARTICLE V – Annual and Special Meetings

SECTION 1- Annual Meeting

The Annual Meeting of the Members of the MLL shall be held each year for the purpose of electing a Board of Directors and Officers, receiving reports and for the transaction of such business as may properly come before the meeting. This meeting shall occur in the first week of October. Voting occurs at 7pm.

(a) Notice of Meeting. Notice of each meeting of the members shall be communicated via email, social media or local newspaper at least ten (10) days in advance thereof setting forth the place, time and purpose of the meeting: or in lieu thereof, notice may be given in such form as may be authorized by the board of director, for time, at a regularly convened meeting.

SECTION 2 – Special Meetings

Special meetings of the members may be called by The Board of Directors at their discretion. Upon the written request of then five (5) 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 3- Quorum

The presence in person of at least ten (10) Members shall be necessary to constitute a quorum.

SECTION 4- Voting

Only Regular Members shall be entitled to vote at any meeting of the MLL.

SECTION 5- Absentee Ballot

For the expressed purpose of accommodating a regular member in good standing who cannot be in attendance at the annual meeting, and absentee ballot may be requested and obtained from the Secretary of the MLL. 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 election of Officers and Board of Directors members. 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 6- Rules of Order

Robert's Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution of By-Laws of the MLL

ARTICLE VI- Board of Directors

SECTION 1- Board and Number

The management of the property and affairs of the MLL shall be vested in the Board of Directors. The number of Directors shall be not less than seven (7) and no more that fifteen (15). The Directors shall upon election immediately enter upon the performance of their duties 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 (1) manager and one (1) volunteer umpire. (Only volunteer umpires may be elected to the Board.) The number of managers elected to the Board shall not exceed a minority of the total Board members.

SECTION 3- Annual Election and Term of Office

Annual Election and Term of Office. At each annual meeting, the Members shall determine the number of directors to be elected for the ensuing year and shall elect such number of Directors. 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 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.

SECTION 4- Vacancies

If any vacancy occurs in the Board of Directors by death, resignation, or otherwise

it may be filled by a majority vote of the remaining Directors at any regular meeting or at any special meeting called for that purpose.

SECTION 5- 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 text, email or phone at least three (3) days before the time appointed for the meeting to the last recorded contact of each Director, or by email, text, telephone or personal notice twenty-four 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. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 6- Duties and Powers

The Board of Directors shall have the power to appoint such outstanding 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 MLL as it may deem proper. The Board shall have the power by a two-thirds vote of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or Committee Member of the MLL 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 MLL 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 MLL where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names of the persons who have been admitted to membership in the MLL during such year, which report shall be filed with the records of the MLL and an abstract thereof entered in the minutes of the proceedings of the annual meeting. A copy of such report shall be forwarded to the Little League Headquarters.

ARTICLE VII- Other Committees

SECTION 1- Nominating Committee

Nominating Committee. The Board of Directors shall appoint a Nominating Committee including at least three (3) Directors. The Committee shall investigate and consider eligible candidates and submit at the annual meeting a slate of candidates of the Board of Directors. The Committee shall also submit for consideration by the Board of Directors a slate of Officers.

SECTION 2- Membership Committee

The Board of Directors may appoint a Membership Committee consisting of three (3) Directors and other appointed Regular Members. The Committee shall receive the names of prospective Honorary, Sustaining and Regular Members, investigate for eligibility and recommend those qualified for the election at the annual regular or any special meeting of the Members of the Board of Directors as the case may be.

SECTION 3- Finance Committee

Finance Committee. The Board of Directors may appoint a Finance Committee consisting of not less than three (3) no more than five (5) Directors. The Treasurer shall be an ex-official member of the Committee. The Committee shall investigate the ways and means of financing the MLL including team sponsorships and submit recommendations.

SECTION 4- Building and Property Committee

The Board of Directors may appoint a Building and Property committee consisting of three (3) Directors and other appointed Regular Members. The property shall investigate and recommend available, suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee. It shall be responsible for repair and improvement recommendations, other than normal maintenance and supervise the performance of approval projects.

SECTION 5- Grounds Committee

(May be combined with the Building and Property Committee) The Board of Directors may appoint a Grounds Committee which shall be responsible for the care and maintenance of the playing fields, buildings, and grounds. It shall operate within the amount appropriated in the approved budget for that purpose.

SECTION 6- Playing Equipment Committee

The Board of Directors may appoint a Playing Equipment Committee which shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board. The chairman of this committee will be approved by the board. The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning, inventory of equipment and storage thereof at the close of the season.

SECTION 7- Managers Committee

The Board of Directors may appoint a Managers Committee consisting of three (3) non-managing Directors. The Committee shall interview and investigate prospective managers and coaches, including 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 MLL. 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 8- Umpire Committee

The Board of Directors may appoint an Umpire committee consisting of three (3) Directors and other appointed Regular Members. The MLL President shall be chairman of any such Committee.

