

**BY-LAWS**  
**FLORHAM PARK BASEBALL CLUB, INC.**

**ARTICLE I - NAME**

This organization shall be known as the FLORHAM PARK BASEBALL CLUB, INC., operating as the FLORHAM PARK LITTLE LEAGUE, hereinafter referred to as "Local League."

**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 decent, healthy and trustworthy citizens.

SECTION 2. To achieve this objective, the Local League will provide a supervised program of competitive baseball games under the Rules and Policies of Little League Baseball, Incorporated. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skills or the winning of games is secondary, and the molding of future citizens is of prime importance.

**ARTICLE III - MEMBERSHIP**

SECTION 1. **Eligibility:** Any person sincerely interested in active participation to further the objective of this Local League may apply to become a Member.

SECTION 2. **Player Members:** Any boy or girl meeting requirements of Little League Regulation III and who reside within the authorized boundaries of the Local League shall be eligible for participation but shall have no rights, duties or obligations in the management or in the property of the Local League.

SECTION 3. **Regular Members:** Any adult actively interested in furthering the objective of the Local League may become a regular member upon approval of their application by the Board 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, Volunteer adult Umpires and other elected or appointed officials must be active regular Members in good standing. Only Regular Members in good standing are eligible to vote at General Membership Meetings. (Note: Regular Members of the league automatically include all current Managers, Coaches, Volunteer adult Umpires, Board Members, Officers of the Board and any other person who is appointed by the Board as a volunteer in the Local League.)

SECTION 4. **Honorary Members:** Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of

Directors but shall have no rights, duties or obligations in the management or in the property of the Local League.

SECTION 5. As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.--

SECTION 6. **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 interest of the local 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 the 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).

## ARTICLE V - DUES

SECTION 1. **Dues.** Fees for all participants may be fixed annually at such amounts as the Board of Directors shall determine. If a player cannot afford to pay the membership fee, the Board of Directors may vote to waive the fee.

## ARTICLE VI - GENERAL MEMBERSHIP MEETINGS

SECTION 1. **Definition.** A General Membership Meeting is any meeting of the membership of the league (including Special General Membership Meetings, Section 7). A minimum of one per year (Annual Meeting, see Section 6) is required.

SECTION 2. **Notice of Meeting** Notice of each General Membership Meeting shall be delivered personally, electronically, by mail to each Member at the last recorded address, published in a local newspaper or posted on the League Website, at least 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 representative by absentee ballot of 2% of the membership shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

SECTION 4. **Voting.** Only Regular Members in good standing 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.

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.

SECTION 6. **Annual Meeting of the Members.** The Annual Meeting of the Members of the Local League shall be held in November each year for the purpose of approving the Regular Membership Roll by the Board of Directors, electing the Board of Directors, receiving reports, and for the transaction of such business as may properly come before the meeting. Any nomination for Board positions must be received by the League Secretary no later than ten (10) days prior to the scheduled meeting.

(a) The Membership shall receive at the Annual Meeting of the Members of the Local League a report, verified by the President and the 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) The 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) The names of the persons who have applied for Regular Membership in the Local League during such year and paid any required dues.. Upon approval by the Board of Directors, this report shall be filed with the records of the Local League and entered into the minutes of the proceedings of the Annual Meeting. A copy of such report shall be forwarded to Little League Headquarters.

(b) At the Annual Meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect each member of Directors. The number of the Directors elected shall not be less than five (5) nor more than nine (9).

(c) After the Board of Directors is elected, the Board shall meet to elect the other officers. After the election, the Board of Directors shall assume the performance of its duties on December 1st. The Board's term of office shall continue until its successors are elected and qualified under this section.

(d) 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 and a Safety Officer. The Board shall also include a minimum of one manager and one volunteer umpire. Only volunteer umpires may be elected to the Board.

**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 their discretion. Upon the written request of 10 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 shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than 10 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 Local League.

## **ARTICLE VII - BOARD OF DIRECTORS**

**SECTION 1. Authority:** The management of the property and affairs and of the Local League shall be vested in the Board of Directors.

**SECTION 2. Qualification:** Any Regular Member who has volunteered time as a Manager, Coach, Volunteer Umpire, Committee Member or in any other volunteer manner authorized by the Board of Directors during the preceding 12 months shall be eligible for election to the Board of Directors.

**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, Quorum and Vote.** 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 a majority of 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 seven (7) days before the time appointed for the meeting to the last recorded address of each Director.

(c) a majority of 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 or comments during Board meetings.

(e) The vote of a majority of those present at a Board meeting at which a quorum is present shall be necessary for valid action or decision by the Board on any matter.

SECTION 5. **Duties and Powers.** The Board of Directors shall have the power to:

(a) 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 by the Board 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;

(b) 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.

