

**CONEJO VALLEY LITTLE LEAGUE, INC.**  
**Articles of Incorporation and Bylaws**

(League Number 04-05-13-12)

(Tax ID Number 23-7434326)

Revised July18, 2001

**ARTICLE I - Basic Policies**

- 1.1 The name of this corporation is Conejo Valley Little League, Incorporated, hereinafter referred to as "CVLL".
- a) CVLL shall operate an educational and recreational program under Charter from Little League Baseball, Incorporated, located in Williamsport, Pennsylvania, hereinafter referred to as "Little League".
  - b) Notwithstanding anything herein to the contrary, CVLL shall comply with all applicable rules, regulations, principles and purposes of Little League.
- 1.2 The objective of CVLL 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.
- 1.3 To achieve this objective, CVLL 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 primary importance.
- 1.4 In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, CVLL shall operate exclusively as a non-profit educational organization providing supervised programs of 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 of which is carrying on propaganda, influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE II - Membership**

- 2.1 **Membership.** Any person meeting the requirements of Little League (or "Challenger", "Junior", "Senior" or "Big" League Divisions), Regulations II and IV, shall be eligible to become a member. There shall be the following classes of Members:
- a) **Player Members.** In order to be a player member, an eligible person must register annually with CVLL, at a time and place as designated by the Board of Directors, hereinafter referred to as "the Board".
  - b) **Regular Members.** Any person, eighteen (18) years of age or older and not a player member, may become a regular member by subscribing to the basic policies of CVLL by application submitted to the Secretary. All members of the Board, parents of

players, plus managers, coaches, and volunteer umpires are automatically Regular members of CVLL.

- c) **Honorary and Emeritus Members.** Regular members shall also include Honorary and Emeritus Members, who shall be any person elected by a unanimous vote of all Members present at the Membership Meeting, but shall have no right, duties, or obligations in the management or property of CVLL.
- d) As used hereinafter, the word “Member” shall mean Regular Member unless otherwise stated.

2.2 **Suspension or Termination.** Membership may be terminated by the 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 CVLL and/or Little League Baseball. The Member involved shall be notified of the charges and given an opportunity to appear at the meeting to answer any such charges.
- b) The Board of Directors shall, in the case of a Player Member, give notice to the parents and manager of the team for which the player is a Player Member. Said manager shall appear in the capacity of advisor, with the player before the Board of Directors or a duly appointed committee of the Board. The player(s) parents or legal guardian shall 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 an duly constituted meeting (quorum required).

### **ARTICLE III - Membership Meetings**

3.1 **Definition.** The Membership Meeting shall take place annually during the month of July at a time and place to be determined by the Board. The agenda of the meeting shall be closed, including only:

- a) The condition of CVLL, to be presented by the President or his/her designate;
- b) A general summary of the funds received and expended by CVLL for the previous year, the amount of funds currently in possession of CVLL, and the name of the financial institutions in which such funds are maintained, to be present by the Treasurer;
- c) Reports of Officers and Directors as requested by the President;
- d) Proposed amendments to the by-laws by a committee of Directors, appointed by the president;
- e) Proposed amendments to the by-laws and/or resolutions must be submitted to the Secretary 45 days prior to the annual membership meeting;
- f) Nomination and election of Officers and Directors.

3.2 **Notice.** The place of any Membership Meeting shall be within five (5) miles of the chartered boundaries of CVLL. The Membership shall be notified not less than fourteen (14) days or more than thirty (30) days prior to the meeting. Notice shall include information in Section 3.4.b. Notice shall also contain the names of the Nominating Committee and a contact point and phone number.

