

MT. JULIET LEAGUE, INC.
P. O. BOX 311
Mt. Juliet, Tennessee 37121

MT. JULIET LEAGUE, INC.

CONSTITUTION AND BY-LAWS

Adopted September 13, 2001

ARTICLE I - NAME

This organization shall be known as the Mt. Juliet League, Inc., hereinafter referred to as "Local League."

ARTICLE II - OBJECTIVE

SECTION 1

The objective of the Mt. Juliet League, Inc. shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good decent, healthy and trustworthy citizens.

SECTION 2

To achieve this objective the Mt. Juliet League, Inc. will provide a supervised program under the rules and Regulations as set forth by the Board of Directors of Mt. Juliet League, Inc., in conjunction with any other organizations it may seem fit to affiliate with. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501-(C)-(3) of the Federal Internal Revenue Code, the Mt. Juliet League, Inc. shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball and softball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to effect the objective of this Local League may apply to become a member.

SECTION 2

Classes. There shall be the following classes of Members:

- (1) Player Members. Any player candidate meeting the requirements of Mt. Juliet League and who resides within the authorized boundaries of the Local League shall

be eligible to compete for participation but shall have no rights, duties or obligations in the management or in the property of the Local League.

- (2) Regular Members. A parent, step parent/legal guardian of a registered player. Each parent, step parent/legal guardian shall be entitled to one vote per person limited to two total votes per household. A household being defined as one where a registered player is represented by one of the above at the annual meeting. The secretary shall maintain the roll of membership to qualify voting members. Only regular members are eligible to vote at the annual meeting.
- (3) Honorary Members (Optional). Any person may be elected as an Honorary Member by a two-thirds vote of all Directors present at any duly held meeting of the Board of Directors and shall have all rights and privileges of a regular member.
- (4) Sustaining Members (Optional). Any person not a Regular Member or Honorary Member who pays an annual due of Fifty Dollars (\$50.00) to the Local League shall become a Sustaining Member and shall have all rights and privileges of a regular member. Said membership is subject to approval by a two-thirds vote of all Directors present at any duly held meeting of the Board of Directors. Sustaining Members' membership shall begin at any time during the year, but shall terminate and become renewable on September 30th following being elected as a Sustaining Member.
- (5) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

SECTION 3

OTHER AFFILIATIONS:

- (1) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the Local League.
- (2) Regular Members should not be actively engaged in the promotion and/or operation of any other baseball program.

SECTION 4

Suspension or Termination: Resignation or action of the Board of Directors may terminate membership.

- (1) The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend or terminate the membership of any Member of any class, when the conduct of such person is considered detrimental to the best interests of the Local League.

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.

- (2) The Board of Directors shall, in case of a Player Member, give notice to the manager of the team of which the player is a member. Said manager shall appear, in the capacity of an adviser, with the player before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation.

ARTICLE IV - DUES

SECTION 1

Dues for Regular Member may be fixed at such amounts, as the Board of Directors shall determine prior to the beginning of any membership period.

SECTION 2

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

SECTION 3

A reasonable League participation fee may be assessed as parents' obligation to assure the operational continuity of the local League. AT NO TIME SHOULD PAYMENT OF ANY FEE BE A PREREQUISITE FOR PARTICIPATION IN THE LEAGUE'S BASEBALL AND OR SOFTBALL PROGRAMS.

ARTICLE V - MEETINGS

SECTION 1

Annual Meeting: The annual meeting of the Members of the Local League shall be held during the month of October each year for the purpose of electing a Board of Directors and Members, receiving reports and for the transaction of such business as may properly come before the meeting.

Officers shall be elected at the November Meeting of the Board of Directors to serve for a period of one (1) year.

SECTION 2

Notice of the annual meeting of the members shall be published at least ten (10) days in advance thereof in a newspaper of general circulation.

SECTION 3

Special Meetings: Special 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 ten (10) 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

Voting. Only Regular Members shall be entitled to vote at any meeting of the Local League.

SECTION 5

Rules of Order. Roberts Rules of Order shall govern the proceedings of all meetings, except where it conflicts with the Constitution or By-Laws of the Local League.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

Board and Number: The management of the property and affairs of the Local league shall be vested in the Board of Directors. The number of Directors shall be twenty-one (21). The Directors shall upon election serve from October 1st to September 30th and shall continue in office until their successors shall have been duly elected and qualified.

SECTION 2

Required Members. The Board membership shall include the Officers and a minimum of one manager and one umpire.

SECTION 3

Election and Term of Office: Directors shall serve three-year terms. At each annual meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. All elections of Directors shall be by majority vote of all members present.

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. Then the regular members at the next annual meeting that replaced Director's term shall fill this vacancy for the remaining balance of. If a Board Member is absent four meetings out of twelve, said shall relinquish his/her position and an appointment is made by a majority vote of the Board Members, appointee to serve the remainder of that year's term only.

