

League ID No. 405 55 04

ORIGINAL

# IRVINE RANCH LITTLE LEAGUE CONSTITUTION

## ARTICLE I - NAME

This organization shall be known as the Irvine Ranch 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 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 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 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 further the objective of this Local League may apply to become a Member. Irvine Ranch Little League does not limit participation in its activities on the basis of disability, race, creed, color, national origin, gender, sexual preference, religious preference, or on any other protected category under state or federal law.

### 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 shall be eligible to compete for participation. Player Members shall have no rights, duties or obligations in the management 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 election. 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 other elected or appointed officials must be active Regular Members in good standing.  
Note: Regular Members of the league automatically include all current Managers, Coaches, Volunteer Umpires, Board Members, Officers of the Board and any other person who is recognized by the Board as a volunteer in the Local League, including those volunteers with the following titles (*Examples: Team Parent, Concessions Manager, etc.*)
- (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 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 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/softball league.

### 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. 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 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 player's right to future participation by two-thirds vote of those present at any duly constituted meeting (quorum is required).

## ARTICLE IV – GENERAL MEMBERSHIP MEETINGS

### SECTION 1

**Definition.** A General Membership Meeting is any meeting of the membership of the league (including Special General Membership Meetings, Section 7). A minimum of one per year (Annual Meeting, see Section 6) is required.

### 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, 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 3

**Quorum.** At any General Membership Meeting, the presence in person or representation by absentee ballot of one fifth (20 percent) of the members shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

### SECTION 4

**Voting.** Only Regular Members 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. (Those eligible to take part at meetings of the Board of Directors are described in Article V, Section 4.)

### 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, or any General Membership Meeting at which new Board members will be elected, 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 election. The Secretary shall present all absentee ballots to the Election Chairman (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.

### SECTION 6

**Annual Meeting of the Members.** The Annual Meeting of the Members of the Local League shall be held on the third Sunday of June at 4:00 p.m. each year for the purpose of electing new Members, 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 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, and where 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 persons who have been admitted to regular membership in the Local League during such 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 Headquarters,
- (b) At the 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 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 on the Monday following the Annual meeting in June. The Board's term of office shall continue until its successors are elected and qualified under this section.
- (d) The Officers of the Board of Directors shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, Secretary, one or more Player Agents and a Safety Officer. The Board shall also include a minimum of one manager and one volunteer umpire. Only volunteer umpires may be elected to the Board.

**SECTION 7**

**Special General Membership Meetings.** Special General Membership 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 twenty (20) Members, the President or Secretary 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) days after the request is received by the President or Secretary.

**SECTION 8**

**Rules of Order for General Membership Meetings.** Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except where same conflicts with this Constitution of the Local League.

**ARTICLE V – BOARD OF DIRECTORS**

**SECTION 1**

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

**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 Meeting 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 or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.

**SECTION 3**

**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 Board meeting or at any Special Board Meeting called for that purpose.

**SECTION 4**

**Board Meetings, Notice and Quorum.** Regular meetings of the Board of Directors shall be held immediately following the Annual Meeting and on such days thereafter as shall be determined by the Board.

- (a) The President or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of a majority of the Directors, issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated 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 (7) days before the time appointed for the meeting to the last recorded address of each Director.
- (c) One fifth (20%) of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.
- (d) Only members of the Board of Directors may 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 5**

**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. 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, provided such rules and regulations do not conflict with this Constitution. The Board shall have the power by a Two-thirds vote of those present at any regular Board or Special Board 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, b).

**SECTION 6**

**Composition of Board.** At least 50% of the Board of Directors must not be managing or coaching a team. Additionally, married members cannot serve on the board at the same time.

**SECTION 7**

**Rules of Order for Board Meetings.** Robert's Rules of Order shall govern the proceedings of all Board of Directors meetings, except where same conflicts with this Constitution of the Local League.

## ARTICLE VI - DUTIES AND POWERS OF THE BOARD

### SECTION 1

**Appointments.** 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. 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 2

**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 of 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 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 the residence and age eligibility before the player may be accepted for tryouts and selection.

### SECTION 3

**Vice President.** The Vice President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.
- (b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President.

### SECTION 4

**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 Secretary or as may be assigned by the Board of Directors or President.
- (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 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 5

**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 or President.
- (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. All disbursements by checks in excess of five hundred dollars (\$500.00) must have dual signatures.
- (d) Prepare an 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 Annual Meeting, and to Little League Headquarters.

### SECTION 6

**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 verifying residence and age eligibility.
- (c) Conduct the tryouts, 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) Ensure the league rosters are uploaded to Little League.
- (g) Notify Little League Headquarters of any subsequent player replacements or trades.
- (h) Manage the online registration process.

#### SECTION 7

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

- (a) Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for youngsters and all participants of Little League Baseball.
- (b) Develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting.

NOTE: In order to implement a safety plan using education, compliance and reporting, the following suggestions may be utilized by the Safety Officer:

- (1) Education - Should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, league officials, parents, guardians and other volunteers.
- (2) Compliance - Should promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.
- (3) Reporting - Define a process to assure that incidents are recorded, information is sent to league/district and national offices, and follow-up information on medical and other data is forwarded as available.

#### SECTION 8

**Information Officer.** The Information Officer shall:

- (a) Set up and manage the league's official website and social media tools.
- (b) Assign online administrative rights to league volunteers and teams.
- (c) Set up online registration.
- (d) Encourage creation of team web sites to managers, coaches, and parents.
- (e) Ensure that league news and scores are updated on a regular basis.
- (f) Collect, post and distribute important information on League activities including direct dissemination of fund-raising and sponsor activities to Little League Baseball, district, public, league members and media.
- (g) Serve as primary contact person for Little League regarding optimizing use of the Internet for league administration and for distributing information to league members and to Little League Baseball.

#### SECTION 9

**Division Commissioner.** The Division Commissioner shall:

- (a) Represent coaches/managers in league.
- (b) Coordinate practice field schedules for division.
- (c) Assist in tryouts for all divisions.
- (d) Assist in all-star selections.

#### SECTION 10

**Training Manager.** The Training Manager shall:

- (a) Present a coach/manager training budget to the board.
- (b) Implement a league-wide training program.
- (c) Order and distribute training materials to players, coaches and managers.
- (d) Coordinate mini-clinics as necessary.
- (e) Serve as the contact person for Little League and its manager-coach education program for the league.

#### SECTION 11

**Concessions Manager.** The Concessions Manager shall:

- (a) Implement a volunteer schedule to work snack bars.
- (b) Coordinates purchase of concession products.
- (c) Coordinate training of snack bar volunteers.
- (d) Coordinate with Treasurer for depositing snack bar proceeds.
- (e) Organizes, tallies and keeps records of concession sales and purchases.
- (f) Maintains the operation of concession facilities.

#### SECTION 12

**Equipment Manager.** The Equipment Manager shall:

- (a) Inventory equipment after the fall season and after the spring season.
- (b) Coordinate the construction of baseball bags for managers prior to the fall season and prior to the spring season.
- (c) Replace defective equipment or replenish baseballs during the course of a baseball season.
- (d) Coordinate the return of bags to the equipment shed at the end of a baseball season.
- (e) Present a budget for equipment purchases to the Executive Committee.

#### SECTION 13

**Angel Day Coordinator.** The Angel Day Coordinator shall:

- (a) Coordinate with District 55 in the ordering of Angel Day Tickets
- (b) Coordinate with Division Commissioners and Team Parents in the distribution of tickets.
- (c) Coordinate any pre-game league activities during Angel Day.

**SECTION 14**

**Opening Day Coordinator.** The Opening Day Coordinator shall:

- (a) Chair the Opening Day Committee.
- (b) Coordinate with Concessions Manager all food and refreshments for opening day.
- (c) Coordinate with Photographer for scheduling pictures of all teams and individuals.
- (d) Coordinate with City of Irvine for parking waivers, trash, and insurance if necessary.
- (e) Coordinate planning of any events to be held during opening day.

**SECTION 15**

**Team Parent Coordinator.** The Team Parent Coordinator shall:

- (a) Coordinate Annual Team Parent Meeting.

**SECTION 16**

**Umpire in Chief.** The Umpire in Chief shall:

- (a) Coordinate clinics to teach and refresh umpire skills.
- (b) Develop an umpire schedule for divisions AA and above.
- (c) Coordinate with paid umpire services where necessary.

**SECTION 17**

**Sponsorship/Fundraising Coordinator.** The Sponsorship/Fundraising Coordinator shall:

- (a) Solicits and secures local sponsorships to support league operations.
- (b) Collects and reviews sponsorship and fundraising opportunities.
- (c) Organizes and implements approved league fundraising activities.
- (d) Coordinates participation in fundraising activities.
- (e) Maintains records of monies secured through sponsorship and fundraising initiatives.

**ARTICLE VII - EXECUTIVE COMMITTEE**

**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, but in no event will the Executive Committee have authority over the Board or 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.

**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 or 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**

**Playing Equipment Committee.** The Board of Directors may appoint a Playing Equipment Committee which can 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. The Equipment manager must be one of the members of this committee.

#### SECTION 5

**Baseball Committee.** The Board of Directors may appoint a Baseball Committee consisting of five (5) 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. The baseball committee is also responsible for proposing any local rules that need to be approved by the Board of Directors and to coordinate common rules to be used during interleague play.

#### SECTION 6

**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 of the Local League President, assisted by the Chief Umpire who shall train, observe and schedule the staff.

#### SECTION 7

**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 Administrator's Advisory Committee and the selection of tournament sites and area tournament directors.

#### SECTION 8

**Sponsorship/Fundraising Committee.** The Board of Directors may appoint a Fund Raising Committee consisting of *at least* two (2) Directors and other appointed Regular Members. The Committee shall review and evaluate 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 Committee.

#### SECTION 9

**Auditing Committee.** The Board of Directors may 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 its 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 10

**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 Vice President and be responsible to the Local League President for the proper conduct of the Minor League operation.

