

Constitution and By-Laws

FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY STATUTE, OF:

ORANGECREST PONY BASEBALL, INC.

Article 1: Name

This organization shall be known as Orangecrest PONY Baseball, Inc., referred to hereinafter as “the league.”

Article II: Objective

Section 1

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Law for public and charitable purposes.

Section 2

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 [c] [3], Internal Revenue Code.

Section 3

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 4

The objective of the league is to implant in all of its participants the ideals of good sportsmanship, honesty, respect, loyalty, perseverance, leadership, and respect for authority so that they may develop into good and productive citizens.

Section 5

The league shall endeavor to place every player candidate on a team. Only a lack of coaches or limited field availability shall be considered legitimate reasons to limit the enrollment of player candidates.

Section 6

To achieve this objective, the league will provide a supervised program under the rules and regulations of PONY Baseball, Inc., of Washington, Pennsylvania. However, the league reserves the right to change this affiliation upon majority vote of the league membership.

Article III: Agent of Process

Section 1

The name and address in the State of California of this corporation’s initial agent for service of process is:

James M. Stark
8265 Laurel Ridge Road
Riverside, C 92508

Article IV: Membership

Section 1

Eligibility: upon successful registration, payment, and player placement, the parent/guardian who completes an application form online or in person automatically becomes a Regular Member of Orangecrest Pony Baseball, Inc. The league shall not discriminate upon the basis of race, religion, creed, national origin, gender, sex, marital status, residence or disability. However, the league does reserve the right to bar from membership those that have been suspended previously by the board, have been convicted of crimes deemed unsuitable for being around children, or those with a past history of violence against children or others.

Section 2

Classes: there shall be three classes of members:

- (1) **Player Members.** Any player candidate meeting the requirements of the league shall be eligible to compete for a roster spot on a league team. Such roster spots are not guaranteed. Upon placement on a roster, a player candidate shall become a Player Member. Player Members shall have no rights, duties or obligations in the management or in the property of the league
- (2) **Honorary Members.** Any person may be elected as an Honorary Member by a unanimous vote of all the Directors present at any duly noticed meeting of the Board of Directors. Honorary Members shall have no rights, duties or obligations in the management or in the property of the league. A person may be both an Honorary Member and a Regular Member.
- (3) **Regular Members.** Any person eighteen years of age or older who is interested in furthering the objectives of the league may become a Regular Member upon payment of your player registration fees. A roster of Regular Members shall be maintained by the league Secretary. A parent/guardian becomes a regular member with one vote no matter how many children and or siblings are playing in the league.

Regular Members in good standing are eligible to vote at general Membership Meetings. All Officers, Directors, Committee Members, Managers, Coaches, Adult Volunteer Umpires, and other persons appointed to positions by the league must maintain membership in good standing.

Without a Player Playing in the League: A resident of Riverside, California who has an interest in being involved with the league with the intention to better serve their community, can apply to become a General Member at any time during the fiscal year. The application and payment (as determined by the board of directors) would have to be received at our league mailing address: Orangecrest Pony Baseball, Inc. 19069 Van Buren Blvd, Suite 114-424, Riverside, CA 92508
The Board of Directors will mail a confirmation of approval or denial within 90 days after receipt of the application.

The term "member" as used hereinafter shall mean a Regular Member unless otherwise stated.

Section 3

Term: all memberships shall expire on July 31st of each year, or a later date in the same fiscal year as determined by the board of directors.

Section 4

Other Affiliations

- (a) Members, whether Player, Honorary or Regular, shall not be required to affiliate with any other group or organization to qualify as members with the league.
- (b) Regular Members should not be involved in the promotion or operation of any other competing program to the detriment of the league. Whether such promotion or operation of another competing program is detrimental to the league shall be determined by the Board of Directors.

Section 5

- (a) **Suspension or Termination.** Membership may be terminated by resignation, non-renewal, or action of the board of directors, as follows:
- (b) Any member of any class may be suspended by two-thirds vote of the executive board without prior notice for a period of time as determined by the executive board.
- (c) Any player, manager, coach or umpire may be suspended by order of the league president without prior notice for a period of time as determined by the president and confirmed by the executive board.
- (d) The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting (quorum required), shall have the authority to discipline, suspend or terminate the membership of any Member of any class, including players, managers and coaches, when the conduct of such member is considered by two-thirds of the voting board to be detrimental to the best interests of the league. This includes public and social media disparagement of league board members, directors, or anyone involved in volunteering with the league.
- (e) Upon being terminated from Membership of any class of Member, the Member involved shall be given an opportunity to appear at the next meeting of the board of directors to answer to such charges. This request must be done in writing to any executive board member via email or direct text message.
- (f) The Board of Directors shall, in the case of a Player Member, give no less than forty-eight hours notice to the Player Member, his/her team manager, the appropriate Player Agent, and the Player Member's parent(s) or guardian(s), regardless of their membership status. Each of these persons shall be informed of the general nature of the charges and shall be given an opportunity to appear at the next meeting of the board of directors.

Section 6

Dues. Dues for Regular Members are part of your registration fees paid. They may be fixed or changed at such amounts as determined by the board of directors.

Article V: 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 2

Frequency.

- (a) A minimum of one General Membership meeting per fiscal year is required. In the event that the general membership meeting was not scheduled and the dates have passed, then the acting president can disclose on the website his reporting requirements.
- (b) A General Membership Meeting for the purpose of electing a new board of directors and conducting such other business as may be required shall be held each June or later month and day to be determined by the board of directors.

Section 3

Notice

- (a) Notice of each General Membership Meeting shall be delivered to each Member on one or more of the following manners: (1) personally; (2) in writing; (3) electronically; (4) web posting; or (5) posting of notice at all places of operation.
- (b) A Minimum of seven (7) days notice shall be given in advance of a General Membership Meeting.

Section 3

Quorum. At any General Membership Meeting, the presence in person or by absentee ballot of one-tenth (1/10) of the Members of the league shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

Section 4

Voting. Only Regular 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.

Section 5

Absentee Ballot.

- (a) An absentee Ballot shall be provided to any Regular Member who requests on at least seventy-two hours in advance of a scheduled General Membership Meeting.
- (b) Absentee ballots shall be properly completed and placed in a signed, sealed envelope. The envelope shall be provided to the Secretary of the league prior to the scheduled General Membership Meeting. The League Secretary shall then present all such absentee ballots to the Election Committee, which shall unseal and count the absentee ballots.
- (c) Any question regarding the validity of an absentee ballot shall be resolved by majority vote of the board of directors.

Section 6

Reporting

- (a) At the June annual General Membership Meeting, the League President shall report to the General Members the following information:
 1. The general condition of the league
 2. A general summary of the league's financial condition
 3. A brief summary of property acquired or sold by the league during the past fiscal year
 4. The number of persons who have been admitted to membership
 5. The number of players enrolled in the league's program
- (b) At the June annual General Membership Meeting, a copy of the league's most recent tax filing must be available for inspection by any member in good standing.

Section 7

Special General Membership Meetings

- (a) Special General Membership Meetings may be called by a majority of the board of directors
- (b) Special General Membership meetings may be called by any board member upon the written request of twenty-five percent of the general membership

- (c) A special board meeting must be called within fourteen days by the league Secretary upon receipt of written request of a majority of the league membership.

Section 8

Rules of Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except in circumstances wherein such conflict with the league's constitution.

Article VI: Board of Directors

Section 1

The authority to manage of the affairs of the league shall be vested in a Board of Directors.

Section 2

Number of Directors

The Board of Directors shall consist of no fewer than ten members and no more than twenty-one members.

Section 3

The Executive Board

Included among these board members shall be: (1) a President; (2) one or more Vice-President(s); (3) a Secretary; (4) a Treasurer; (5) one or more Player Agent(s); (6) an Umpire-in-Chief; (7) a Safety Officer; and (8) a Travel Select Division Director. Collectively, these positions shall be known as the "Executive Board."

Section 4

Other Board Positions

Other board members shall assume such positions and offices as shall be created by a quorum of the entire board from time to time.

Section 5

Multiple Offices

No board member shall hold more than one of the following offices: (1) President; (2) Vice-President; (3) Secretary; (4) Treasurer; (5) Player Agent; (6) Umpire-in-Chief; (7) Safety Officer; or (8) Travel Select Division Director. However, a board member holding one of these offices shall not be barred from holding any other board position.

Section 6

Election of Directors

- (a) At the June General Membership Meeting, the league membership shall elect up to twenty-one persons to the board of directors.
- (b) The election shall be conducted in one or more location(s) including the location of the General Membership Meeting wherein the league has played no fewer than twenty regular season games. The polls shall be open for no fewer than four hours between the hours of 8:00 am and 8:00 pm. The Election Committee shall count the ballots within twenty-four hours of the conclusion of the election. Each candidate shall be invited to attend the counting of the ballots.
- (c) Each voter shall be allowed to vote for up to twenty-one candidates.
- (d) The top twenty-one candidates receiving votes in the election shall be elected to the board of directors, regardless of the minimum number of votes received.
- (e) Those elected shall serve a term of one year, commencing on August 1st. Terms of office shall expire on July 31st. Elected board members can serve the board as long as they meet one or both of the following requirements: (1) you have your own child as a player member in the league, and(or) (2) your application for general membership has been approved and you have demonstrated that you have either provided or intend to provide a community service to this league and have shown or will show a history of improving the league for the betterment of its player members.