SECTION 5

Meetings, Notice and Quorum: Regular meeting of the Board of Directors shall be held following the annual election and on such days thereafter as shall be determined by the Board. The President or the Secretary may, whenever they deem it advisable or the Secretary shall at the request in writing of five- (5) Directors issue a call for a special meeting of the Board. Notice of each meeting shall be given by the Secretary to each director either by mail at least three (3) days before the time appointed for the meeting to the last recorded address of each Director, or by telephone or telegraphic or personal notice twenty-four (24) hours preceding the meeting.

In the case of special meetings, such notice shall include the purpose of the meeting and no

matters not so stated may be acted upon at the meeting. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 6

Duties and Powers: The Board of Directors and League President 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 and management of the Local League as it may deem proper.

The Board shall have the power by a two-thirds vote of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or Committee Member of the Local League in accordance with the procedure set forth in Article III, Section 4(a).

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 the whole amount of real and personal property owned by the Local League, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the Local League during such year, which report shall be filed with the records of the Local League and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE VII - EXECUTIVE COMMITTEE

SECTION 1

The President shall appoint an Executive Committee, which shall consist of the elected Officers from the Board of Directors and three other directors.

SECTION 2

The Executive Committee shall advise and assist the Local League in all matters concerning its interests and management of its Affairs, and shall have such other powers as may be delegated to it by the Board.

SECTION 3

At any meeting of the Executive Committee a majority of the total number of members 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 VIII - OTHER COMMITTEES

SECTION 1

Nominating Committee. The President may appoint a Nominating Committee consisting of five (5) Directors.

The Committee shall investigate and consider eligible candidates and submit at the annual meeting a slate of candidates for the Board of Directors.

SECTION 2

Membership Committee: The President may appoint a Membership Committee consisting of five (5) Directors.

The Committee shall receive the names of prospective Honorary and Sustaining Members, investigate for eligibility and recommend those qualified for election at the annual, regular or any special meeting of the Members of the Board of Directors as the case may be.

SECTION 3

Finance Committee. The President may appoint a Finance Committee consisting of not less than three (3) Directors and anyone else the President chooses to appoint.

The Treasurer shall be an ex-officio member of the Committee.

The Committee shall investigate ways and means of financing the Local League including team sponsorships and submit recommendations.

SECTION 4

Building and Property Committee: (May be combined with Construction Committee). The President may appoint a Building and Property Committee consisting of three (3) Directors and anyone else the President chooses to appoint.

The Committee shall investigate and recommend available suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee.

It shall be responsible for repair and improvement recommendations, other than normal maintenance, and supervise the performance of approved projects.

SECTION 5

Construction Committee: (May be combined with Building and Property Committee). The President may appoint a Construction Committee, which shall be responsible for the care and maintenance of the playing field(s), building and grounds. It shall operate within the amount appropriated in the approved budget for that purpose.

SECTION 6

Equipment Committee: The President may appoint an Equipment Committee which shall

secure bids on needed supplies and equipment and make recommendations for their purchase to the Board.

The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning, inventory collection and storage thereof at the close of the season.

SECTION 7

Managers/Coaches Selection Committee: The President shall appoint a Managers/Coaches Selection Committee consisting of five (5) Directors and two (2) others up to a total of seven (7). The Baseball and Softball Director will serve as consultants to this committee but will not have voting rights.

The Committee shall interview and investigate prospective managers and coaches and recommend acceptable candidates to the Board of Directors for appointment and subsequent approval.

It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of the Local League and/or the Ethics Committee.

SECTION 8

Umpire Committee. The President may appoint an Umpire committee consisting of individuals he deems eligible to serve.

The Local League President may serve as chairman of any such committee.

The Committee shall recruit, interview and recommend to the President for appointment a staff of umpires, including a chief umpire and replacements.

When appointed, the staff of umpires shall be under the personal direction and responsibility of the Local League President, assisted by the Chief Umpire who shall train, observe and schedule the staff.

SECTION 9

Ethics Committee: The President shall appoint an Ethics Committee consisting of three (3) Directors and anyone else the President chooses to appoint up to a total of five (5).

The Committee shall, during the playing season, observe the conduct of the managers, coaches, parents and members of the Board and make a report of its findings to the President or the Board of Directors as the case may be.

It shall, at the request of the President or Board of Directors, investigate complaints concerning managers, coaches, parents and members of the Board and make a report thereof to the President or the Board of Directors and recommend disciplinary action in the event of a violation of the Code of Conduct.

SECTION 10

Auxiliary Committee: The President may appoint an Auxiliary Committee consisting of any persons he/she deems eligible to serve.

The Committee shall coordinate the activities of the Auxiliary.

It shall review and evaluate auxiliary projects for raising money and disposition of profits, and make recommendations to the Board.

The Board of Directors may approve in advance all projects and actions of the Auxiliary.

SECTION 11

Auditing Committee. The President may appoint an Auditing Committee subject to board approval consisting of three (3) Directors and two others up to a total of five (5). The President, Treasurer or signatories of checks are not eligible.

The committee will review the Local League's books and records annually prior to the Annual Meeting and attach a statement of their findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors of Membership, secure the services of a Certified Public Accountant to accomplish such review.

