

**AMENDED AND RESTATED
CAPITOL HILL LITTLE LEAGUE CONSTITUTION AND BYLAWS**

Capitol Hill Little League: 002688033
Adopted and Amended: October 20, 2014

THIS BOX FOR REGIONAL USE ONLY

Date submitted: / /

Approved:

ARTICLE I – NAME

This organization shall be known as the Capitol Hill Little League, Incorporated, hereinafter referred to as “CHLL.”

ARTICLE II – OBJECTIVE

Section 1

The objective of CHLL 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, CHLL 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, CHLL shall operate exclusively as a non-profit educational organization by providing a supervised program of competitive baseball and softball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility

Any person sincerely interested in active participation to further the objective of CHLL may apply to become a member.

Section 2 – Classes of Members

The Corporation shall have one class of Members as provided in the Articles of Incorporation and pursuant to the District of Columbia Nonprofit Corporation Act. Adult persons may become Members as follows:

- (a) Upon registering a player for the fall or spring season of any CHLL fiscal year;
- (b) Upon submission of a volunteer form that is subsequently approved by CHLL for services to be provided during any one CHLL fiscal year;

- (c) Upon election to the Board of Directors or appointment as an Officer of the Corporation;
- (d) By appointment as a commissioner, manager, coach, or umpire; or by written request that is subsequently approved at the Annual Meeting, a General Membership Meeting, or a board meeting by two-thirds (2/3) of the Regular Members present, and payment of dues as hereinafter provided. Regular Members may be issued a card number in sequential order annually.

The Secretary shall maintain the roll of membership to qualify voting members. Only Members in good standing are eligible to vote at General Membership Meetings. All Officers, Board Members, Committee Members, managers, coaches, volunteer umpires, and other elected or appointed officials must be active Members in good standing to be eligible to vote.

Section 3 – Other Affiliations

- (a) Members shall not be required to be affiliated with another organization or group to qualify as members of CHLL.
- (b) Members should not be actively engaged in the promotion and/or operation of any other baseball/softball program. Any member of the Board of Directors, commissioner, manager, or coach whose activities in another baseball/softball program are deemed detrimental to CHLL can be removed by a majority vote of the Board of Directors (Little League Regulation I(b)).

Section 4 – Suspension or Termination of Member Status

Membership may be terminated by resignation or by action of the Board of Directors as follows.

- (a) The Board of Directors, by a two-thirds (2/3) vote of those present at any duly constituted Board meeting, shall have the authority to discipline, suspend, or terminate the membership of any Member, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of CHLL 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) Members who qualify pursuant to Section 2(a), Section 2(b), Section 2(c) or Section 2(d) above shall automatically cease to be Members of the Corporation in the event such Member (1) does not register a player for the following CHLL fiscal year, (2) is no longer serving as a Director or Officer of the Corporation, (3) such Member does not submit an application that is subsequently approved to be a volunteer for the following CHLL fiscal year or (4) such Member is no longer approved as an appointed commissioner, manager, coach, or umpire or Member for the following CHLL fiscal year.

ARTICLE IV – DUES FOR MEMBERS

Section 1

Dues for Members may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year. (See Article XI, Section 7 for fiscal year of CHLL.) Note: Dues for Members are separate from registration fees for players, which are determined annually by the Board of Directors in accordance with Little League Regulation XIII(c).

Section 2

A reasonable Little League registration/participation fee may be assessed as a parent’s obligation to assure the operational continuity of CHLL. AT NO TIME WILL PAYMENT OF ANY FEE BE A PREREQUISITE FOR PARTICIPATION IN THE LITTLE LEAGUE BASEBALL PROGRAM [Little League Regulation XIII(c)].

ARTICLE V – GENERAL MEMBERSHIP MEETINGS

Section 1 – Definition

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

Section 2 – Notice of Meeting

Notice of each General Membership Meeting shall be delivered personally, electronically, or by mail to each Member at the last recorded address at least fourteen (14) days in advance of the meeting, setting forth the place, time, and purpose of the meeting. In lieu of the above methods, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.