(c) adopt such rules and regulations for the conduct of its meetings and the management of the Local League as it may deem proper, provided such rules and regulations do not conflict with this Constitution.;

(d) by a two-thirds vote of those Board Members present at any regular Board or Special Board Meeting to discipline, suspend or remove any Director or Officer or Committee Member of the Local League in accordance with the procedure set forth in Article IV, Section 6;

(e) appoint a Nominating Committee to submit at the Annual Meeting a slate of candidates for the Board of Directors;

(f) appoint and prescribe the duties and functions of other procedural committees as may be in accordance with local necessity. (Finance, Grounds, Building and property, Managers, Umpires, Auxiliary, etc.);

(g) Although Little League National encourages local Little League to participate in National Little League tournaments, the Board of Directors shall have the authority to allow entry into such post-season tournaments as may be deemed appropriate.

## ARTICLE IX - OFFICERS, DUTIES and POWERS

SECTION 1. **Appointments:** Following the Annual Meeting, the Directors present, provided there be a quorum, shall meet for the purpose of electing officers and appointing committees for the ensuing year.

SECTION 2. **Officers:** The officers of the Local League shall consist of a President, one or more Vice Presidents, Treasurer, Secretary, one or more Player Agents and a Safety Officer, all of who shall hold office for the ensuing year or until their successors are duly elected. 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.

SECTION 3. **Term:** The terms of officers shall be for one (1) year, unless otherwise approved by the Board.

SECTION 4. **President:** The President shall be responsible for conducting the affairs of the Local League and for executing the policies established by the Board of Directors. He/she shall present a report of the conditions of the Local League at the Annual Meeting, and, at such other times as he/she or the Board shall deem appropriate, he/she

shall communicate to the Board of Directors such matters and make such suggestions as may, in his/her opinion, tend to promote the welfare of the Local League. He/she shall be responsible for the conduct of the Local League in strict conformity to the polices, principles, rules and regulations of Little League Baseball Incorporated, as agreed to under the conditions of charter issued the Local League by that organization.

SECTION 5. **1st Vice President:** In case of the absence or disability of the President, and provided he/she is authorized to 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 to him/her by the Board of Directors or by the President.

SECTION 6. **2nd Vice President:** In case of the absence or disability of the President and 1<sup>st</sup> Vice President, and provided he/she is authorized to act, the 2<sup>nd</sup> Vice President shall perform the duties of the President and 1<sup>st</sup> Vice 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 to him/her by the Board of Directors or the President or 1<sup>st</sup> Vice President.

SECTION 7. **Secretary:** The Secretary shall be responsible for recording the activities of the Local League and maintaining appropriate files, mailing lists and necessary records. He/she shall maintain a list of the Board of Directors and committee members and give notice of all meetings of the Local League, the Board of Directors and Committees; keep the minutes of the Board of Directors, and cause them to be recorded in a book kept for that purpose; conduct such correspondence as may be required.

SECTION 8. **Treasurer:** The Treasurer shall receive all moneys and securities, and deposit same in a depository approved by the Board of Directors. He/shall shall not act as sole signature of checks for disbursements of league funds. The President shall co-sign all checks for the disbursement of League items. He/she shall keep records for the receipt and disbursement of all moneys and securities of the Local League, including the Women's Auxiliary, approve all payments from allotted funds and draw checks therefore. Under the direction of the President, he/she shall prepare an annual budget for submission to the Board of Directors at the annual meeting.

SECTION 9. **Player Agent or Agents:** The Player Agent shall record all player transactions and maintain an up-to-date record thereof. He shall receive and review applications for player candidates and assist the President in checking residence and age eligibility; conduct the player auction or draft and all other player transactions or selection meetings; prepare the Player Agent's List and prepare for the President's signature and submission to the Little League Headquarters team rosters, including players claimed, and the tournament team eligibility affidavit. He shall also notify Little League Headquarters of any subsequent player replacements or trades.

**ARTICLE X - DIRECTORS, MANAGERS, COACHES and UMPIRES**

SECTION 1. **Division Directors.** Shall be appointed annually by the President with the approval of the Board of Directors, and shall be responsible for nominating Managers for their Division. All Directors are responsible for their Division, which includes nominating and overseeing Managers and Assistant Coaches, the development and assignment of umpires, formulate game and practice schedules in coordination with the Recreation Department or individual or committee appointed by the Board.

SECTION 2. **Managers and Coaches:** Team Managers and Coaches shall be appointed annually by the President with the approval of the Board of Directors, and shall be responsible for the selection of their teams and for their actions on the field.

SECTION 3. **Umpires:** Umpires shall be appointed by the Umpire Coordinator and with approval of the Board of Directors.