- 3.3 **Quorum.** At any Membership Meeting at least one third of the membership or two thirds of the incumbent Directors shall be a quorum. In the absence thereof, the presiding officer shall adjourn the meeting until such time as there is a quorum.
- 3.4 **Nominations and Elections.** Nomination of Officers and Directors shall be as follows:
- a) Prior to a Membership Meeting at which Officers and Directors are to be elected, the President shall appoint a Nominating Committee. Names of the membership of the committee shall be included in the Notice of the Membership Meeting.
  - b) At the Membership Meeting, the Nominating Committee shall present a slate of willing candidates for all offices to be filled. Any individual who is a member of CVLL may be nominated for the Board. Members who wish to be nominated shall notify the Nominating Committee at least seven (7) days prior to the Membership Meeting to have their names placed on the ballot. No nominations will be accepted from the floor at the Membership Meeting. A member cannot accept a nomination for more than one (1) office.
  - c) Any individual whose son or daughter is expected to play baseball in a specific division, upon approval of a majority of the Board, can be considered as a candidate for Vice-President of that league.
- 3.5 **Voting.** Only Regular Members shall be entitled to make motions and vote at Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during the Membership Meeting. Voting at Membership Meetings shall be governed as follows:
- a) A list of Regular Members shall be available at all Membership Meetings.
  - b) Voting shall be done in attendance by a secret ballot; proxies are not allowed. If approved by a majority of those present, voting for by-law amendments may be by show of hands.
  - c) A majority of votes cast shall pass amendments and resolutions and elect Officers and Directors.
- 3.6 **Special Meetings.** A Special Membership Meeting shall be called by the President at his/her own discretion or by written request of fifty percent (50%) of the Directors, or of fifty percent (50%) of the Membership. Requests for and notice of such meeting shall specify the agenda, which shall be limited to amendments to by-laws, removal from office of any Officers and Directors, and election of any Officers and Directors. On receipt of such request for a Membership Meeting, it shall be called for on a date not more than thirty (30) days hence.
- 3.7 **Rules of Order for Meetings.** Robert's Rules of Order shall govern the proceedings of all Membership, Regular Board and Executive Committee Meetings. The Board may adopt such rules and regulations for the conduct of its meetings and management of CVLL as it may deem proper, provided such rules and regulations do not conflict with these Bylaws.

**ARTICLE IV – Board of Directors and Executive Committee**

**4.1 Authority.** The management of the property and affairs of CVLL shall be vested in the Board of Directors and the Executive Committee.

- a) The Board of Directors shall have authority to:
  - i. Approve the annual operating budget;
  - ii. Approve the annual calendar of events and playing schedule;
  - iii. Approve policies of the Board;
  - iv. Approve the Rules of the Board;
  - v. Approve Supplemental Playing Rules;
  - vi. Establish CVLL Rules for Administration of the Draft Selection System;
  - vii. Establish Rules for the Selection of All Star and Post Season Teams, Managers and Coaches;
  - i. Authorize expenditures of more than \$500.00 not provided for in the annual operating budget;
  - viii. Approve appointments to the Executive Committee;
  - ix. Approve and/or remove President’s appointment of regular and post season managers and coaches;
  - ix. Provide for the replacement/appointments to the Board and/or the termination of any member of the Board or league.
  
- b) The Executive Committee shall have authority to:
  - i. Manage the operations of CVLL as outlined in the rules and approved operating budget;
  - ii. Authorize expenditures of up to \$500.00 not provided for in the annual operating budget;
  - iii. Approve all disciplinary actions; and
  - iv. Act and conduct on all other matters not expressly provided for the full Board in item 4.1(a) above.

**4.2 Number of Officer & Directors.** There shall be elected from among the Regular Membership not less than twelve (12) nor more than twenty eight (28) persons to serve both as Officers and Directors.

**4.3 Term of Office.** The term of office shall be from the first day of September following elections, through the last day of August of the following calendar year, the fiscal year of the league.

**4.4 Executive Committee.** The Executive Committee shall:

- a) Consist of not less than seven (7) nor more than nine (9) Board Members, including the President, Major Division Vice President, Junior Division Vice President, American Division Vice President, Treasurer, Chief Umpire, Player Agent and up to two (2) other Board members appointed by the Board. The Secretary shall be an ex officio member of the Executive Committee.
- b) At any meeting of the Executive Committee, a least five (5) members of the Executive Committee shall constitute a quorum for the transaction of business.
- c) Maintain a record of its actions and proceedings and provide a copy of such to the full Board at the monthly Board meeting.

**4.5. Committees and Appointments.**

- a) The President or the Board of Directors shall have the power to appoint such standing and special committees as they determine appropriate and to delegate such power to them as they shall deem advisable and which they may properly delegate.
- b) Team managers shall be appointed annually by the President with the approval of the Board of Directors and shall be responsible for attending league training, selection of their teams, and for their actions on the field.

**4.6 Financial Audit.** Before October 1, the newly elected President shall appoint an Audit Committee of at least three (3) members of the newly elected Board for the purpose of auditing the books of account of the incumbent Treasurer. The Audit Committee may request the services of an outside organization to assist in the audit should it be deemed necessary. A written report of this committee shall be submitted to the Board within 60 days. Reasonable costs incurred by the Audit Committee shall be authorized at the time of the report.