Section 3 – Quorum

At any General Membership Meeting, the presence in person or representation by absentee ballot of at least thirty (30) 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.

Section 4 – Voting

Members shall be entitled to make motions and vote at General Membership Meetings. However, the Board of Directors may invite, admit, and recognize guests for presentations or comments during General Membership Meetings. (Those eligible to take part at meetings of the Board of Directors are described in Article VI, Section 4.)

Section 5 – Absentee Ballot

For the expressed purpose of accommodating a Member in good standing who cannot be in attendance at any General Membership Meeting, an absentee ballot may be request and obtained from the Secretary of CHLL. The absentee ballot shall be properly completed, signed, and returned in a sealed envelope to the Secretary, or sent electronically with an electronic signature or initials to an email address designated to accept absentee ballots, prior to the date of the election of the Board of Directors. If the latter is used, the ballots sent by email may only be retrieved by the Secretary, or another officer or Director designated by the Board of Directors, up to 20 hours in advance of the Annual Meeting or General Membership Meeting. The Secretary (or such other designated officer or Director) shall present all absentee ballots to the President on the date of the meeting, prior to the voting portion of such meeting.

Section 6 – Annual Meeting of the Members

The Annual Meeting of the Members of CHLL shall be held in September of each year for the purpose of electing new Members, electing the Board of Directors, receiving reports, reviewing the Constitution, appointing committees, and for the transaction of such business as may properly come before the meetings.

- (a) The Membership shall receive at the Annual Meeting of the Members of CHLL a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

- (1) The condition of CHLL, to be presented by the President of his/her designee;
- (2) A general summary of funds received and expended by CHLL for the previous year, the amount of funds currently in possession of CHLL, and the name of the financial institution in which funds are maintained;
- (3) The whole amount of real and personal property owned by CHLL, where located, and where and how invested;
- (4) For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition; the amount applied, appropriated, or expended; and the purposes, objects or persons to or for which such applications, appropriations, or expenditures have been made;
- (5) Upon request, the names of the persons who have been admitted to membership in CHLL during such year. This report shall be filed with the records of CHLL and entered into the proceedings of the Annual Meeting.

A copy of such report shall be forwarded to Little League International if so requested or required by Little League International.

- (b) At the Annual Meeting, the Members shall elect the number of Directors specified by the Board of Directors to ensure that the number of Directors shall not be less than seven (7) nor greater than fifteen (15). Directors will be elected to two-year terms, unless notice has been given prior to the election that one (1) or more open seats on the Board of Directors will be one-year terms. The newly convened Board of Directors will determine which Directors will serve one-year terms, if notice was given prior to the election that one-year terms were needed.
- (c) Directors shall be elected by a plurality of the votes cast by the Members entitled to vote in the election at a General Membership Meeting at which a quorum is present.
- (d) After the Board of Directors is elected, the Board shall meet to elect the officers. After the election, the Board of Directors will assume the performance of its duties on the first Monday following the Annual Meeting that is not a federal holiday. The Board's term of office shall continue until its successors are elected and qualified under this section.
- (e) The Officers of the Board of Directors shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, Secretary, one or more Player Agents, a Safety Officer, and a Coaching Coordinator. The Board shall also include a minimum of one manager and one volunteer umpire, if volunteer umpires are being used. Manager/coach representation on the Board of Directors shall not exceed a minority of all Directors.

Section 7 – Special General Membership Meetings

Special General Membership Meetings of the Members may be called by the Board of Directors or by the Secretary or President at his/her discretion. Upon the written request of ten (10) percent of the then current Members, the President or Secretary shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than twenty-one (21) 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 and Bylaws of CHLL.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Authority.

The management of the property and affairs of CHLL shall be vested in the Board of Directors.

Section 2 – Changes in Number

The number of Directors may be increased or decreased by a two-thirds (2/3) vote of those present at any duly constituted Board meeting.

