



APPROVED

2/1/23 J. Helling

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ROSEVILLE WEST LITTLE LEAGUE CONSTITUTION

ARTICLE I - NAME

The organization shall be known as the ROSEVILLE WEST LITTLE LEAGUE, a California nonprofit mutual benefit corporation, hereinafter referred to "RWLL".

ARTICLE II - OBJECTIVE

SECTION 1

With the combined efforts of dedicated volunteers, parents, grandparents, and guardians, we envision teaching Roseville's youth good sportsmanship, honesty, respect, discipline, and the effectiveness of teamwork, all while developing their skills in the game of baseball.

All those participating in Roseville West Little League will continually be reminded that winning must always be secondary to the development of baseball skills and the teaching of good character traits that are learned through an organized and well established competitive sports program.

SECTION 2

To achieve this objective, RWLL will provide a supervised program under the Rules and Regulations of Little League Baseball, Incorporated. All Directors/Officers, as per Article VIII, Section 1, 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, RWLL shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities 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 impact the objective of RWLL 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 shall be eligible to participate but shall have no rights, duties or obligations in the management or in the property of RWLL.
- (b) Regular Members. Any person actively interested in furthering the objectives of RWLL may become a Regular Member as follows:
 - (1) Participate in any activity designated by the Board of Directors as a Voluntary Activity
 - (2) Service as RWLL Officer, Board Member, Manager or Coach in the current season

Only Regular Members in good standing are eligible to vote or nominate candidates at the annual meeting.

Any board member voted in has an obligation to their peers to attend monthly or special meetings while in office. If a board member fails to attend 3 consecutive meetings and fails to participate with board activities, the entire board may take disciplinary action as follows:

- Ask Member to attend meetings
 - Ask board member to step down and be replaced.
- (c) General Membership. Parents of players who choose not to become Regular members shall be designated as General Members. As General Members, they may attend the Annual Meeting and all open meetings of the Board of Directors but they shall not have the right to vote on any RWLL matters or issues presented at the Annual Meeting.
 - (d) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

SECTION 3

- (a) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as Members of RWLL.
- (b) RWLL Officers shall not be actively engaged as Officers in the promotion and/or operation of any other youth baseball programs.



• **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 Roseville west little league and/or Little League Baseball, Incorporated. 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).

SECTION 5

Termination or Suspension of Membership Procedure If grounds appear to exist for the termination of a membership pursuant to Sect 4(e) of this article the following procedure shall be followed:

- (a) The Board shall give the member at least 10 days notice of the proposed suspension or termination and the reason for such action. Notice shall be provided by any method that is reasonably calculated to provide the member with actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last known address as shown in RWLL's records.
- (b) The member shall be given the opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. A meeting shall be held to hear, or the written statement considered, by the Board to make the final determination that the suspension or termination should occur.
- (c) In the case of a Player Member, notice to the manager of the team of which the player is a member shall also be provided. Said manager shall appear, in the capacity of an adviser, with the player before the Board of Directors, which upon a two-thirds vote shall have full power to suspend or revoke such player's right to future participation. The player's parent(s) or legal guardian(s) may also be present.



- (d) The Board shall decide whether the member should be suspended, expelled, or sanctioned in some other way. All actions upon Members require a 2/3 vote of the eligible Board Members PRESENT. The decision of the Board shall be final.

ARTICLE IV -- DUES

SECTION 1

Dues for Regular Members shall be determined by the Board of Directors prior to the beginning of any membership period.

SECTION 2

Members who **fail to pay** their dues within thirty (30) days from the time the same become due may by vote of the Board be dropped from the rolls and shall forfeit all rights and privileges of Regular Membership.

SECTION 3

AT NO TIME SHOULD PAYMENT OF ANY FEE BE A PREREQUISITE FOR PARTICIPATION IN THE LITTLE LEAGUE BASEBALL PROGRAM per Little League Regulation XIII (c). Therefore RWLL will make available volunteer alternatives for those who apply and the Board approves as in need.

SECTION 4

For any specified season, the Board may assess further participation fees to assure the financial health of the League. These fees shall be in the form of a fundraiser, cash buy-out, or volunteer requirement as requirement for Regular Membership.

ARTICLE V -- MEETINGS

SECTION 1

Annual Meeting The annual meeting of the Members of RWLL shall be held the 3rd Sunday in August. Election for the upcoming year Board of Directors shall be conducted at the Annual Meeting. Only Regular Members may vote and nominate candidates for election. Upon nomination, candidates may address the Members and receive reasonable questions from them. The President may limit the time allotted for each nominee at their discretion.

