

FOLSOM AMERICAN LITTLE LEAGUE®
2023 CONSTITUTION

ARTICLE I NAME

This organization shall be known as Folsom American Little League hereinafter referred to as the "Local League."

ARTICLE II OBJECTIVE

Section 1 The objective of the Local League shall be to teach the game of baseball while firmly implanting 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 grow to be good, decent, healthy and trustworthy citizens.

Section 2 To achieve this objective, the Local League will provide a supervised program under the Operating Manual and Official Regulations and Playing Rules of Little League International. 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 nonprofit educational organization providing a supervised program of competitive baseball and softball 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 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 objectives of this Local League may become a member. The Vice President of Operations shall maintain the roll of membership to qualify voting members.

Section 2 **Classes:** There shall be the following classes of Members:

(a) Player Members: Any Player candidate meeting the requirement of Little League Regulation IV and who resides within the authorized boundaries of the Local League or currently participates with the Local League on an approved boundary waiver shall be eligible to compete for participation but shall have no rights, duties or obligations in the management of or in the property of the Local League.

(b) Regular Members: Any adult person actively interested in furthering the objectives of the Local League may become a Regular Member upon completion of a volunteer application form committing to ten (10) hours of volunteer service to the Local League. Only Regular Members in good standing are eligible to vote at the Annual Meeting. In order to be in a "Member in Good Standing" a Regular Member must have completed at least ten (10) hours of volunteer service since the date of the last Annual Meeting

and must be current in the payment of their annual membership fee(s). The following activities shall constitute “volunteer service” for the purposes of determining good standing:

- (1) Service as an Officer, Board Member, Committee Member, Manager, Coach, or Team Parent.
- (2) Participation in any other activity designated as a “Volunteer Activity” by the Local League’s Board of Directors including, but not limited to, field maintenance, service at Local League events, Local League representation at fundraising activities and/or service at Local League hosted tournaments.
- (c) General Members: Parents of players who choose not to volunteer or participate in conducting the business operations of the Local League are to be considered part of Local League’s general membership and shall not be deemed Regular Members. As General Members they may attend the Annual Meeting and all open meetings of the Board of Directors, but they shall not have the right to vote on any Local League matters or issues or at the Annual Meeting.
- (d) 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 but shall have no rights, duties or obligations in the management of or in the property of the Local League.
- (e) Sustaining Members: Any person not a Regular Member who makes financial or other contribution(s) to the Local League may, by a majority vote of the Board, become a Sustaining Member, but such person shall have no rights, duties or obligations in the management of or in the property of the Local League.
- (f) As used hereinafter, the word “Member” shall mean a Regular Member unless otherwise stated.

Section 3 **Other Affiliations:**

- (a) All members of the local little league Board of Directors, as well as managers and coaches, whose activities in another youth baseball/softball program are deemed detrimental to the operation of the local league, can be removed by a majority vote of the Board of Directors (Green Book Page 22)
- (b) In the event such a person has reason to believe his or her activities or anticipated activities could give rise to any such claim, he or she shall have the duty to disclose such activities or anticipated activities to the Board of Directors.
- (c) After disclosure, the local league shall contact D54 President to report and get a ruling if that individual(s) should be a Board member.

Section 4 **Suspension or Termination:** Membership may be terminated by resignation or action of the Board of Directors as follows:

- (a) 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 Local League and/or Little League Baseball, International. The Member involved shall be notified of such a 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 for which the player is a Player Member. Said manager shall appear, in the capacity of an adviser, with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to suspend or revoke such a player's right to future participation by two-thirds vote of those present at any duly constituted meeting (quorum is required).

ARTICLE IV DUES FOR REGULAR MEMBERS (NOT PLAYERS)

- Section 1 Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year. Note: Dues for Regular Members are separate from registration fees for Player Members, which are determined annually by the Board of Directors in accordance with Regulation XIII (c). If no dues for Regular Membership are collected, Section 2 below does not apply.
- Section 2 Regular Members who fail to pay their fixed dues within 10 days of application to become a member may, by majority vote of the Board present at a Board meeting, be dropped from the rolls and shall forfeit all rights and privileges of membership.

ARTICLE V MEETINGS

- Section 1 Roberts Rules of Order shall govern all meetings of the Local League.
- Section 2 **General Membership Meetings.** Definition. A General Membership Meeting is any meeting of the membership of the Local League (including Special General Membership Meetings, Section 7). A minimum of one per year (Annual Meeting, see Section 6) is required.
- Section 3 **Notice of Meeting.** Notice of each General Membership Meeting shall be delivered personally, electronically or by mail to each Member at the last recorded address at least seven (7) days in advance of the meeting, setting forth the place, time and purpose of the meeting. In lieu of the above methods, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.
- Section 4 **Quorum.** At any General Membership Meeting, the presence in person of fifteen percent (15%) Regular Members shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

Section 5 **Voting.** Only Regular Members, present in person, shall be entitled to make motions and vote at General Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings.

