**ALAMEDA LITTLE LEAGUE, INC.**

**CONSTITUTION**

**ARTICLE I - NAME**

This organization shall be known as the Alameda Little League, Incorporated, hereinafter referred to as "the League."

**ARTICLE II - MISSION STATEMENT**

Alameda Little League is a community organization driven by dedicated volunteers whose primary purpose is to provide an outlet for healthful activity and training under positive leadership, with the ultimate goal of helping our youth become responsible citizens.

**ARTICLE III - OBJECTIVE**

SECTION 1

The objective of the League shall be to instill firmly in the children of Alameda the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they can be well adjusted, stronger and happier children and grow to be good, decent**,** healthy and trustworthy citizens.

SECTION 2

To achieve this objective, the League will provide a supervised program under the Rules and Regulations of Little League Baseball, Inc. **All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or winning the 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 League shall operate exclusively as a non-profit 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 IV - MEMBERSHIP**

SECTION 1

**Eligibility-** Any person sincerely interested in active participation to further the objective of the League may apply to become a Member.

SECTION 2

Classes. There shall be the following classes of Members:

(a) Player Members. Any player candidate meeting the requirement of Little League Regulation IV shall be eligible to apply for participation. Player Members have no rights, duties or obligations in the management or in the property of the League.

(b) Regular Members. The parents or legal guardians of any youth participating in the League program and all other adults participating in the program who are elected to membership by a majority of the Board of Directors. The Secretary shall maintain the roll of membership to qualify voting-members. Only Regular Members-in-good standing are eligible to vote at General Membership meetings. All Officers, Board Members, Committee Members, Managers, Coaches, Volunteer Umpires, and any other elected or appointed officials and/or volunteers must be Regular Members in good standing.

(c) As used hereinafter, the word “Member” shall mean a Regular Member.

(d) All Members shall have the right to hold office as duly elected, to attend all general membership meetings and to vote on all matters properly before the membership in a general membership meeting. No proxy votes may be cast. No Member shall have any right or interest in the property of the League.

(e) Every parent or guardian of any youth participating in the League is obligated to endeavor to support the League in its financial responsibilities by rendering payment of membership dues and participation fees when due, and through supporting activities as umpiring, work parties and fund raisers.

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 League.

(b) Regular Members shall not be actively engaged in the promotion and/or operation of any conflicting / competing baseball or softball program.

SECTION 4

**Suspension or Termination.** Members 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 duty constituted Board meeting, shall have the authority to discipline, 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 and objectives of this League and/or Little League Baseball. The Member shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges.

(b) The Board of Directors shall, in case of a Player Member, give notice to the Manager of the team for which the player is a Player Member. Said Manager shall appear as an advisor with the player before the Board, 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 the power to discipline, suspend or revoke such player's right to future participation by two-thirds vote of those present at any duly constituted meeting.

**ARTICLE V - GENERAL MEMBERSHIP MEETINGS**

SECTION 1

**General Membership Meeting.** A General Membership Meeting is any meeting of the membership of the League, including Special General Membership Meetings. There shall be at least one General Membership Meeting (see Annual Meeting, Section 4).

SECTION 2

**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 days in advance of the meeting. Such notice shall include the place, date, time and purpose of the meeting.

SECTION 3

**Voting.** Only Regular Members in good standing shall have the right to make motions and vote at General Membership Meetings. Each member is allowed to cast only one vote, regardless of the number of player members enrolled. The Board of Directors may invite and admit guests for presentations or comments during such meetings. There is no quorum required in order to convene a duly constituted General Membership Meeting. No absentee ballots will be recognized.

SECTION 4

**Annual Meeting of the Members.** The annual Meeting of the Members shall be held on the last Tuesday of September at 7PM each year for the purpose of electing the Board of Directors, receiving reports, reviewing this Constitution, and for the transaction of such business as may properly come before the meeting.

(a) The Membership shall receive at the Annual Meeting a report by the President, or his/ her designate, the content of which should include: (1) the condition of the League, (2) a general summary of funds received and expended by the League for the previous year, the amount of funds currently in possession of the 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 League, and where located.

(b) The Membership shall have the right to vote for each position to be filled on the Board of Directors (see Article V).

