

AMENDED AND RESTATED LITTLE LEAGUE CONSTITUTION AND BY-LAWS

ARTICLE I – NAME

This organization shall be known as the ALAMO HEIGHTS LITTLE LEAGUE, INC., hereinafter referred to as “Local League” and/or “AHLL.”

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 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 shall reside 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.** Parents of Player Members, Board Members, Coaches, and Managers shall be regular members of the LOCAL LEAGUE. Only Regular Members in good standing are eligible to vote at the annual meeting.
- (c) 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 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 in writing and informed of the general nature of the charges and given an opportunity to appear at a meeting to answer such charges.
- (b) The President of the LOCAL LEAGUE shall appoint an INCIDENT REVIEW COMMITTEE (hereinafter referred to as "IRC") made up of the officers (President, Vice-President, if any, Secretary and Treasurer) and someone selected from the Board of Directors who preferably has legal and/or law enforcement background.
- (c) The IRC shall have authority to review all incidents brought to its attention via the President of the Board of Directors and the IRC has sole and exclusive power to determine what incidents require a hearing and which may be summarily dismissed on their face.

- (d) The IRC shall, in case of a Player Member, give notice to the manager of the team of which the player is a member. Said manager shall appear, in the capacity of an advisor, with the player before the IRC.
- (e) The IRC shall, in case of a Coach, give notice to the Player Agent who is responsible for the league in which that Coach participates. Said Player Agent shall appear, in the capacity of an advisor, with the Coach before the IRC.
- (f) The IRC shall maintain notes of the hearing and its Chairman shall report to the Board of Directors at a duly constituted meeting for their consideration and vote which shall be by two-thirds of the majority of whether to suspend or revoke such Player Member, Regular Member and/or Board Member's right to future participation.

SECTION 5

Annual Meeting. The Annual Meeting for the Local League shall occur in July of each year which normally corresponds with the ending of the regular season and prior to end-of-season tournaments. Regular Members are notified of the annual meeting through the official website and e-mail. A quorum shall consist of a simple majority of the Regular Members.

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

Members who fail to pay their fixed dues within thirty (30) days from the time the same become due may, by vote of the Board of Directors, forfeit all rights and privileges of membership.

SECTION 3

A reasonable Little League participation fee may be assessed as a parents' obligation to assure the operational continuity of the LOCAL LEAGUE. Although it is recommended that no fee be collected, a per player fee 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. Members of the LOCAL LEAGUE shall elect a Board of Directors. Such election shall occur at an annual meeting of Members.

SECTION 2

Notice of Meeting. Notice of the Annual Meeting and election of the Board of Directors shall be mailed or otherwise delivered to each Member at the last recorded address at least ten (10) days in advance thereof; or in lieu thereof, notice may be given in such form as may be authorized by the Regular Members, from time to time, at a regularly convened meeting.

SECTION 3

Attendance and Quorum. The presence in person or representation by absentee ballot of simple majority of the Regular Members, but not less than 20 shall be necessary to constitute a quorum at the annual meeting.

SECTION 4

Voting. Only Regular Members shall be entitled to vote for the Board of Directors of the LOCAL LEAGUE.

SECTION 5

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.

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 number of Directors shall be no less than five (5) nor more than thirty-eight (38). 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 and qualified.

SECTION 2

Required Members. The Board membership shall include the Officers, including the Player Agent(s).

SECTION 3

Election and Term of Office. The President shall determine the number of directors to be elected for the ensuing year. The number so fixed may, within the limits prescribed by the foregoing Section 1, be increased at any regular or special meeting of the Regular 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 qualified members.

SECTION 4

Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by vote of a majority of the remaining Directors at any regular meeting or at any special meeting called for that purpose from candidates that are nominated from the floor.

SECTION 5

Regular Meetings, Notice and Quorum. Regular meetings of the Board of Directors shall be held on such days as shall be determined by the President. 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 at least three (3) days before the time appointed for the meeting to the last recorded address of each Director, or by telephone, e-mail, telegraphic or personal notice twenty-four (24) hours preceding the meeting.

Special Meetings. Special meetings of the Board of Directors may be called by the Secretary or President at their discretion. 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 that meeting. Special Meetings shall include participation and voting via e-mail. In the case of e-mail voting the Secretary shall record, maintain the e-mail votes, and report them to the President.

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.

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 or Coach of the LOCAL LEAGUE in accordance with the procedure(s) set forth in Article III above.

ARTICLE VII – OFFICERS, DUTIES AND POWERS

SECTION 1

Election. The Board of Directors shall elect Officers and appoint committees for the ensuing year.

SECTION 2

Officers. The Officers of the LOCAL LEAGUE shall consist of a President; none, one or more Vice-President(s); a Secretary; a Treasurer; and one or more Player Agent(s); all of whom shall hold office for the ensuing year or until their successors are duly elected. Regulations I(b).

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 individual(s) 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) 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.
- (c) 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.
- (d) 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 Board approval.

- (e) Investigate complaints, irregularities and conditions detrimental to the LOCAL LEAGUE and report thereon to the Board as circumstances warrant and consistent with the provisions outline in Article III above.
- (f) Prepare and submit budgetary items to the Board of Directors and be responsible for the proper execution thereof.

SECTION 4

Vice-President. In case of the absence or disability of the President, and provided he is authorized by the President or Board to so act, the 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 Secretary or as may be assigned by the Board of Directors.
- (c) Keep the minutes of the meetings of the Board of Directors.
- (d) 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.

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, 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 an annual budget, under the direction of the President, for submission to the Board of Directors and Membership.

- (e) Prepare an annual financial report, under the direction of the President, for submission to the Board of Directors and Membership.

SECTION 7

Player Agent. The Player Agent shall:

- (a) Receive and review applications for player candidates and assist the President in checking residence and age eligibility.
- (b) Conduct the player draft and all other player transaction or selection meetings.
- (c) Prepare for the President's signature and submission to Little League Headquarters, team rosters, including players' claimed, and the tournament team eligibility affidavit.

SECTION 8

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 9

Incident Review Committee. The Incident Review Committee shall:

- (a) Be comprised of the following: League President, League Secretary, League Treasurer, League Safety Officer, and a League Board Member appointed by the President.
- (b) Be responsible for receiving reports of incidents, reviewing those incidents, conducting hearings, if necessary, and make recommendations to the Board of Directors.

ARTICLE VIII – 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. Regulation I(b).

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. Regulation I(b).

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 Regulation. 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 X – 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 in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

SECTION 2

The Board shall not permit the contribution of funds or property to individual teams but shall solicit 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 enrollment from the LOCAL LEAGUE for services rendered as Director, Officer or Member.

SECTION 6

All monies received shall be deposited to the credit of the LOCAL LEAGUE. 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 December and shall end on the last day of November.

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 LOCAL LEAGUE to another 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 XI – 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 General Membership provided notice of the proposed change is included in the notice of such meeting.

SECRETARY’S CERTIFICATE

I certify that the foregoing Amended and Restated Little League Constitution and By-Laws were unanimously adopted at a duly called meeting of the Board of Directors, held on _____, 2009.

Date _____

Marc A. Notzon, Secretary