Monthly Meeting The Board shall conduct a regular meeting approximately once per month. All Regular Members are invited to attend the meeting and address any item listed on the Agenda. If, at the President's discretion time allows, Regular Members will be given up to 5 minutes to address items not on the Agenda, but no action may be taken by the Board. The President may close the meeting to non-Board Members at any time to discuss confidential information



SECTION 2

Notice of Meeting Notice of Monthly Meetings shall be placed on the League Website and include an Agenda. The notice shall be placed at least 7 days in advance of the meeting and set forth the place, time, and purpose of the meeting. The notice of any meeting at which directors are to be elected shall include the names of all nominees known at the time the notice is given.

SECTION 3

Special Meetings The President, at their discretion may call Special Meetings of the Members. Upon the written request of five percent (5%) or more of the Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

SECTION 4

Quorum. At any General Membership Meeting, the presence in person or representation by absentee ballot of 20% of the members (as defined in Article III - Membership) shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

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. Meetings may also be done over other means for the purposes of trying to get as much participation for example a meeting over zoom.

MEETINGS 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 designate; (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;



SECTION 5

Voting Only Regular Members shall be entitled to vote at Annual Meeting of the League.

SECTION 6

Rules of Order Meetings will be conducted in a fair and business like manner.

ARTICLE VI - BOARD OF DIRECTORS/OFFICERS

SECTION 1

Board and Number The management of the property and affairs of RWLL shall be vested in the Board of Directors. The number of directors shall be between five (5) and twenty (20), with the exact number set annually by a resolution duly adopted by the Membership. All elections of directors shall be by majority vote of all Regular Members present at the Annual Meeting. Directors elected at the Annual Meeting shall assume their duties following the September Board of Directors meeting and shall continue in office until their successors have been duly elected or appointed and qualified. All other appointed directors shall upon appointment immediately enter upon the performance of their duties and shall continue in office until their successors have been duly elected and qualified.

SECTION 2

Qualifications for Board Membership: Candidates for Board election must be Regular Members in good standing to be nominated. Nominees for President must be a member of the outgoing Board. The number of managers of teams may not constitute a majority of the total board members.

SECTION 3

Removal of Directors The Board of Directors shall have the power and authority to remove a director and declare his or her office vacant if he or she: (1) has been declared of unsound mind by a final order of court (2) has been convicted of a felony; or (3) fails to attend three consecutive regular meetings of the Board of Directors which have been duly noticed in accordance with California Law. In exercising its discretion to remove a director for his or her failure to attend duly noticed meetings, the Board may consider in mitigation medical hardship, business travel, or other factors. Directors may be removed from office without cause prior to expiration of his or her term by the affirmative vote of a majority of a quorum of the Board.

SECTION 4

Vacancies If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining directors at any regular meeting or at any special meeting called for that purpose. The Secretary shall keep an on-going list of Regular Members who would like to be considered for appointments to



fill vacancies and shall notify such Members when a vacancy occurs. The vacancy shall further be noticed on RWLL's website not less than ten (10) days prior to the filling of the vacancy.

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 officers, managers, meetings, and the management of RWLL, as it may deem proper.

SECTION 6

Reduction in Number of Directors No reduction in the authorized number of Directors shall have the effect of removing any director before that director's term of office expires.

SECTION 7

Committees The President, with majority approval of the Board may appoint various Committees to investigate, organize, or recommend solutions to various issues.

ARTICLE VII - DIRECTORS/OFFICERS DUTIES AND POWERS

SECTION 1

Officers The officers of RWLL shall consist of a President, Vice President, Secretary/Uniform Coordinator, Treasurer, Registrar, one or more Player Agents representing Divisions, Coaching Coordinator, Umpire in Chief, Safety Officer, Equipment Manager, Sponsorship Director, Fields Coordinator, Volunteer/Snack Bar Coordinator, Scheduling Coordinator and Information Officer, all of whom shall hold office for the ensuing year or until their successors are duly elected or appointed.

The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the Membership or have been elected to fill a vacancy on the Board.



SECTION 2

President The president shall be elected by the Members at the Annual Meeting and shall have the following powers and duties:

- (a) Conduct the affairs of RWLL and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of RWLL 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, Incorporated, as agreed to under the conditions of charter issued to the League.
- (e) Investigate complaints, irregularities and conditions detrimental to RWLL and report thereon to the Board as circumstances warrant.
- (f) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- (g) With the assistance of the Player Agents and Registrar, examine the application and proof-of-age support documents for every player candidate and certify the residence and age eligibility before the player may be accepted for tryouts and selection.
- (h) The President shall not vote on normal business except to break a tie of the Board of Directors present and voting on such action.