(c) The Membership shall have the right to increase the number of the Board of Directors. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at subsequent General Membership meetings.

(d) The Board of Directors shall assume the performance of its duties immediately following the elections. The Board's term of office shall continue until its successors are elected and qualified under this section.

SECTION 5

**Special General Membership Meeting.** Special General Membership Meetings may be called by a majority of the Board of Directors, or by the President. Upon written request of twenty Members, the President 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. The request must be served on both the President and the Secretary. The Secretary shall be responsible for notifying all Members of the date, time and place of the meeting within five (5) days of receipt of the request. Such meeting shall be held no later than fourteen (14) days after the receipt of the request by the President or the Secretary. Notification may be made to Members in local newspapers.

**ARTICLE VI - BOARD OF DIRECTORS**

SECTION 1

**Authority.** The Board of Directors shall be the governing body of the League and shall be charged with the full responsibility for the conduct of all phases of the League program, and shall be empowered to take all action necessary to discharge this responsibility subject only to the limitations contained in the Articles of Incorporation, Constitution, or the Rules and Regulations of Little League Baseball, Inc.

SECTION 2

**Membership.** Two classes of members - elected voting members and appointed non-voting members. The elected voting members shall be composed of:

1) President

1. Vice President Baseball
2. Vice President Farm / T-Ball
3. Player Agent Baseball
4. Player Agent Farm / T-Ball
5. Treasurer
6. Secretary
7. Director of Fields
8. Director of Equipment / Uniforms
9. Director of Umpires
10. Director of Communications
11. Director of Fund Raising
12. Director of Sponsorship
13. Director of Safety
14. Director of Snack Bar
15. Assistant Director of Fields
16. Assistant Director of Communications
17. Assistant Vice President Baseball
18. Assistant Player Agent Baseball
19. Assistant Director of Equipment / Uniforms
20. Assistant Director of Umpires

The board may appoint non-voting members for positions such as, but not limited to:

1. Major league coordinator
2. AAA Coordinator
3. AA Coordinator
4. A Coordinator
5. Farm League Coordinator
6. T-Ball League Coordinator
7. City Board Representative
8. School Board Representative

These non-voting appointed positions are encouraged to attend scheduled Board Meeting

SECTION 3

**Term of Office.** The voting members of the Board of Directors shall be elected by the Members at the Annual Meeting for a term of two (2) years and will be eligible for reelection biannually. Positions will be filled on a rotational basis to ensure continuity of information from one Board to the next. In odd number years, the following positions will be elected: President, , Player Agent Baseball, Player Agent Farm/T-Ball, Secretary, Director of Fields, Director of Umpires, Director of Communications, Director of Snack Bar, Assistant Director of Fields, Assistant Director of Communications and Assistant Vice President Baseball. In even number years, the following positions will be elected: Vice President Baseball, Vice President Farm/T-Ball, , Treasurer, Director of Equipment/Uniforms, Director of Fund Raising, Director of Sponsorship, Director of Safety, Director of Finance, , Assistant Player Agent Baseball, Assistant Director of Equipment/Uniforms Assistant Director of Umpires, Historian and ARPD Liaison. In the event that a position will become vacant in an “off” year, it will be added to the elected positions at the Annual Meeting for a one year term. Incoming officers shall assume office by October 15 and shall enter into the performance of their duties and shall continue in office until their successor has assumed office. A nominating committee will be appointed by the President each August to place names of individuals on the slate of nominees for the Annual Meeting. No more than one member of an immediate family may serve as a voting member of the Board of Directors at the same time. There shall be a minimum of one manager, and a maximum of the minority of the board, elected to the board. There shall be at least one volunteer umpire elected to the board.

SECTION 4

**Vacancies.** If a vacancy of an elected member occurs on the Board, it may be filled by a majority vote of the remaining Directors at a duly constituted Board meeting, or a majority vote of the membership at a Special general meeting called for that purpose, at the discretion of the majority of the Board. A nominating committee will be appointed by the President to place names of individuals on the slate of nominees for the meeting. Notification of the vacancy and a request for nominations must be made to the Members, ten (10) days prior to the election meeting. Notification may be made to Members in local newspapers or newsletter.

SECTION 5

**Board Meetings, Notice and Quorum.** Regular meetings of the Board shall be held immediately following the Annual General Meeting, and on such days as shall be determined by the Board. Board shall publish a calendar of regular meetings and they shall be open to the public.

(a) the President may, whenever her/she deems necessary, or the Secretary, shall at the request of three other Directors, issue a call for a Special Board Meeting. Notice shall be not less than forty-eight hours in advance of such Special Meeting. Notice shall include the purpose of the meeting, and no other matters not so noticed may be acted upon at the meeting.

(b) Notice of each Board meeting shall be given by the Secretary personally, electronically, or by mail to each Director at least seven days before the time of the meeting.

(c) A majority of the elected Board Members shall constitute a quorum for the transaction of business.

(d) Only members of the Board may make motions and vote at Board Meetings. The Board may invite guests for presentations or comments, but may only do so at the approval of the Presiding Officer.

(e) Robert's Rules of Order shall govern the proceedings of allmeetings, except where same conflicts with this Constitution.

**ARTICLE VII - DUTIES AND POWERS OF THE BOARD**

SECTION 1

**Appointments.** The Board may appoint such other officers as it may deem necessary, and may prescribe the duties of each. The Board shall have the power to appoint such committees as it deems necessary, and to delegate such powers to them as is advisable and proper under this Constitution. The Board shall have the power, by two-thirds vote of those present at a duly constituted meeting, to discipline, suspend, or remove any Director or Officer, or Committee member in accordance with the procedure set forth in Article IV, Section 4(a,b). Appointed positions are encouraged to attend Board Meetings.

SECTION 2

**President.** The President shall:

(a) Conduct the affairs of the League and execute the policies established by the Board.

(b) Prepare, with the assistance of the Executive Committee, and submit an annual budget to the Board, and be responsible for the proper execution thereof.

(c) Communicate to the Board such matters as deemed necessary, and make suggestions that promote the welfare and achieve the objectives of the League.

(d) Be responsible for the conduct of the League in conformity to the policies, principles, Rules and Regulations of Little League Baseball, Inc., as agreed to under the charter issued to the League by that organization.

(e) Act on behalf of the Board, with their approval on matters of contracts, leases, and purchases in the name of the League.

(f) Investigate complaints, irregularities, and conditions detrimental to the League and report to the Board or Executive Committee as necessary.

(g) With the assistance of the Player Agent, examine the player applications and proof-of-age documents, and certify to residence and age eligibility before the player may be accepted.

(h) Present a report of the condition of the League at the Annual Meeting.

(i) Appoint, subject to Board approval, and be responsible for all managers and coaches’ behavior and execution as it relates to the objectives of Little League.

SECTION 3

**Vice Presidents.** The Vice Presidents shall:

(a) Be appointed for each division.

(b) One Vice President as appointed by the President, shall perform the duties of the President in the absence or disability of the President, provided he/she is approved by the Board.

(c) Perform the duties as from time to time may be assigned by the President or the Board.

SECTION 4

**Secretary.** The Secretary shall:

(a) Be responsible for recording the activities of the League and maintain appropriate files, membership records, and mailing lists.

(b) Perform such duties as are herein specifically set forth, in addition to such duties as are incident to the office of Secretary.

(c) Maintain a list of all members, Directors, and committee members, and give notice of all meetings of the League.

(d) Keep the minutes of the Members, Board, and Executive Committee Meetings.

(e) Conduct all correspondence not specifically delegated in connection with said meetings and be responsible for carrying out all orders, votes and resolutions not otherwise committed.

(f) Notify members of their election or appointments.

SECTION 5

**Treasurer.** The Treasurer shall:

(a) Perform all duties as are herein set forth, and such duties as are incident to the office of Treasurer.

(b) Keep records for the receipt and disbursement of all monies of the League, approve all payments from allotted funds, and draw checks therefore in agreement with policies established by the Board. All checks shall have both the signature of the Treasurer and the President.

(c) Prepare an annual budget, under the direction of the President, for submission to the Board.

(d) Prepare an annual financial report, under the direction of the President, for submission to the Board, the Members at the Annual Meeting, and to Little League Headquarters.