**4.7 Vacancies.** Vacancies in office shall be filled by appointment of the Board for a term until the next Membership Meeting. However, the number of Directors shall not be increased from that as stated in Section 4.2. Persons appointed must be eligible for Regular Membership and shall be enrolled as such prior to serving as Officers and Directors.

**4.8 Attendance.** Board members are urged to make all Board meetings. If a Board member has more than three (3) absences during the year, the President can, at the discretion of the Board, replace that Board member with a new member.

**4.9. Board Meetings.** The Board of Directors shall meet at least once a month, except August, at a time and place chosen by the President. The Board of Directors shall consider matters under its authority and matters referred to it by the Executive Committee. The Executive Committee shall meet monthly during the year, except August. Meeting times and places for both the Board and and Executive Committee not announced at the previous meeting shall be noticed by regular mail at least three (3) days prior to the meeting, or by telephone at least twenty-four (24) hours before the meeting, to the Board Member's residence. Action by the Board and Executive Committee shall be taken only at such meetings.

**4.10 Delegation of Powers.** The Board of Directors and/or the Executive Committee may delegate to:

- a) The President, all powers necessary to conduct the operations of the league in between meetings.
- b) Any Division Vice-President the following authority with regard to that Vice-President's Division under such limitations and conditions, as the Board shall determine.
  - i) Nominate regular season and post-season managers;
  - ii) Investigate reports of Possible disciplinary action matters and protests for recommendation to the President or to the Executive Committee;
  - iii) Reschedule or cancel individual games;
  - iv) With the approval of the President, appoint temporary managers, subject to confirmation at the next regular meeting of the Board;

- v) Institute temporary "local rules" subject to confirmation at the next regular meeting of the Board.

- 4.11 Playing Rules.** All playing rules as set forth by Little League shall be strictly adhered to. A Rules Committee appointed by the President may promulgate supplemental playing rules, not in conflict with Little League Rules.
- 4.12 League Funding.** The Board shall authorize the solicitation of donations from members of the public, local businesses, non-profit foundations, public entities and parents of player members; however, all fund raising shall conform to Little League Regulation XIII.
- 4.13 Code of Conduct.** All members of the Board shall be expected to act in the best interest of CVLL. The actions of all Board members must be above reproach. Any Board member who is involved in a verbal or physical altercation, or an incident of unsportsmanlike conduct at any Little League activity, is subject to the disciplinary action and/or termination. All Board members are encouraged to represent the findings and actions of the Board in the best possible light and to convey the actions of the Board in an accurate manner. Where confidentiality is necessary, all Board members are required to maintain such confidentiality.
- 4.14 Termination of Board Members.** The Board of Directors, at the recommendation of the Executive Committee or the President, may consider and terminate from the Board any Officer or Director, who in the view of the Board, has caused damage to the reputation of Little League Baseball or CVLL, or has acted in a manner unacceptable to the Board. The termination of an Officer or Director shall require a two-thirds vote of the members present at a regular or special Board meeting.
- 4.15 Appointments.** The Board of Directors may appoint such other officers or agents as it deems necessary or desirable, and may prescribe the powers and duties of each. Appointed officers and directors shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board of Directors by the membership or have been elected to fill a vacancy on the Board.

## **ARTICLE V – Officers of the Corporation**

- 5.1 The President Shall:
- a) Preside at all Membership and Board meetings;
  - b) Receive all mail, supplies and other communication from Little League;
  - c) Act as Chief Executive Officer of CVLL;
  - d) Conduct the affairs of CVLL and execute the policies established by the Board of Directors;
  - e) Present a report of the condition of CVLL at the Membership Meeting;
  - f) Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of CVLL;
  - g) Be responsible for the conduct of CVLL 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 CVLL;
  - h) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of CVLL such contracts and leases they may receive and which have had prior approval of the Board;

- i) Investigate complaints, irregularities and conditions detrimental to CVLL and report to the Board or Executive Committee as circumstances warrant;
- j) Prepare and submit annual budget to the Board of Directors and be responsible for the proper execution thereof;
- k) With the assistance of the Player Agent, examine the application and support proof-of-age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection;
- l) Appoint all managers, coaches and umpires with approval of the Board.

