



# CONSTITUTION

## Smithfield Little League



Smithfield, Rhode Island

League ID # - 2390407

Amended and Approved 12/2020

### ARTICLE A - NAME

This organization shall be known as the Smithfield Little League, here in after referred to as "League".

### ARTICLE B – OBJECTIVE

The object of the 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.

### ARTICLE C - MEMBERSHIP

#### SECTION 1

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

#### SECTION 2

- (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 League.
- (b) **Regular Members.** Any adult person actively interested in furthering the objectives of the League may become a Regular Member upon registration, successful completion of a background check and payment of dues as hereinafter provided. The Secretary shall maintain the roll of membership to qualify voting members.

All Officers, Board Members, Committee Members, Managers, Coaches, Umpires and other elected or appointed officials must be Regular Members in good standing.

#### SECTION 4

**Suspension or Termination.** Membership may be suspended or 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 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 player is a Player Member. Said manager shall appear, in the capacity of an adviser, with the player before 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 rights to future participation by two-thirds vote of those present at any duly constituted meeting (quorum is required).

## **ARTICLE D - DUES FOR REGULAR MEMBERS (NOT PLAYERS)**

### **SECTION 1**

Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year (See Article I, Section 7 for fiscal year of this League).

### **SECTION 2**

Regular Members who fail to pay their fixed dues may, by majority vote of the Board present at a Board meeting, be dropped from the rolls and shall forfeit all rights and privileges of membership.

## **ARTICLE E - GENERAL MEMBERSHIP MEETINGS**

### **SECTION 1**

**Definition.** A General Membership meeting is any meeting of the membership of the League (including Special Membership Meetings). A minimum of one per year is required.

### **SECTION 2**

**Notice of Meeting.** Notice of each General Membership meeting shall be delivered by email and posted to the League website and Facebook page at least 7 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. A Calendar of Events is submitted to the General Membership in January each year listing all meetings, special events, etc. for the upcoming year.

### **SECTION 3**

**Quorum.** At any General Membership Meeting, the presence in person or representation by absentee ballot of twenty (20) percent of the Members shall be necessary to constitute a quorum. If a quorum is not

present, no business will be conducted. Only members in good standing count toward quorum.

#### **SECTION 4**

**Voting.** Only Regular Members in good standing that have attended at least 50% of the General Membership Meetings shall be entitled to make motions and vote at General Membership Meetings. However, 70% of the members in good standing must be present in order to do so. 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 F, 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 President on the date of the meeting, prior to the voting portion of the election process.

#### **SECTION 6**

**Annual Meetings of the Members.** The Annual Meeting of the Members of the League shall be held in September of each year for the purpose of 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 League a report, verified by the President and Treasure or by a majority of the Directors, showing:
  - a. The condition of the League, to be presented by the President or his/her designate;
  - b. A general summary of funds received and expended by the League for the previous year, the amount of funds currently in possession of the League, and the name of the financial institution in which such funds are maintained;
  - c. The whole amount of real and personal property owned by the League, where located, and where and how invested;
  - d. 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 purpose, objects or persons to or for which such applications, appropriations or expenditures have been made;
  - e. The names of the persons who have been admitted to regular membership in the League during such year. This report shall be filed with the records of the League and entered in the minutes of the proceedings of the Annual Meeting. A copy of such report shall be forwarded to Little League International.

- b) 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 October 1<sup>st</sup>. The Board's term of office shall continue until its successors are elected and qualified under this section.

### **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 the 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 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 League.

## **ARTICLE F - BOARD OF DIRECTORS**

### **SECTION 1**

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

### **SECTION 2**

**Increase in Number.** The number of Board of Directors shall be determined by the Board of Directors. If the number is increased, the additional Directors may be elected at the meeting at which the new Board is elected. 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 at the request in writing of 8 Directors, issue a call for a Special Board Meeting. In the case of Special Board Meeting, 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 3 days before the time appointed for the meeting to the email address provided by each Director.
- (c) Eight (8) 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 and comments during Board meetings.
- (e) All motions and votes must be presented during a scheduled Board Meeting, be it in-person or virtual. Proposals and discussion may occur outside of the meeting. In the event that an emergency vote is required, the President or Secretary has the discretion to convene an ad hoc meeting to allow for any additional discussion, and to allow for motions and voting to occur.

#### **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 League as it may deem proper, provided such rules and regulations do not conflict with the 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 League in accordance with the procedure set forth in Article C, Section 4.

The Board shall appoint all regular season and postseason managers, coaches, and umpires from a list of those interested candidates nominated by the President.

#### **SECTION 6**

**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 League.

### **ARTICLE G - 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 League and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the 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 League.
- (d) Be responsible for the conduct of the League in strict conformity to the Policies, Principles, Rules and Regulations of Little League Baseball, Inc. as agreed to under the condition of charter issued to the 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 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 league and report thereon to the Board 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 residence and age eligibility before the player may be accepted for try-outs and selection.
- (i) Have power of veto over Board of Director decisions. Vetoes could be overridden by a 2/3<sup>rd</sup> vote by the Board of Directors. Motions that are not overridden by the 2/3<sup>rd</sup> majority vote will expire. All issues will be revisited by the Board of Directors during the meeting the veto took place.
- (j) Nominate all regular season and postseason managers, coaches, and umpires.

## **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 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**

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

- (a) Manage the league's official website.

- (b) Assign online administrative rights to other volunteers.
- (c) Ensure that league news and scores are updated online on a regular basis.
- (d) Collect, post, and distribute important information on league activities including direct dissemination of fund-raising and sponsor activities to Little League Baseball, Incorporated, the district, the public, league members, and the media.
- (e) Work with media to promote the interests of the League.
- (f) Coordinate efforts to make the League visible in the community year-round.

## **SECTION 5**

**Secretary.** The Secretary shall:

- (a) Keep the minutes of the meetings of the Members, the Board of Directors and cause them to be recorded in a book kept for that purpose.
- (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 Directors.
- (c) 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.
- (d) Be responsible for recording the activities of the League and maintain appropriate files, mailing lists and necessary records.
- (e) Maintain a list of all Regular, Sustaining and Honorary Members, Directors and committee members and give notice of all meetings of the League, the Board of Directors and Committees.
- (f) Notify Members, Directors, Officers and committee members of their election or appointment.

## **SECTION 6**

**Treasurer.** The Treasurer shall:

- (a) Perform such duties are herein set forth and such other duties 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 League, approve all payments from allotted funds and draw checks therefore in agreement with the 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 of the Board of Directors at the Annual Meeting.
- (e) Prepare an annual financial report, under the direction of the President, for the submission to the Membership and Board of Directors at the Annual Meeting.

## **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 verifying residence and age eligibility.

- (c) Conduct the tryouts, the player draft and other player transaction or selection meetings.
- (d) Prepare the Player Agent's list.
- (e) Prepare for the President's signature and submit to Little League International, team rosters, including players claimed, and the tournament team affidavit.
- (f) Notify Little League International of any subsequent player replacements or trades.

## **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.
- (c) Report to the BOD as soon as possible any incidents that have been reported
- (d) Serve as Chair of the Safety Committee

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 set to league/district and national offices and follow-up information on medical and other data is forwarded as.

## **SECTION 9**

**Coaches Coordinator.** The Coaches coordinator shall:

- (a) Represent coaches/managers in league;
- (b) Present a coach/manager/players training budget to the Board to implement a league-wide Training program;
- (c) Distribute training materials to players, coaches and Managers;
- (d) Coordinate clinics as necessary;
- (e) Serve as the League's contact person with Little League International in connection with its coaches training program.

## **ARTICLE H – AFFILIATION**

### **SECTION 1**

**Charter.** The 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 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 to this League.

## **SECTION 3**

**Local Rules, Ground Rules and/or Bylaws.** The local rules, ground rules and/or bylaws of this League shall be adopted by the Board of Directors at 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 League shall expire at the end of each fiscal year and are not considered part of this Constitution. (See Article I, Section 7 for fiscal year of this League).

## **ARTICLE I – FINANCIAL AND ACCOUNTING**

### **SECTION 1**

**Authority.** The Board of Directors shall decide all matters pertaining to the finances of the League and it shall place all income 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 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 League, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the League.

### **SECTION 3**

**Solicitations.** The Board shall not permit the solicitation of funds in the name of Little League Baseball, Incorporated unless all the funds so raised be placed in the League treasury.

### **SECTION 4**

**Disbursement of Funds.** The Board shall not permit the disbursement of League funds for other than the conduct of Little League activities in accordance with the rules, regulations, and policies of Little League Baseball, Incorporated. All disbursements shall be made by check. All checks shall be signed by 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 League shall receive, directly or indirectly any salary, compensation, or emolument from the League for services rendered as Director, Officer or Member.

### **SECTION 6**

**Deposits.** All monies received shall be deposited to the credit of the League in an account(s) at a BOD approved financial institution(s).

**SECTION 7**

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

**SECTION 8**

**Distribution of Property upon Dissolution.** Upon dissolution of the League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the League to another Federally Incorporated entity which the same objectives as set forth in Article B 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 J – AMENDMENTS**

This Constitution may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meetings 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.

Michael Guilfoyle  
League President

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League President’s Signature

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Date

2390407  
Little League ID No.

05-6016700  
Federal ID No.

State ID

No. League ID No.: 2390407