SECTION 6

**Player** **Agent**. The Player Agent shall:

(a) Record all player transactions and maintain accurate and current records thereof.

(b) Receive and review all player applications and assist President in verifying residence and age eligibility.

(c) Conduct the try-outs, 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 7

**Safety Officer.** The Safety Officer shall:

(a) Be responsible to create awareness, through education and information, of opportunities to provide a safer environment for Little League participants.

(b) Develop and implement a plan for increasing safety of activities, equipment, and facilities through education, compliance and reporting. In order to increase awareness, the following suggestions should be utilized by the Safety Officer:

(1) Education - Facilitate meetings and distribute information to the League.

(2) Compliance - Promote and enforce compliance through leadership training and knowledge of Safety Rules and Program.

(3) Reporting - Define a process to assure that incidents are recorded, and that information is forwarded to appropriate parties (i.e, claims)

SECTION 8

**Director of Snack Bar.** The Director of Snack Bar shall:

1. Be the Chairperson for the Snack Bar committee, which is responsible for the operation of the snack bar.
2. Reports to the Board on issues related to the snack bar.

**ARTICLE VIII - EXECUTIVE COMMITTEE**

SECTION 1

The Board may appoint an Executive Committee which shall consist of the President, Vice President Baseball, Vice President Farm / T-Ball, and Treasurer. The President shall serve as Chairperson of the Committee.

SECTION 2

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

SECTION 3

At any meeting of the Executive Committee, a majority of the total number of members 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 IX - OTHER COMMITTEES**

SECTION 1

**Safety Committee.** The Board may appoint a Safety Committee which shall consist of at least one Director, the Safety Officer, who shall be the Chairperson of that Committee. The duties and responsibilities of the Safety Committee shall conform with those described in Article V, Section 7. There shall be no limit to the number of members appointed to the Safety Committee, subject to the approval of the Safety Officer and the President.

SECTION 2

**Fields Committee.** The Board may appoint a Fields Committee, which shall be responsible for the proper care and maintenance of the playing, fields, buildings, and grounds. It shall operate within the approved budget for that purpose. The Chairman of the Fields Committee shall be appointed by the President, subject to approval of the Board

SECTION 3

**Equipment Committee.** The Board may appoint an Equipment Committee which shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board. The Committee shall be responsible for the proper issuance of such supplies and equipment, and for the repair, cleaning, and storage thereof when necessary.

SECTION 4

**Umpire Committee.** The Board may appoint an Umpire Committee consisting of three Directors and other appointed Regular Members. The President shall be the Chairperson of such Committee. The Committee shall recruit, interview, and recommend to the President a staff of umpires, including an Umpire-in-Chief. When appointed, the staff of umpires shall be under the personal direction of the President, assisted by the Umpire-in-Chief who will train, observe, and schedule the staff.

SECTION 5

**Auxiliary Committee.** The Board may appoint an Auxiliary Committee consisting of the League Treasurer, two other Directors, and other Regular Members. It shall be responsible for evaluating and implementing projects for raising money for the League. The Committee shall report to the Board, who must approve all projects and actions of the Auxiliary Committee.

SECTION 6

**Finance Committee.** The Board may appoint a Finance Committee consisting of not less than three (3) nor more than five (5) Directors. The Treasurer shall be an ex-officio member of the Committee. The Committee shall investigate ways and means of financing the League, including team sponsorships and submit recommendations. It shall be responsible for taking up collections at games, if such collections are authorized by the League, and shall turnover all collections to the Treasurer immediately after each game.

SECTION 7

**Auditing Committee.** The Board may appoint an Auditing Committee consisting of three Directors. The President, Treasurer, or any other's signatories of checks are not eligible. The Committee will review the League's books and records annually prior to the Annual Meeting and attach a statement of its findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board or General Membership, secure the services of an outside CPA to accomplish such review.

SECTION 8

**Managers Committee.** The Board may appoint a Managers' Committee for each division consisting of at least three (3) members and no more than five (5) members, of which the President, Vice President of Division and Player Agent of the Division shall be members. Membership is approved by the Board. No one may serve on a Divisional Committee if they are being considered for a managerial position in that division. 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 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 Board of Directors. 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 9

**Minor League Committee.** The Board may appoint a Minor League Committee consisting of three Directors. The Chairperson shall be the Baseball Vice President, and be responsible to the President for the proper operation of the Minor League.