Section 3 – Vacancies

If any vacancy occurs in the Board of Directors, by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Board meeting or at any Special Board Meeting called for that purpose.

Section 4 – Board Meetings, Notice, and Quorum

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

- (a) The President or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of three (3) Directors, issue a call for a Special Board Meeting. In the case of Special Board meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.
- (b) Notice of each Board meeting shall be given by the Secretary personally, electronically, or by mail to each Director at least one (1) day before the time appointed for the meeting to the last recorded address of each Director.
- (c) Fifty (50) percent plus one member of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.
- (d) Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit, and recognize guests for presentations or comments during Board meetings.

Section 5 – Duties and Powers

The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and in the management of CHLL as it may deem proper, provided such rules and regulations do not conflict with this Constitution and Bylaws.

The Board shall have the power by a two-thirds (2/3) 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 CHLL in accordance with the procedure set forth in Article III, Section 4(a).

Section 6 – Informal Action by Directors; Action by Written Consent

Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is assented to by all members of the Board of Directors either by written consent or electronically using electronic signatures/initials.

Section 7 – Rules of Order for Board Meetings

Robert’s Rules of Order shall govern the proceedings of all Board of Directors meetings, except where same conflicts with this Constitution and Bylaws of CHLL.

ARTICLE VII – 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 CHLL and execute the policies established by the Board of Directors;
- (b) Present a report on the condition of CHLL 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 CHLL;
- (d) Be responsible for the conduct of CHLL in strict conformity to the policies, principles, and Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of the charter issued to CHLL by that organization;
- (e) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of CHLL such contracts and leases they may receive and which have had prior approval of the Board;
- (f) Investigate complaints, irregularities, and conditions detrimental to CHLL and report thereon to the Board or Executive Committee as circumstances warrant;
- (g) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof;
- (h) With the assistance of the Player Agent, examine the application and support proof-of-age documents of every player candidate and certify his/her residence and age eligibility before the player may be accepted for tryouts and selection;
- (i) Serve as the contact person for Little League International; and
- (j) Appoint all commissioners, managers, coaches, and umpires annually, subject to approval by the Board of Directors.

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

Section 4 – Secretary

The Secretary shall:

- (a) Be responsible for recording the activities of CHLL and maintaining 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) Maintain a list of all Members; Directors; and committee members and give notice of all meetings of CHLL, the Board of Directors, and Committees;
- (d) Issue membership cards to Members, if approved by the Board of Directors;
- (e) Keep the minutes of the meetings of the Members, the Board of Directors, and the Executive Committee, and cause them to be recorded in a book kept for that purpose;
- (f) 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; and
- (g) Notify Members, Directors, Officers, and committee members of their election or appointment.

Section 5 – Treasurer

The Treasurer shall:

- (a) Perform such duties as are herein set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors;
- (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 CHLL; 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 at the Annual Meeting; and
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and the Board of Directors at the Annual Meeting, and to Little League International.

Section 6 – Player Agent

The Player Agent shall:

- (a) Record all player transactions and maintain an accurate and up-to-date record thereof;
- (b) Receive and review applications for player candidates and assist the President in verifying residence and age eligibility;
- (c) Conduct the tryouts, the player draft, and all other player transaction or selection meetings;
- (d) Prepare for the President's signature and submission to Little League International, team rosters, including players claimed, and the tournament team eligibility affidavit;
- (e) Notify Little League International of any subsequent player replacements or trades; and
- (f) Administer the divisional player pool.

Section 7 – Safety Officer

The Safety Officer shall:

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

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

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

Section 8 – Coaching Coordinator

The coaching coordinator shall:

- (a) Represent coaches/managers in the league;
- (b) Present a coach/manager training budget to the Board of Directors;
- (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; and
- (e) Coordinate mini-clinics as necessary.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1

The Board of Directors shall have an Executive Committee, which shall consist of the President, all Vice Presidents, Treasurer, and the Secretary.