### ARTICLE IX - 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 Rules, Ground Rules and/or Bylaws.** The local rules, ground rules and/or bylaws 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, Regulations and Policies of Little League Baseball, Incorporated, nor shall they conflict with this Constitution. The local rules, ground rules and/or bylaws of this Local League shall expire at the end of each fiscal year, and are not considered part of this Constitution. (See Article X, Section 7 for fiscal year of this league.)

### ARTICLE X - FINANCIAL AND ACCOUNTING

#### SECTION 1

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

## SECTION 2

**Contributions.** The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds 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

**Solicitations.** The Board shall not permit the solicitation of funds in the name of Little League Baseball unless all of the funds so raised are 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 rules, regulations and policies of Little League Baseball, Incorporated. 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 5

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

## SECTION 6

**Deposits.** All monies received, including fundraising Funds, shall be deposited to the credit of the Local League in/at Union Bank.

## SECTION 7

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

## 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 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 XI - CORPORATE GOVERNANCE

## SECTION 1

**Conflict of Interest Policy.** This Conflict of Interest Policy of the Local League: (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

(a) **Definition of conflicts of interest.** A conflict of interest arises when a person in a position of authority over the Organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

(b) **Individuals covered.** Persons covered by this policy are the Organization's officers and directors.

(c) **Facilitation of disclosure.** Persons covered by this policy will annually disclose or update to the President on a form provided by the Organization their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

(d) **Procedures to manage conflicts.** For each interest disclosed to the President, the President will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from his or her position in the Organization or, if the person refuses to resign, become subject to possible removal in accordance with the Organization's removal procedures. The Organization's President and Treasurer will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

## SECTION 2

**Whistleblower Policy.** This Whistleblower Policy of the Local League: (1) encourages Officers and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Organization; (2) specifies that the Organization will protect the person from retaliation; and (3) identifies where such information can be reported.

(a) **Encouragement of reporting.** The Organization encourages complaints, reports or inquiries about illegal practices or serious violations of the Organization's policies, including illegal or improper conduct by the Organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies.

(b) **Protection from retaliation.** The Organization prohibits retaliation by or on behalf of the Organization against Officers or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

(c) **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the President; if this person is implicated in the complaint, report or inquiry, it should be directed to Chairperson of the Baseball Committee. The Organization will conduct a prompt, discreet, and objective review or investigation. Officers or volunteers must recognize that the Organization may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

### SECTION 3

**Document Retention and Destruction Policy.** This Document Retention and Destruction Policy of the Local League identifies the record retention responsibilities of volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the Organization's documents and records.

(a) **Rules.** The Organization's volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Corporate Secretary; (b) all other paper documents will be destroyed after three years; (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and (d) no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.

(b) **Terms for retention.**

(1) Retain permanently:

(i) *Governance records* - Charter and amendments, Bylaws, other organizational documents, governing board and board committee minutes.

(ii) *Tax records* - Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.

(iii) *Intellectual property records* - Copyright and trademark registrations and samples of protected works.

(iv) *Financial records* - Audited financial statements, attorney contingent liability letters.

(2) Retain for ten years:

(i) *Government relations records* - State and federal lobbying and political contribution reports and supporting records.

(3) Retain for three years:

(i) *Regular Member records* - Regular Member names, addresses, social security numbers, dates of birth, disciplinary matters.

(ii) *Lease, insurance, and contract/license records* - Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).

(4) Retain for one year:

(i) *All other electronic records, documents and files* - Correspondence files, past budgets, bank statements, publications, survey information.

(c) **Exceptions.** Exceptions to these rules and terms for retention may be granted only by the Organization's President or Chairman of the Board.

### SECTION 4

**Joint Venture Policy.** This Joint Venture Policy of the Local League requires that the Organization evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the Organization's exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

(a) **Joint ventures or similar arrangements with taxable entities.** For purposes of this policy, a joint venture or similar arrangement (or a "venture or arrangement") means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the Organization controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:

(1) 95% or more of the venture's or arrangement's income for its tax year ending within the Organization's tax year is excluded from unrelated business income taxation [including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt-financing; and (iv) gains or losses from the sale of property]; and

(2) the primary purpose of the Organization's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

(b) **Safeguards to ensure exempt status protection.** The Organization will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the Organization's exempt status is protected; and (b) take steps to safeguard the Organization's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

(1) control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the organization;

(2) requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;

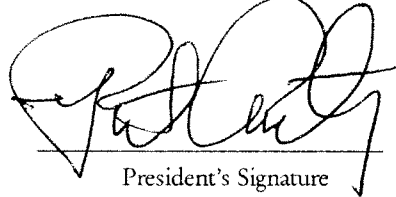
- (3) that the venture or arrangement not engage in activities that would jeopardize the Organization's exemption; and
- (4) that all contracts entered into with the organization be on terms that are arm's length or more favorable to the Organization.

**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 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, Incorporated, for approval before implementation.

This Constitution was approved by the Irvine Ranch Little League Membership on December 18, 2011.

ROBERT ARMSTRONG  
President's Name (Print)

  
President's Signature

12-18-2011  
Date

405504  
Little League ID No.

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Federal ID No. (if available)

D 1636871  
State ID No. (if available)