The Committee shall recruit, interview, and recommend to the President for appointment a staff of umpires, including a chief umpire and replacements. When appointed, the staff of Umpires shall be under the personal direction and responsibilities of the MLL President, assisted by the Chief Umpire who shall train, observe, and schedule the staff.

SECTION 9- District Committee

District Committee. The Board of Directors may appoint a District Committee consisting of the MLL President as chairman and two (2) other Directors. The Committee shall assist the District Administrator in interleague district functions including the selection of members of the District Administrator's Advisory Committee and the selection of tournament sites and area tournament directors.

SECTION 10- Fiscal Activities Committee

The Board of Directors may appoint an Auxiliary Committee consisting of the MLL Treasurer and two (2) other Directors and other appointed Regular Members. The Committee shall coordinate the activities of the MLL Fundraising Activities. It shall review and evaluate auxiliary projects for raising money and disposition of profits and make recommendations to the Board. The Board of Directors shall approve in advance all projects and actions of the Fiscal Activities Committee.

SECTION 11- Auditing Committee

The Board of Directors shall appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer, or signatories of checks are not eligible. The Committee will review the MLL books and records annually prior to the Annual Meeting and attach a statement to their findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors or Membership, secure the services of a Certified Public Accountant to accomplish such a review.

ARTICLES VIII- Officers, Duties and Powers

SECTION 1- Election

Immediately following the annual meeting, the Directors present, provided there be a quorum, shall meet for the purpose of appointing committees for the ensuing year.

SECTION 2- Officers

The Officers of the MLL shall consist of a President, a Vice-President, a Secretary, a Treasurer and a Player Agent, all of whom shall hold office for the ensuing year or until their successors are duly elected. Regulations 1 (b). Officer titles can be shared.

SECTION 3- President

The President shall:

- (a) Conduct the affairs of the MLL and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the MLL at the 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 MLL.
- (d) Be responsible for the conduct of the MLL in strict conformity to the policies, Principles, Rules and Regulations of Little League Baseball, Inc. as agreed to under the conditions of the charter issued to the MLL 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 MLL such contracts and leases they may receive, and which have prior approval of the Board.
- (f) Investigate complaints, irregularities, and conditions detrimental to the MLL and report to the Board 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 residence and age eligibility before the player may be accepted for tryouts and selection.

SECTION 4- Vice President

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 shall perform the duties of the President, and when so acting, 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 MLL 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 notice of all meetings of the MLL, the Board of Directors, and Committees.
- (d) Keep the minutes of the meetings of the Members and the Board of Directors and cause them to be recorded in a book kept for that purpose.
- (e) Shall conduct all correspondence not otherwise specifically delegated in connection with said meeting 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 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) Received 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 MLL, 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) 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.

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 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 on to the Little League Headquarters, team rosters, including players claimed, and the tournament team eligibility affidavit.

(f) Notify Little League Headquarters of any subsequent player replacement or trades.

ARTICLE IX- Managers, Coaches & Umpires

SECTION 1

Team managers, with previous years Managers (in good standing) having first right to refusal for Managerial positions; 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. Coaches will be selected by the Managers and submitted to the Board of Directors for approval.

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 their actions on the fields.

Regulation 1 (b).

SECTION 3

While holding such office, the President and the Player Agent may not manage, coach or umpire. Regulation 1 (b)

Background checks??

ARTICLE X- Affiliation

SECTION 1- Charter

The MLL shall annually apply for a charter from Little League International, and shall do all things necessary to obtain and maintain such charter. The MLL 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 Inc., Williamsport, Pa., shall be binding on MLL•

SECTION 3 - Local League Rules.

The local rules of MLL shall be adopted by the Board of Directors at a meeting to be held not less than one (1) month previous to the first scheduled game of the season, but shall in no way conflict with the Rules and Regulations of Little League Baseball, Inc.

ARTICLE XI- FINANCIAL AND ACCOUNTING

SECTION 1

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

SECTION 2

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

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 MLL treasury.

SECTION 4

The Board shall not permit the disbursement of MLL funds for other than the conduct of Little League activities in accordance with the rules and policies of Little League Baseball Inc. •

SECTION 5

No Director, Officer, or Member of the MLL shall receive, directly or indirectly any salary, compensation, or wages from the MLL for services rendered as a Director, Officer, or Member.

SECTION 6

(a) All monies received, including Auxiliary funds, shall be deposited to the credit of the MLL in the financial institution(s) designated by the Board of Directors and all disbursements shall be made by check. All checks shall be signed by the MLL Treasurer and such other officer(s) or person(s) as the Board of Directors shall determine. No two (2) of these signers shall be from the same household.

(b) Any unbudgeted expense over \$500 will require majority board approval

SECTION 7

The fiscal year of the MLL shall begin on the first day of October and shall end on the last day of September.

SECTION 8

Distribution of Property upon Dissolution. Upon dissolution of the MLL and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the MLL 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 © (3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XII- AMENDMENTS

This Constitution and By-Laws 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. Draft of all proposed amendments shall be submitted to Little League Baseball, Inc., for approval.