SECTION 3

Vice President

- (a) Act on behalf of the President in their absence

SECTION 4

Secretary/Uniform Coordinator

- (a) Be responsible for recording the activities of the League and maintain appropriate files, mailing lists and necessary records.
- (b) Procure the services of a photography vendor for the purpose of the annual picture day
- (c) 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.
- (d) Assist in the production of all newsletters and membership mailings.
- (e) Post Agendas and Approved Minutes on the Website.
- (f) Procure and distribute uniforms to authorized team managers
- (g) Prepare and submit to the treasure the budget requirements to support the above



SECTION 5

Volunteer/Snack Bar Coordinator

- (a) In conjunction with the Registrar, create and maintain a list of Members and manage the adapted Board Policy for volunteer commitment.
- (b) Update and maintain the Ball Line
- (c) Organize and conduct the team parent meeting prior to start of season
- (d) Manage the operation of the snack bar at Richards field
- (e) Create and distribute the required information to team parents on preferred vendors for trophies, team parties, etc.
- (f) Serve on committees for various events and organize volunteer efforts to support.
- (g) Create and maintain an E-Mail list of League volunteers and manage communications with them.

SECTION 6

Registrar

- (a) Be responsible for recording and maintaining RWLL's Player Registration database and registration files.
- (b) Prepare for the President's signature and submission to Little League headquarters, team rosters, including players, and the tournament team eligibility affidavits.
- (c) Schedule and manage appropriate Registration dates.
- (d) Prepare for the Player Agents a listing of registered players in advance of Try-Outs
- (e) Assist Player Agents in the execution of try outs

SECTION 7

Treasurer

- (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 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. All disbursements by check/debit must have dual signatures.
- (d) Assist the President in preparation of the annual budget, 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.
- (f) Prepare for the Board a quarterly Financial Summary for posting on the League Website.



SECTION 8

Fields Director

- (a) **MANAGE** the care and maintenance of Richard Field playing surface, bleachers, maintenance equipment, and facilities
- (b) Be responsible for ordering and maintaining inventory of field maintenance products (Turf, fertilizers) and equipment (chalk, chalkers, drags, and rakes) for all fields.
- (c) Coordinate with the appropriate Agency, the maintenance and care of playing facilities.
- (d) Inspect and notify the Board, any large items that need attention at Richards. Coordinate the repair of those items upon Board Approval.
- (e) Schedule and organize work parties as needed at Richards. This includes tasks to be completed and procurement of equipment as needed.

SECTION 9

Equipment Manager

- (a) In conjunction with the Player Agents, determine ~~the uniform and~~ equipment requirements to support the League
- (b) Prepare and submit to the Treasurer the budget requirements to support the above
- (c) Procure and distribute equipment to authorized Team Managers.
- (d) Manage the return and inventory of equipment at the end of the season

SECTION 10

Player Agents (Junior/Senior, Major, AAA, AA, A, Farm, T-Ball)

- (a) Record all player transactions and maintain, with the Registrar, an accurate and up-to-date record thereof.
- (b) Receive and review applications for player candidates and assist the President in checking residence and age eligibility.
- (c) Conduct the player draft and all other player transaction or selection meetings.
- (d) Approve the Player Agent's List.
- (e) Notify Little League headquarters of any subsequent player replacements or trades.
- (f) Represent RWLL in all matters involving that division's Multi-League Interlocks.
- (g) Act as point of contact for parent concerns
- (h) Recruit Managers and Coaches. Insure all candidates are properly vetted including required background checks.
- (i) Conduct All-Star balloting per Local League Rules
- (j) In conjunction with the Registrar, organize and conduct player try-outs
- (k) Act as primary enforcement agent of Local League Rules
- (l) In conjunction with the other Player Agents, develop and administer various training programs appropriate to the level and maintain records of compliance.



- (m) Assist field coordinator with equipment readiness at outer fields. Acts as the primary contact for manager calls (from their respective divisions) for field related issues. Player Agent is responsible for distribution at outer fields.

No Player Agent may also serve as a manager, coach, or umpire in the division for which they serve. Exception will allow the Player Agent(s) for T-Ball to also manage or coach a team in that division.

SECTION 11

Sponsorship Director

- (a) Be responsible for all sponsor programs; including signage, goods and services that use sponsor names/logos, and advertising/acknowledgement events.
- (b) Assist in the procurement of prizes or awards in conjunction with league Fund Raising

SECTION 12

Safety Officer

- (a) Generate and Maintain RWLL annual Safety Policy Manual
- (b) Be responsible for conducting periodic safety training and performing spot checks during season games and practices
- (c) Maintain compliance of all safety and health equipment/apparatus.
- (d) Insure each team has an approved safety kit before the first day of practice
- (e) Coordinate and record attendance at District required Safety Clinics

SECTION 13

Umpire in Chief.