Section 2

The Executive Committee shall advise and assist the Officers of CHLL in all matters concerning its interests and the management of its affairs, and shall have other such powers as may be delegated to it by the Board, but in no event will the Executive Committee have authority to take disciplinary actions or approve managers or coaches.

Section 3

At any meeting of the Executive Committee, a majority of the total number of Executive Committee members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

ARTICLE IX – OTHER COMMITTEES

The Board of Directors then in office may create and appoint one or more committees, consisting of not less than one (1) of the Directors and which may include non-Director members, and impose upon such committee or committees such functions and duties, and grant such rights, powers and authority as the Board of Directors shall prescribe (except to (i) amend these Bylaws, (ii) take action on any matters which by law or these Bylaws requires approval of the Board of Directors, (iii) take disciplinary actions, or (iv) approve managers or coaches). A majority of the committee members shall constitute a quorum for all meetings. Committees shall keep minutes of their proceedings and submit them to the next succeeding meeting of the Board of Directors for approval.

ARTICLE X – AFFILIATION

Section 1 – Charter

CHLL shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter. CHLL 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 CHLL.

Section 3 – Local Rules and Ground Rules

The local rules and ground rules of CHLL shall be adopted by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the rules, regulations, and policies of Little League Baseball, Incorporated, nor shall they conflict with this Constitution and Bylaws. The local rules and group rules of CHLL shall expire at the end of each fiscal year, and are not considered part of this Constitution and Bylaws. (See Article XI, Section 7 for the fiscal year of CHLL.)

ARTICLE XI – FINANCIAL AND ACCOUNTING

Section 1 – Authority

The Board of Directors shall decide all matters pertaining to the finances of CHLL, 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 or team.

Section 2 – Contributions

The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of CHLL, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of CHLL.

Section 3 – Solicitations

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

Section 4 – Disbursement of Funds

The Board shall not permit the disbursement of CHLL funds for other than the conduct of Little League activities in accordance with the rules, regulations, and policies of Little League Baseball, Incorporated.

Section 5 – Compensation

No Director, Officer, or Member of CHLL shall receive, directly or indirectly, any salary, compensation, or emolument from CHLL for services rendered as Director, Officer, or Member.

Section 6 – Deposits

All monies received shall be deposited to the credit of CHLL in an account held in the name of CHLL.

Section 7 – Fiscal Year

The fiscal year of CHLL shall begin on October 1 and shall end on September 30.

Section 8 – Distribution of Property Upon Dissolution

Upon dissolution of CHLL and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of CHLL to another federally incorporated entity which maintains the same objectives as set forth in Article II of this Constitution and Bylaws, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XII – PLAYERS; SUSPENSION OR TERMINATION OF PLAYERS

The Board of Directors, by a two-thirds (2/3) vote of those present at any duly constituted Board meeting, shall have the authority to discipline or suspend a Player when the conduct of such Player is considered detrimental to the best interests of CHLL and/or Little League Baseball, Incorporated. In any such case, the Board of Directors shall give notice to the manager of the team to which such Player is assigned. Said manager shall appear, in the capacity of an advisor, with the Player before the Board of Directors. The Player’s parent(s) or legal guardian(s) may also be present.

ARTICLE XIII – AMENDMENTS

This Constitution and Bylaws (a) may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting or (b) may be amended by the Board of Directors of the Corporation other than as set forth in Section 29-408.21 and Section 29-408.22 of the District of Columbia Nonprofit Corporation Act which reserves certain amendment for the Members. Notwithstanding the foregoing, no amendment shall be made to this Constitution and Bylaws that violates any of the Rules and Regulations of Little League Baseball, Incorporated.

END

This Constitution and Bylaws was approved by the Little League Membership on Oct. 24, 2014.

President’s Name (print): Don Montuori

President’s Signature:  10/24/14 (date)

Little League ID No.: 00268033

Federal ID No.: 45-5195826

This Constitution and Bylaws was amended by the Little League Board of Directors on July 19, 2018.