SECTION 10

**Publicity Committee.** The Board may appoint aPublicity Committee, consisting of at least one Director, who shall be the Chairperson. The Publicity Committee shall be responsible for collecting and reporting events and information about the League to the local newspaper/s, and for the publication of newsletter/s to the Player Members and Regular Members.

SECTION 11

**Nominating Committee.** The Board shall appoint a Nominating Committee consisting of at least three Directors. The Committee shall investigate and recommend eligible candidates, and submit at the Annual Meeting a slate of candidates for the Board elections. The Committee shall be responsible for administrating the elections, and shall open and receive nominations from the floor for eligible members. After the membership has completed their efforts to nominate additional members, the nominations will be closed by affirmation of the membership. Committee members will be responsible for the counting of ballots, and for announcing the succeeding Board members.

**ARTICLE X - AFFILIATION**

SECTION 1

**Charter.** The League shall annually apply for a charter from Little League Baseball, Inc., and shall do all things necessary to obtain and maintain such charter. The League shall devote its entire energies to the activities authorized by such charter and shall not be affiliated with nor operate any other program

SECTION 2

**Rules and Regulations.** The Official Playing Rules and Regulations as published by Little League Baseball, Inc., shall be binding on this League.

SECTION 3

**Local Rules and Ground Rules.** The Local Rules and Ground Rules of this League shall be adopted by the Board before the first game of the season, but in no way shall conflict with the Rules, Regulations and Policies of Little League Baseball, Inc., nor shall they conflict with this Constitution. The Local Rules and Ground Rules shall be reviewed annually by the Board.

**ARTICLE XI - FINANCIAL AND ACCOUNTING**

SECTION 1

**Authority and Contribution.** The Board shall decide all matters pertaining to the finances of the League and shall place all income in the League treasury, directing expenditure of funds in such manner as will give no individual or team an advantage over others. The Board shall not permit contributions of funds or property to individuals or teams, but shall solicit funds for the common treasury.

SECTION 2

**Disbursement of Funds.** The Board shall not permit the disbursement of League funds for other than the conduct of Little League activities in accordance with the rules and regulations of Little League Baseball, Inc. All disbursements shall be made by check. All checks shall be signed by the Treasurer and President, or other Officer as the Board shall determine.

SECTION 3

**Compensation.** No Director, Officer, or Member shall receive, directly or indirectly, compensation from the league, any person or organization for services rendered to the League in their capacity as Officer, Director or Member.

SECTION 4

**Fiscal Year.** The fiscal year of the League shall begin on October 1 and end on September 30.

SECTION 5

**Budget.** The Board of Directors shall adopt an annual budget of income and expenditures under the direction of the Treasurer. The Board of Directors shall prepare a list of all persons authorized to make purchases on behalf of the League. The Board shall make the budget available to Members at the time of registration.

SECTION 6

**Expenditures.** Only by a majority vote of the Board of Directors may any individual be authorized to expend more than $250 per month of League funds.

SECTION 7

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

**ARTICLE XII - NON-DISCRIMINATION**

It is the policy of the League that all the parties involved in the operation of the League will provide an operational environment which is free of allforms of discrimination, including incidents of sexual harassment.

**ARTICLE XIII - CONFLICT OF INTEREST**

Members of the Board and Committee Members shall not engage in any activity which gives rise to, or could give rise to, an appearance or claim of self-dealing loyalty or conflict of interest by reason of such person's position with Little League. In the event that such person has reason to believe his or her activities or anticipated activities could give rise to any such claim, he or she shall have a duty to disclose such activities or anticipated activities to the Board of Directors.

**ARTICLE XIV - INDEMNIFICATION**

The League shall indemnify and hold harmless every Director, Officer, and Member of the League to the fullest extent allowed under California Corporations Code Section 7237, or as otherwise allowed by law at the time of indemnification.

**ARTICLE XV - AMENDMENTS**

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

This Constitution was approved by the Membership on September 26, 2006

President's Name: Ron Matthews

President's Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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