- (a) Administer contracts with agencies providing Major-Senior division umpiring.
- (b) Communicate with any external agencies schedule changes or additional games
- (c) Provide feedback and evaluation to contracting agencies on the demeanor and effectiveness of assigned Umpires
- (d) Generate recruitment and training of the Junior Umpire program for Minor division support.
- (e) In conjunction with Player agents, schedule umpires as required to support non-contracted Divisions

SECTION 14

Scheduling Coordinator

- (a) In conjunction with the President and Player Agents, create and distribute game schedules as required and in compliance with Little League Rules



- (b) In conjunction with the Player Agents, create and distribute practice schedules
- (c) Manage scheduling of all make up games
- (d) Maintain scheduling updates on the League website

SECTION 15

Coaching Coordinator

- (a) Represent coaches/managers in league
- (b) Present a coach/manager training budget to the board
- (c) Gain the support and funds necessary to implement a league-wide training program
- (d) Order and distribute training materials to players, coaches and managers
- (e) Coordinate mini-clinics as necessary

SECTION 16

Information Officer

- (a) Set up online registration and ensure player, manager, and coach data is uploaded to the Little League Data Center
- (b) Assign online administrative rights to other local volunteers
- (c) Encourage creation of team web sites to managers, coaches, and parents
- (d) Ensure that league news and scores are updated online on a regular basis
- (e) Collect, post, and distribute important information on league activities including direct dissemination of fund-raising and sponsor activities, the district, the public, league members, and the media

SECTION 17

Indemnification of RWLL Agents Any person who was or is a Director, Officer, employee or other agent of RWLL (collectively "Agents") may be indemnified by RWLL for any claims, demands, causes of action, expenses, or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of RWLL to the full extent permitted by California Corporations Code section 7237.

ARTICLE VIII - AFFILIATION

SECTION 1

Charter RWLL 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 on RWLL.

SECTION 3

RWLL Local League Rules The rules of RWLL shall be adopted by the Board of Directors at a meeting to be held not less than one month prior 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 IX - FINANCIAL AND ACCOUNTING

SECTION 1

The Board of Directors shall decide **all matters pertaining to the finances** of RWLL. It shall place all income including Auxiliary funds, in a common league treasury at Umpqua Bank, Roseville, CA, directing the expenditure of all funds 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.

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 are placed in the League treasury.

SECTION 4

The Board **shall not permit the disbursement** of 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 directors, officers, or members of RWLL shall receive directly or indirectly any salary, compensation or emoluments from RWLL for services rendered as director, officer or member.



SECTION 6

All monies received, shall be deposited to Umpqua Bank and all disbursements shall be made by check/debit. All deposits will be double- signature, and reviewed by the league Treasurer prior to transacting. **Any position generating income should be responsible for depositing in safe or with the treasurer either same day or next.**

The League Treasurer and President or Vice-President shall sign all checks and withdrawals.

SECTION 7

The **fiscal year** of RWLL shall begin on the first day of October and shall end on the last day of September.

SECTION 8

Distribution of Property upon Dissolution Upon dissolution of RWLL, and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of RWLL to another Federally Incorporated entity which maintains the same objectives as set forth herein, which are, or may be entitled to exemption under Section 501-(c)-(3) of the Internal Revenue Code of any future corresponding provision.

SECTION 9

Expenditures Board Members may expend League funds only in support of their position. These expenditures must be within the limits established in their budgets for their area of responsibility. Invoices submitted to the League for payment must be itemized and clearly state the purpose of the expenditure. If any member must exceed their budgeted allocation for a specific year, authorization must be received from the President AND Treasurer in writing (including E-Mail). Board members may utilize personal funds up to \$50 to carry out League business. Exception is granted to the Snack Bar Manager and Fields Manager who are allowed to spend up to \$300 in personal funds. Use of the Leagues Credit Authority is limited to the Snack Bar Manager who may utilize to purchase Snack Bar supplies. Itemized invoice is to be sent directly to the Treasurer for payment processing.



SECTION 10

Reimbursement for appropriate expenses within the limits above shall require a receipt. For expenses under \$50.00, a receipt will be submitted to the Treasurer with the purpose of the expense written on the back (i.e. gas, chalk, etc). For those authorized, expenditures between \$50 and \$300 will require receipt and expense report to be submitted. Treasurer shall make every effort to reimburse within 10 days of receipt of proper documentation.

ARTICLE X -- AMENDMENTS

SECTION 1

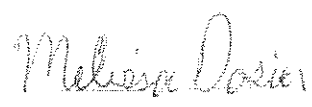
These By-Laws **may be amended**, repealed or altered in whole or in part by a majority vote of the Members at any duly organized meeting, provided notice of proposed change is included in the notice of such meeting.

Draft of all proposed amendments shall be submitted to Little League Baseball, Incorporated, for approval.

RWLL Constitution Ratification

RWLL Membership Ratified Date: January 10, 2023

Ratified By:

<i>Position</i>	<i>Name</i>	<i>Signature</i>
President	Peter Godtfredsen	
Vice President	Kevin Kaufman	
Secretary	Melissa Dosier	
Treasurer	Matt Fogler	