SECTION 12

The President shall appoint all Committees, as he deems necessary to carry out the function of the Mt. Juliet League, Inc. subject to the approval of the board.

ARTICLE IX- OFFICERS, DUTIES AND POWERS

SECTION 1

Election: At the September meeting, the Board of Directors, provided there be a quorum, shall meet for the purpose of electing Officers for the ensuing year.

SECTION 2

Officers: The Officers of the Local League shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer, all of whom 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. 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 3

President: The President shall:

- (1) Conduct the affairs of the Local League and execute the policies established by the Board of Directors.
- (2) Present a report of the condition of the Local League at the annual meeting.
- (3) Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the Local League.
- (4) Be responsible for the conduct of the Local League in strict conformity to policies, principles, Rules and Regulations set forth in the Constitution and By-Laws of the Mt. Juliet League, Inc.
- (5) Designate in writing, other officers if necessary, to have power to make and execute for/and in the name of the Local League such contracts and leases they may receive and which have had prior approval of the Board.
- (6) Investigate complaints, irregularities and conditions detrimental to the Local League and report thereon to the Board or Executive Committee as circumstances warrant.
- (7) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.

SECTION 4

Vice-President: In case of the absence or disability of the President, and provided he is authorized by the President or Board so 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 by the Board of Directors or by the President.

SECTION 5

Secretary: Secretary shall:

- (1) Be responsible for recording the activities of the Local League and maintain appropriate files, mailing lists and necessary records.
- (2) 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.
- (3) Maintain a list of all Regular, Sustaining and Honorary Members, Directors and committee members and give notice of all meetings of the Local League, the Board of Directors and Committees.
- (4) Shall determine voting eligibility of the Regular, Honorary and Sustaining Members at the annual meeting.

- (5) 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 for that purpose.
- (6) Shall 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.
- (7) Notify Members, Directors, Officers and committee members of their election or appointment if necessary.
- (8) Shall notify any Board Member of termination due to non-participation in Board Meetings as required by the Constitution and By-Laws of the Mt. Juliet League, Inc.

SECTION 6

Treasurer: The Treasurer shall:

- (1) Perform such duties as are herein specifically set forth and such other duties as are customarily incidental to the Office of Treasurer or may be assigned by the Board of Directors.
- (2) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- (3) Keep records for the receipt and disbursement of all monies and securities of the Local League, including the Auxiliary, 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 must have dual signatures.
- (4) Prepare an annual financial report, under the direction of the President, for submission to the membership and Board of Directors at the annual meeting.

ARTICLE X - MANAGERS, COACHES AND UMPIRES

SECTION 1

Team Managers and Coaches shall be submitted by the Coaches Selection Committee and be approved by the Board of Directors. Managers and/or Coaches shall be responsible for the selection of their teams and for their actions on the field.

ARTICLE XI - AFFILIATION

SECTION 1

Charter. The Local League shall annually apply for charters from the various organizations it

chooses to participate with and shall do all things necessary to obtain and maintain such charter.

SECTION 2

Rules and Regulations: The Official Playing Rules and Regulations of the chartered league that Mt. Juliet League, Inc. chooses to participate with shall be binding on this Local League.

SECTION 3

Local League Rules. The Board of Directors shall adopt the local rules of this Local League at a meeting to be held not less than one month previous to the first scheduled game of the season.

ARTICLE XII - FINANCIAL AND ACCOUNTING

SECTION 1

The Board of Directors shall decide all matters pertaining to the finances of the Local League and it shall place all income including Auxiliary funds, in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

SECTION 2

The Board shall not permit the contribution of funds or property to individual teams (with the exception of Park Sanctioned Tournament/Travel teams) but shall solicit some for the common treasurer of the Local league, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Local League.

SECTION 3

The Board shall not permit the solicitation of funds in the name of Mt. Juliet League, Inc. unless all of the funds so raised be placed in the Local League treasury.

SECTION 4

The Board shall not permit the disbursement of Local League funds for other than the conduct of League activities in accordance with the rules and policies of Mt. Juliet League, Inc.

SECTION 5

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 6

All monies received, including Auxiliary Funds, shall be deposited to the credit of the Local League in a bank chosen by the Board of Directors and all disbursement shall be made by check. All checks shall be signed by two authorized signatories on the account as authorized by the Board of Directors.

SECTION 7

The fiscal year of the local league shall be a calendar year. Beginning January 1 and shall end

on the last day of December of that same year.

SECTION 8

Distribution of Property upon Dissolution: Upon dissolution of the Local League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Local League 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 or any future corresponding provision.

ARTICLE XIII - AMENDMENTS

This Constitution and By-Laws may be amended, repealed or altered in whole or in part by a two-thirds vote of Members present at any duly organized meeting of the Board of Directors provided notice of the proposed change is included in the notice of such meeting.

Any amendments, changes, or modifications to this Constitution and By-Laws shall be attached hereto and made a part of the Constitution and By-Laws of the Mt. Juliet League, Inc.