**ARTICLE XI - RULES AND REGULATIONS.**

SECTION 1. **Rules and Regulations.** The Official Playing Rules and Regulations as published by Little League Baseball, Incorporated, Williamsport, Pennsylvania, shall be binding on this Local League.

SECTION 2. **Local Rules,** Ground Rules and/or Bylaws. The local rules, ground rules and/or bylaws 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, 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 Local League shall expire at the end of each fiscal year, and are not considered part of this Constitution.

**ARTICLE XII - SAFETY OFFICER**

SECTION 1. **Safety Officer:** A Safety Officer shall be appointed by the President, with the approval of the Board of Directors. He/she should establish safety policies and procedures that are known, understood and practiced by players and adult personnel; provide periodic inspection and maintenance of playing facilities and equipment; prepare for emergencies and training in first aid; investigate accidents and recommend corrective measures. He/she should apply continuous analysis of accidents, their causes and related factors and process Little League insurance claims, as well as receive and distribute insurance payments to claimants or to claimant's parent.

**ARTICLE XIII - CHARTER**

SECTION 2. **Charter:** The Local League shall annually apply for a charter from Little League Baseball, Incorporated, and shall take all necessary steps to obtain and maintain

such charter. The Local League shall devote its 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.

## **ARTICLE XVI - FINANCES AND ACCOUNTING**

SECTION 1. **Accounts:** The Board of Directors shall decide all matters pertaining to the finances of the Local League and it shall place all income, including Women's Auxiliary funds in a common league treasury. The Board shall not permit the contribution of funds or property to individual teams, but shall solicit same for the common treasury of the Local League. The Board shall not permit the solicitation of funds in the name of Little League Baseball unless all funds so raised are placed in the Local League treasury. The Board shall not permit the disbursement of Local League funds for purposes other than the conduct of Little League activities.

SECTION 2. **Disbursement of Funds.** 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, regulations and policies of Little League Baseball, Incorporated. All disbursements shall be made by check. All checks shall be signed by the Local League Treasurer and such other officer or officers or person or persons and the Board of Directors shall determine.

SECTION 3. **Compensation.** No Director, Officer or Member of the Local League shall receive, directly or indirectly any salary, compensation or emolument from the Local League for services rendered as Director, Officer or member.

SECTION 4. **Deposits .** All monies received, including Auxiliary Funds, shall be deposited to the credit of the Local League in a Bank approved by the Board of Directors.

SECTION 5. **Fiscal Year.** The fiscal year of the Local League shall begin on October 1<sup>st</sup> and end on September 30th.

SECTION 6. **Distribution of Property and 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 the Local League to another Federally Incorporated entity which maintains the same objectives as set forth in Article II 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 XV- SELECTION OF TEAMS**

SECTION 1. **Draft:** The selection of teams in the Minor League, Major League and Senior League shall be performed during a draft. The players will be rated by all the managers of the respective league at the end of the previous year and will be selected based on those ratings. The ratings will be based on a high of 4.0 and low of .5. Players who did not participate in the previous season will not be rated and may be selected at any time during the regular season draft.

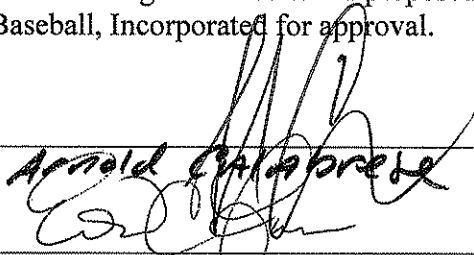


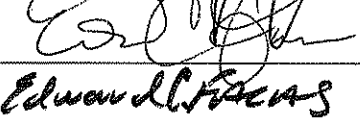
SECTION 2. Allstar Teams: The selection of summer/Allstar teams shall be determined based on the ranking given to each player as agreed by all the managers of their respective league after at least 50% of the regular season games have been played in that Division. The number of players on each team will be determined on a yearly basis by the manager of the respective teams . The players with the highest ranking will be selected to participate on the summer/Allstar team. If a player declines an invitation to participate on a summer/Allstar team, the next highest ranked player will be entitled to participate.

SECTION 3. The team and Allstar selection process may be amended from time to time by adoption of rules and regulations by the Board of Directors.

**ARTICLE XVI- AMENDMENTS**

Constitution and By-Laws of the Local League may be amended, repealed or altered in whole or in part by a majority vote at any meeting of the Members provided notice of the meeting and the proposed changes are given in writing ten (10) days prior to such meeting. A draft of all proposed amendments shall be submitted to Little League Baseball, Incorporated for approval.

  
\_\_\_\_\_  
Arnold Galaprete President

  
\_\_\_\_\_  
Edward L. Francis Secretary

Feb. 11, 2008  
Date: