

CONSTITUTION AND BY-LAWS OF MELROSE NATIONAL LITTLE LEAGUE

ARTICLE I – NAME

This organization shall be known as the Melrose National Little League, hereinafter referred to as “Local League”.

ARTICLE II – OBJECTIVE

SECTION 1

The objective of the Local League 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 will 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 Local League will provide a supervised program under the Rules and Regulations of Little League Baseball, Incorporated. All Directors, Officers, and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, the Local League 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 shall be carrying on propaganda, or otherwise attempting to influence legislation; and no substantial part of the activities shall be participation in or intervention 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 effect the objective of this Local 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 requirements of Little League Regulation IV and who resides within the authorized boundaries of the Local League shall be eligible to compete for participation but shall have no rights, duties, or obligations in the management or in the property of the Local League.

(b) Regular members. Any parent, guardian or other interested person who resides within the boundaries of the Local League and is actively interested in furthering the objectives of the Local League may become a Regular Member upon election as hereinafter provided. Pursuant to Little League rule IV(h), any individual who previously resided within the Local League boundaries for two years while serving the Local League as a manager, coach, or member of the Board of Directors, may become a Regular Member.

Any one of the following shall be sufficient for an individual to be a Regular Member:

- Active membership and participation in the Board of Directors
- Attendance at a minimum of one-half of scheduled Board of Directors' meetings
- Managing a team at any level of the Local League
- Nomination by a regular member with approval by the Board of Directors

The Secretary shall maintain the role of membership to qualify voting members. Only Regular Members are eligible to vote at the annual meeting.

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

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

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

SECTION 3

Other Affiliations:

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

(b) Regular Members should not be actively engaged in the promotion and/or operation of any other baseball program.

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 such person is considered detrimental to the best interests of the Local League and/or Little League baseball. The Member involved shall be notified of such

meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges.

(b) 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 and to a parent or guardian of said player. Said manager shall appear, in the capacity of an advisor, with the player before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation.

ARTICLE IV – DUES

SECTION 1

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

SECTION 2

A reasonable Little League participation fee may be assessed as a parent's obligation to assure the operational continuity of the Local League. Although it is recommended that no fee be collected, a reasonable participation fee per player may be assessed if deemed necessary. **AT NO TIME SHOULD PAYMENT OF ANY FEE BE A PREREQUISITE FOR PARTICIPATION IN THE LITTLE LEAGUE BASEBALL PROGRAM (Little League Regulation XIII (c))**

ARTICLE V – MEETINGS

SECTION 1

Annual Meeting. The annual meeting of the members of the Local League shall be held each year in September, at a date, time, and location determined by the President, for the purpose of electing a Board of Directors and Members, receiving reports and for the transaction of such business as may properly come before the meeting. After the Board of Directors is elected, the Board shall meet to elect the officers.

SECTION 2

Notice of Meeting. Notice of each meeting of the Members shall be mailed (either electronically or by regular postage) or otherwise delivered to each Member at the last recorded address at least ten (10) calendar 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 Members, from time to time, at a regularly convened meeting.

SECTION 3

Special Meetings. Special meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon the written request of ten (10) 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 4

Quorum. The presence in person or representation by absentee ballot of eleven (11) Regular Members shall be necessary to constitute a quorum for the annual meeting or a special meeting of the Members.

SECTION 5

Voting. Only Regular Members shall be entitled to vote at any meeting of the Local League.

SECTION 6

Absentee Ballot. For the expressed purpose of accommodating a Regular Member who cannot be in attendance at the annual meeting, an absentee ballot may be requested and obtained from the Secretary of the League. 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 the election of members to the Board of Directors. 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 7

Rules of Order. Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution or By-Laws of the Local League. Eleven (11) Regular Members shall be necessary to constitute a quorum.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1

Board and Number. The management of the property and affairs of the Local League shall be vested in the Board of Directors. The total number of Directors shall be determined at the annual meeting. The number of Directors shall be not less than five (5). The Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors shall have been duly elected..

SECTION 2

Required members. The Board membership shall include the Officers, including the Player Agent, and a minimum of one manager. The number of managers including minor league representation elected to the Board shall not exceed a minority of the total Board members.

SECTION 3

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 may be elected at the meeting at which the increase is voted, or at any subsequent meeting. All elections of 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 mail at least three (3) days before the time appointed for the meeting to the last recorded address of each Director, by electronic mail at the last known electronic mail address of each Director twenty-four (24) hours preceding the meeting, or by telephone or telegraphic or personal notice twenty-four (24) hours preceding the meeting. In the case of special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting. 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 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. Committees shall be nominated by the President and approved by the Board of Directors. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Local League 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 Local League 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 Local League 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 Local League, where located, and where and how invested, the amount and nature of 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 and places of residence of the persons who have been admitted to membership in the Local League during such year, which report shall be filed with the records of the Local League and an abstract thereof entered in the minutes of the proceedings of the annual meeting. A copy of such report shall be forwarded to Little League Headquarters.

ARTICLE VII—EXECUTIVE COMMITTEE (OPTIONAL)

SECTION 1

The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) nor more than five (5) Directors, one of whom shall be the President of the Local League.

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.

SECTION 3

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

ARTICLE VIII—OTHER COMMITTEES

SECTION 1

Nominating Committee. The Board of Directors may appoint a Nominating Committee consisting of three (3) Directors and other appointed Regular Members. The Committee shall investigate and consider eligible candidates and submit at the annual meeting a slate of candidates for the Board of Directors. The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.

SECTION 2

Membership Committee. The Board of Directors may appoint a Membership Committee consisting of 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 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. The Board of Directors 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 Local League including team sponsorships and submit recommendations. It shall be responsible for taking up collections at games, if such collections are authorized by the Local League, and shall turn over said collections to the Treasurer immediately after each game.

SECTION 4

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

SECTION 5

Grounds Committee. (May be combined with 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 field(s), buildings and grounds. It shall operate within the amount appropriate 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 Committee shall 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.

SECTION 7

Managers Committee. The Board of Directors may appoint a Managers Committee consisting of three (3) Directors. The Committee shall interview and investigate prospective managers and coaches, including those for the Minor League teams and recommend acceptable candidates to the President, for appointment and subsequent approval by the Board of Directors. It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of the Local League. 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 Local League 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 Local League President, assisted by the Chief Umpire who shall train, observe, and schedule the staff.

SECTION 9

District Committee. The Board of Directors may appoint a District Committee consisting of the Local League 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 Administrators Advisory Committee and the selection of tournament sites and area tournament directors.

SECTION 10

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

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 Local League's books and records annually prior to the Annual Meeting and attach a statement of 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 review.

SECTION 12

Minor League Committee. The Board of Directors may appoint a Minor League Committee consisting of three (3) Directors. The Chairman of the Committee shall be the Minor League Vice-President and be responsible to the Local League President for the proper conduct of the Minor League operation.

ARTICLE IX—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 electing Officers. Committees may be appointed at any time deemed appropriate by the President and the Board of Directors.

SECTION 2

Officers. The Officers of the Local League shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and a Player Agent or Agents, all of whom shall hold office for the ensuing year or until their successors are duly elected. The Board of Directors may appoint such other Officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office. Appointed Officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

SECTION 3

President. The President shall:

- (a) Conduct the affairs of the Local League and execute the policies established by the Board of Directors.
- (b) Present a report on the condition of the Local League 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 Local League.
- (d) Be responsible for the conduct of the Local League in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of charter issued to the Local League 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 Local League such contracts and leases they may receive and which have had prior approval of the Board.
- (f) Investigate complaints, irregularities, and conditions detrimental to the Local League and report thereon to the Board or Executive Committee as circumstances warrant.
- (g) Prepare and submit a proposed annual budget to the Board of Directors and be responsible for the proper execution thereof once the budget has been approved by the Board.
- (h) With the assistance of the Player Agent, examine the application and support the proof of age documents of every player candidate and certify to residence and age eligibility before the player be accepted for tryouts and selection.

SECTION 4

Vice-Presidents. In case of the absence or disability of the President, and provided he is authorized by the President or Board to so act, a Vice-President 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 Local League 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 the 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 Local League, the Board of Directors, and committees.
- (d) Keep the minutes of the meetings of the Members, the Board of Directors, and the Executive Committee, and cause them to be recorded in a book kept for that purpose.
- (e) Conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes, and resolutions not otherwise committed.
- (f) Notify Members, Directors, Officers, and committee members of their election or appointment.

SECTION 6

Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.
- (b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all monies and securities of the Local League, 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.
- (d) Prepare a proposed annual budget, under the direction of the President, for submission to the Board of Directors at the annual meeting.
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the first meeting following the end of the fiscal year.

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 draft and all other player transaction or selection meetings. If the Player Agent has personal interest in the draft of a particular league, the Vice President of that league will conduct the player draft. If the Vice President of the

league has a personal interest in the draft, the draft will be conducted by either the President or a League Vice President who has no personal interest in the player draft.

(d) Prepare the total roster of players.

(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.

ARTICLE X—MANAGERS, COACHES, AND UMPIRES

SECTION 1

Team Managers and Coaches 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 directly associated with the conduct of their team's practices and games. Team Managers and Coaches are not responsible for the actions or inactions of player, managers, and coaches not directly associated with the conduct of their team's practices and games and are not responsible for the actions or inactions of spectators and others in attendance at any practice, game, or other event. Individuals other than a manager, registered coach, or player choosing to attend a practice, game, or other event are responsible for their own actions and inactions and the consequences thereof..

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 for their actions on the field.

SECTION 3

While holding such office, the President should not manage in any division of the Local League. Vice-Presidents should not manage in their division of the Local League.

ARTICLE XI—AFFILIATION

SECTION 1

Charter. The Local League shall annually apply for a charter from Little League Baseball, Incorporated, 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 Playing Rules and Regulations as published by Little League Baseball, Incorporated, Williamsport, Pennsylvania, shall be binding on this Local League.

SECTION 3

Local League Rules. The local rules 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 Rules and Regulations of Little League Baseball, Incorporated.

ARTICLE XII—FINANCIAL AND ACCOUNTING

SECTION 1

The Board of Directors shall decide all matters pertaining to the finances of the Local League and it shall place all income, including Auxiliary funds (if any), in a common league treasure, directing the expenditures 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 be placed in the Local League treasury.

SECTION 4

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

SECTION 5

No Director, Officer, or Member of the Local League shall receive, directly or indirectly, any salary, compensation, or emoluments from the Local League for services rendered as Director, Officer, or Member.

SECTION 6

All monies received, including Auxiliary funds (if any), shall be deposited to the credit of the Local League in the financial institution selected by the Board of Directors to service the Local League and all disbursements shall be made by check. All checks shall be signed by the Local League Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

SECTION 7

The fiscal year of the Local League 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 Local League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Local League 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(c)(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XIII—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. The President shall submit a draft of all proposed amendments to Little League Baseball, Incorporated, for approval after the proposed amendments have been approved by the Members.