5.2 The Vice President (Major Division) shall:

- a) Perform the duties of the President in the absence or disability of the President including presiding in the absence of the President at all meetings. When so acting, the Vice President shall have all the powers of that office.
- b) Recruit managers for the upcoming season and submit recommendations to the President for appointment;
- c) Meet with all managers in the division prior to the start of the season and at mid-season;
- d) Distribute information and/or material regarding ongoing CVLL activities and events throughout the season;
- e) Be responsible for the distribution and collection of uniforms and equipment within the division as directed by the Board;
- f) Supervise and coordinate Major Division activities, subject to approval of the Board;
- g) Participate as a member of the Registration Committee and Rules Committee;
- h) Serve on committees as appointed.
- i) Perform such duties as from time to time may be assigned by the Board of Directors or the President.

5.3 The Secretary shall:

- a) Maintain a list of all Regular, Emeritus, Honorary and other Directors and committee members and give notice of all regular or special meetings;
- b) Record minutes of all meetings and reproducing same as required;
- c) Accumulate information required to establish the calendar for the upcoming season;
- d) Maintain appropriate files, mailing lists and necessary records of CVLL activities as directed by the Board or the President;
- e) Issue membership cards to Regular Members, if approved by the Board of Directors;
- f) Accumulate information required to establish the calendar for the upcoming season;
- g) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- h) Participate as a member of the Calendar Committee and Roster Book Committee.
- i) Serve on committees as appointed.
- j) Perform such duties herein specifically set forth, in addition to such other duties customarily incident to the office of Secretary or as may be assigned by the President or Board of Directors.

5.4 The Treasurer shall:

- a) Receive and deposit all money and checks paid to CVLL, keeping adequate records as required by Federal and State income tax law;

- b) Approve banking and accounting procedures of all subordinate bank accounts established for the purpose of regular transactions including funds for the operation of the Snack Shacks and payment of Umpires;
- c) Designate which sources of income may be deposited in these accounts and which classes of expenditures may be paid therefrom;
- d) Open and maintain a bank checking account as the CVLL General Account, through which all gross income shall pass and from which all expenditures shall be paid, (checks drawn on said account in excess of \$500.00 shall be signed by at least two (2) Officers, as designated by the Board);
- e) Open and maintain such other financial accounts as directed by the Board;
- f) Cooperate with the Audit Committee of the incoming Board;
- g) Initiate or give prior approval to all purchase orders or expenditures on behalf of CVLL by any member of the Board or any others;
- h) Open and maintain a bank checking account, as the CVLL Umpire Account, through which all expenditures related to umpires shall be paid (checks drawn on said account in excess of \$500.00 shall be signed by at least two (2) Officers, as designated by the Board);
- i) Participate as a member of the Budget Committee;
- j) Serve on committees as appointed.
- k) Prepare an annual budget, under direction of the President, for submission to the Board of Directors;
- l) Prepare and annual fiscal report, under direction of the President, for submission to the Membership and Board of Directors at the Membership Meeting, and to Little League Headquarters.
- m) Perform such duties as from time to time may be assigned by the Board of Directors or the President.

5.5 The Player Agent shall:

- a) Conduct the annual tryouts;
- b) Supervise the selection of players for the various divisions under the Draft Selection System;
- c) Coordinate the transfer of players to and from the Minor Leagues pursuant to Little League Regulations and CVLL Rules for administration of the Draft Selection System;
- d) Maintain the CVLL player database;
- e) Record all player transactions and maintain an accurate up-to-date record thereof;
- f) Prepare for the President's signature and submission to Little League Headquarters, team rosters, including players claimed, and the tournament team eligibility affidavits;
- g) Participate as a member of the Registration Committee;
- h) Serve on committees as appointed.
- i) Perform such duties as from time to time may be assigned by the Board of Directors or the President.

5.6 The Director of Safety and Insurance shall:

- a) Be responsible to create awareness, though education and information, of the opportunities to provide a safer environment for children and all participants of Little League Baseball including:
  - i) Develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting;

- ii) Facilitate meetings and distribute information among participants including players managers, coaches, umpires, league officials, parents, guardians and other volunteers;
  - iii) Promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities;
  - iv) 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.
- b) Coordinate and handle all claims and insurance matters, as directed by the Board;
  - c) Implement and oversee field, equipment and player safety programs throughout the season, as directed by the Board;
  - d) Coordinate with the Director of Equipment to assist in inventorying and inspecting all equipment prior to the season;
  - e) Coordinate with the Director of Fields to assist in inspecting all fields prior to the season;
  - f) Serve on committees as appointed.
  - g) Perform such duties as from time to time may be assigned by the Board of Directors or the President.