Section 6 **Absentee Ballot.** Absentee voting is not allowed, and no vote shall be accepted through absentee ballot or proxy vote.

Section 7 **Annual Meeting of the Members.** The Annual Meeting of the Members of the Local League shall be held annually on the fourth Sunday of August at 6pm for the purpose of electing the Board of Directors, receiving reports, reviewing the Constitution, appointing committees, and for the transaction of such business as may properly come before the meeting.

(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 Secretary/Treasurer), or by a majority of the Directors, showing:

(1) The condition of the Local League, to be presented by the President or his / her designee.

(2) A general summary of funds received and expended by the Local League for the previous year, the amount of funds currently in possession of the Local League, 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 Local League, where located, where and how 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.

(5) The names of the people who have been admitted to regular membership of the Local League during such a year. This report shall be filed with the records of the Local League and entered in the minutes of the proceedings of the Annual Meeting. A copy of such report shall be forwarded to Little League International via their Volunteer Screening Procedures.

(b) At the Annual Meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall, after having received nominations from the floor, elect such a number of Directors. The number of Directors elected shall be not less than six (6).

(c) After the Board of Directors is elected, the Board shall meet to elect the officers. After the election, the Board of Directors shall assume the performance of its duties immediately. Election of Officers shall be by a majority vote of all Directors. The Board's term of office shall continue until its successors are elected and qualified under this section. Unless otherwise stated herein, Officers shall be eligible for appointment to serve as a Manager or Coach of any team in any Division of the Local League.

Section 8 **Special General Membership Meetings.** Special General Membership Meetings of the Members may be called by the Board of Directors or by the President or Secretary (or Secretary/Treasurer) at their discretion. Upon the written request of fifteen (15) Regular Members, the President, Secretary (or Secretary/Treasurer) shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than thirty (30) calendar days after the request is received by the President or Secretary (or Secretary/Treasurer).

Section 9 **Nomination and Election of Board Members:** Regular Members may be nominated to stand for election to the Board of Directors either by a Regular Member or by self-nomination to serve on the Board of Directors. The nomination process shall be conducted by the Secretary (or Secretary/Treasurer) who shall call for nominations at the annual meeting and upon receiving such nominations close the nomination period and call an election. Election of Board Members shall be by a majority vote of all Regular Members present at the Annual Meeting. The presiding President, Player Agent(s) (Division specific) and Secretary (or Secretary/Treasurer) shall count the ballots. The Regular Members receiving the most votes cast shall be elected to the Board of Directors until the number positions on the Board of Directors as set forth by Section 1 of this Article has been filled. In the event of a tie vote for a position as a Member of the Board of Directors, the Secretary (or Secretary/Treasurer) shall conduct a run-off election. After the conclusion of the election, the Secretary (or Secretary/Treasurer) shall announce the names of the Regular Members elected to serve as Board Members.

ARTICLE VI BOARD OF DIRECTORS

Section 1 **Authority:** The management of the property and affairs of the Local League shall be vested in the Board.

Section 2 **Increase in number:** The number of Board of Directors so fixed at the Annual Meeting may be increased at any General Membership Meeting or Special Meetings of the Members. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional Directors shall be by majority vote of all Regular Members present.

Section 3 **Vacancies:** If any vacancy occurs in the Board, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Board Members at any regular or special meeting called for that purpose.

- Section 4 **Term of Office:** The term of office of all Directors and Officers shall be for one year. There shall be no limit on the number of consecutive terms that may be served by a Director or Officer.
- Section 5 **Meetings, Notice and Quorum:** Regular meetings of the Board shall be held immediately following the annual election and upon such days thereafter shall be determined by the Board, but no less than once per month in each month between September and June.
- (a) The President or the Secretary (or Secretary/Treasurer) may, whenever they deem it advisable, or the Secretary (or Secretary/Treasurer) shall, at the request in writing of five (5) Directors, issue a call for a special meeting of the Board.
- (b) Notice of each Board meeting shall be given by the President to each Board Member 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 e-mail, telephone or personal notice, not less than twenty-four (24) hours preceding the meeting. In the case of special meetings, such a notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.
- (c) One-third of the Members of the Board shall constitute a quorum for the transaction of Local League business at regular and special meetings.
- (d) Only members of the Board of Directors can make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.
- Section 6 **Action Without Meeting:** Any action required or permitted to be taken by the Board may be taken without a meeting (as described in Section 5 of this Article) only if all of the Board Members consent to such action. Therefore, Quorum requirements (as described in Section 5, (c), above) do not apply. Such unanimous consent for action without meeting shall be filed with the minutes of the proceedings of the Board at the next regularly scheduled Board Meeting. Approved methods of conducting business under this provision include electronic voting (via e-mail or survey tool) or by telephone. For an action without meeting item to be approved, it must pass by a majority vote of all currently duly elected members of the Board of Directors. Action without meeting shall be properly reported and documented to the Board and filed with the minutes of the proceedings at the next regularly scheduled Board meeting.
- Section 7 **Duties and Powers:** The Board shall be empowered to take all actions necessary and appropriate to conduct the affairs and business of the Local League, including:
- (a) Appoint such standing committees and chairpersons as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.
- (b) Adopt such By-Laws for the conduct of its meetings and the management of the Local League as it may deem proper, provided such By-Laws do not conflict with this

Constitution or the Operating Manual or Official Regulations and Playing Rules of Little League, International.

- (c) Vote to discipline, suspend or terminate membership of any Local League Member of any class in accordance with the procedure set forth in Article III, above. NOTE: For votes of this nature, two-thirds majority of those present at any regular, special or committee meeting, are required.
- (d) Take immediate action on any and all matters they (individually or collectively) deem to be urgent or emergent in nature. All such actions taken should be reported to all appropriate Board Members as soon as the matter resolves and should be reported to the Board as a whole, and recorded in the Minutes of the proceedings, at the next regularly scheduled Board Meeting.
- (d) Operate and maintain an internet website as a means of communicating with, and providing pertinent/current information to, its Members, Player Members and the public at large.

Section 8 **Board Members Best Effort:** Each Member of the Board shall be familiar with this Constitution, the By-Laws of the Local League, the Operating Manual and the Official Regulations and Playing Rules of Little League, International and each Board member shall devote his/her energies to promote the purposes of Little League Baseball and the Local League. Each Director shall be prepared to report on their respective areas of responsibility at each Board meeting.

Section 9 **Removal of a Director for Cause:** The Board may remove a Director, for cause, by two-thirds vote of the entire Board.

Section 10 **Open Meetings:** All meetings of the Board shall be open to any class of Members and others having business with the Local League.

Section 11 **Closed Meetings:** Attendance at meetings that deal with administrative issues will be limited to Directors only.

Section 12 **Access to Local League Records:** All Regular Members have the right to inspect and copy the By-Laws, minutes, financial records at reasonable times, for purposes reasonably related to the person's interest as a Member. Directors have an absolute right to inspect and copy any record of the Local League at reasonable times. The Constitution and By-Laws shall be posted on the Local League's internet website.

ARTICLE VII DUTIES AND POWERS OF THE BOARD

Section 1 **Elected Officers/Executive Committee**

- (a) This Local League identifies its Elected Officers to be: President, Vice President of Divisions, Vice President of Operations, Player Agent(s) (Division specific), Secretary, Treasurer (or Secretary/Treasurer), Safety Officer and Chief Umpire (or Safety Officer/Chief Umpire) who, as stated above are elected by the Directors, who were

themselves duly elected at the Annual Meeting. They shall serve as the Executive Committee for the Local League and as such shall make recommendations to the Board, as may be required from time to time, on amendments or interpretations to the Constitution and By-Laws, as well as changes to the policies & procedures of the Local League as may be necessary for the efficient and effective operation, management and growth of the Local League.

- (b) The Executive Committee shall appoint one of its members to maintain the Constitution, By-Laws and policies & procedures for the Local League.
- (c) Any changes, recommended by the Executive Committee, to the By-Laws or policies & procedures shall be submitted to the Board for consideration and shall be adopted and become immediately effective upon a majority vote of the Board.
- (d) Any changes recommended by the Executive Committee to the Constitution shall first be submitted to the Board for consideration and then shall be submitted to the General Membership for approval.

Section 2 The Executive Committee shall advise with 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 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.

Section 4 **Vacancies:** The Board may appoint such other Officers or Agents as it may deem necessary or desirable and may prescribe the powers and duties of each. The Board may fill any vacancy that occurs in any office. Appointed Officers or Agents shall have no vote on actions taken by the Board unless such individual(s) has/have been elected to the Board by the Regular Members or has/have been elected to fill a vacancy(ies) on the Board, by the Board.

Section 5 **Elected Officers of the Executive Board shall consist of the following positions:**

- **President**
- **Vice President of Operations**
- **Vice President of Divisions**
- **Vice President of Information**
- **Vice President of Fields/Equipment**
- **Secretary**
- **Treasurer**
- **Player Agent(s)**
- **Safety Officer**
- **Chief Umpire**

Section 6 Roles of Appointed/Non-Officer, Non-Executive Committee, Other Board Members:

- **Equipment Manager**
- **Field Manager(s)**
- **Sponsorship Director**
- **Fundraising Director**
- **Team Development Director**
- **Volunteer Director**
- **Division Representative(s)**

For a comprehensive description of the roles and responsibilities assigned to each position, please refer to the FALL By-Laws.

Section 6 Indemnification of Local League Agents: Any person who was or is a director, officer, employee or other agent of Local League (collectively “Agents”) may be indemnified by Local League for any claims, demands, causes of action, expenses, or liabilities arising out of, or pertaining to, the Agent’s service to or on behalf of Local League to the full extent permitted by California Corporations Code section 7237.

ARTICLE VIII AFFILIATION

Section 1 Charter: The Local League shall annually apply for a charter from Little League, International 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 operate any other program.

Section 2 Rules and Regulations. The Official Regulations and Playing Rules as published by Little League International, Williamsport, Pennsylvania, shall be binding on this Local League.

Section 3 By-Laws. The By-Laws of this Local League 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 Operating Manual or Official Regulations and Playing Rules of Little League, International nor shall they conflict with this Constitution. The By-Laws of this Local League shall expire at the end of each fiscal year and are not considered part of this Constitution.

ARTICLE IX FINANCIAL AND ACCOUNTING

Section 1 The Board shall decide all matters pertaining to the finances of the Local League and it shall place all income, including auxiliary funds, in a common Local 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 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 shall be placed in the Local League treasury.
- Section 4 **Disbursement of Funds.** The Board shall not permit the disbursement of Local League funds for other than the conduct of Little League activities in accordance with the Operating Manual and Official Regulations and Playing Rules of Little League, International.
- Section 5 **Compensation.** No Director, Officer or Member of the Local League shall receive, directly or indirectly any salary or compensation from the Local League for services rendered as Director, Officer or Member.
- Section 6 **Deposits.** All monies received by the Local League, including Auxiliary Funds, shall be deposited to the credit of the Local League in Central Valley Bank and all disbursements shall be made by check, counter-signed by the Treasurer (or Secretary/Treasurer) and at least one (1) other member of the Executive Committee of the Local League.
- Section 7 **Fiscal Year:** The fiscal year of the Local League shall commence on October 1st of each year and conclude, each year, on September 30th
- Section 8 **Annual Budget.** At the beginning of each fiscal year, and in any event no later than the November regular meeting of the Board, the Treasurer (or Secretary/Treasurer) shall prepare and submit a proposed annual budget to the Board for the fiscal year expenditures. The annual budget of the Local League shall be approved and adopted by the vote of the Board. Any non-budget expenditure may only be made upon the prior approval of the Board.
- Section 9 **Distribution of Property upon Dissolution.** Upon dissolution of the Local League and after all outstanding debts and claims have been satisfied, the Members shall distribute/inure the property of the Local League to such other Federally Incorporated entity maintaining an objective similar to that set forth herein.
- Section 10 **Financial Audit.** The Board should have all books and records audited by an independent certified public accountant as it deems necessary and appropriate. Any new Treasurer (Secretary/Treasurer) shall, upon taking the office, perform a cursory audit of the previous Treasurer's books and report findings to the Board.

ARTICLE XII 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 that notice of such proposed change is included in the notice of such meeting. Notice of any proposed amendment to this Constitution, along with the text of such amendment(s), shall be posted on the Local League's internet web site not less than fourteen (14) calendar days prior to the date of

the meeting at which the Membership may first consider such proposed amendment. Draft of all proposed amendments shall be submitted to Little League International for approval before implementation.

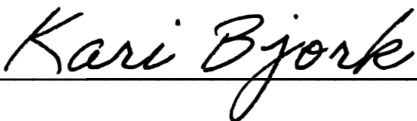
This Constitution was approved by the Folsom American Little League Membership on September 12, 2022.

This Constitution **is not** identical to the model constitution provided by Little League, International.

President: Jason Anderson

President's Signature:  Date: 11/17/22

Secretary: Kari Bjork

Secretary's Signature:  Date: 11/18/22

Little League ID No.: 4055426

Federal ID No. (if available): _____

State ID No. (if available) : _____

Make one copy for the District Administrator and copies for the Local League. Send the original to Regional Headquarters. This Local League's Constitution on file at Regional Headquarters (most recently approved copy) is the official Constitution of this Local League. Little League International does not limit participation in its activities on the basis of disability, race, creed, color, national origin, gender, sexual preference or religious preference.