Section 7

Election Committee

- (a) Each year an Election Committee shall be established no later than April 30th or as determined by the board of directors.
- (b) The Election Committee shall consist of no less than three persons.
- (c) Members of the Election Committee shall be appointed by the League President and shall be approved by a simple majority of the board.
- (d) The Election Committee shall accept nominations for the up-coming election through at least May 31st.
- (e) Members may nominate themselves or others.
- (f) Non-members may not nominate candidates.

- (g) All candidates must be members in good standing as of May 31st.

Section 8

Board members-elect shall meet in July or at a later date as determined by the board of directors to select officers and board positions.

- (a) The league President shall be selected first by a vote of the directors-elect. The President shall be the director-elect receiving the most votes from his/her fellow directors-elect.
- (b) Upon election, the President-elect shall conduct the remainder of the meeting until such time as all Executive Board positions are occupied.

Section 9

Removal and Vacancies

- (a) A board member may be removed from office and a vacancy declared for any reason by a vote of no less than two-thirds of the board members.
- (b) Vacancies in the board of directors may be filled by a simple majority vote of the remaining board members.

Section 10

Board Meetings: Notice, Quorum & Agenda

- (a) Regular meetings of the Board of Directors shall be held as determined by the board of directors.
- (b) The President or the Secretary, or four directors by written notice given to the Secretary, may call a special meeting of the board of directors. In such case, the special meeting shall address only the matters for which the special meeting is called.
- (c) Notice of each board meeting shall be given verbally, electronically or in writing to each board member by the Secretary at least forty-eight hours before the appointed time of the meeting.
- (d) Forty-percent of the board of directors shall constitute a quorum. If a quorum is not present, no general business shall be conducted.
- (e) Only members of the board of directors may make motions and vote at meeting of the board of directors. However, the board may invite, admit and recognize guests for presentations and comments during board meetings.
- (f) The President shall not vote except in the instance of a tie.
- (g) The President shall count towards a quorum.
- (h) The President shall create an agenda for each meeting of the Board of Directors.
- (i) Any member of the Board of Directors shall have the right to have a matter placed on the agenda by providing notice to the President within twenty-four hours of the next meeting.
- (j) The agenda shall be posted on the league web site twenty-four hours prior to the next board meeting.
- (k) If necessary, later items may be added to the agenda.

Section 11

Meetings of the Executive Board

- (a) The Board of Directors may, by majority vote, delegate to the Executive Board, as defined in Article V, Section 3, the power to conduct such routine matters as the board of directors may see fit. The board shall set such limits on the power of the Executive Board to conduct business or approve expenditures as the board shall deem appropriate.
- (b) Eighty percent of the Executive Board shall constitute a quorum of the Executive Board.
- (c) Minutes of meetings of the Executive Board shall be presented to the full board of directors at the next meeting of the full board. Executive Minutes are NOT VIEWABLE by the public, Player, or General Member as they may contain sensitive and or detrimental information about anyone involved with the league. General Board Member meeting minutes are viewable only by the Board of Directors.
- (d) Actions taken by the Executive Board may be reconsidered, amended or reversed by a simple majority vote of the board of directors.

Section 12

Rules of Order

- (a) Robert's Rules of Order shall govern the proceedings of all meetings of the Board of Directors.
- (b) Robert's Rules of Order shall govern the proceedings of all meetings of the Executive Board.

Article VII: Duties and Powers of the Board of Directors

Section 1

Appointments.

- (a) The Board of Directors may create such offices or agents as it may deem necessary or advisable, and may prescribe the duties of each such office.

- (b) Such appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected or appointed to the board.

Section 2

President. The President shall:

- (a) Conduct the affairs of the league and execute the policies established by the Board of Directors.
- (b) Present a report on the condition of the league at an annual General Membership Meeting.
- (c) Communicate to the Board of Directors such matters as deemed appropriate and make suggestions for the operation of the league.
- (d) Investigate complaints, irregularities and conditions detrimental to the league and report on such matters to the Board of Directors.
- (e) In coordination with the Treasurer, prepare and submit an annual budget for the approval of the Board of Directors.
- (f) In coordination with the Player Agent(s), examine the application of each Player Candidate to assure age and residency eligibility.
- (g) In coordination with any others he/she sees fit, assure that each Player Candidate is given an equal opportunity to compete for participation in the program.
- (h) Perform other duties as required by this Constitution.
- (i) In order to qualify to be voted as President, you have to be a board member for a minimum of two consecutive baseball seasons.

Section 3

Vice President(s). The Vice President(s) shall:

- (a) Perform the duties of President in the absence or disability of the President.
- (b) Perform such duties as may be prescribed by the Board of Directors.
- (c) In coordination with the Club Team Director, assure that each rostered player is given an equal opportunity to compete for a position on any Club Team sponsored by the league.

Section 4

Secretary. The Secretary shall:

- (a) Be responsible for the recording of all activities of the local league, the Board of Directors, and the Executive Board.
- (b) Perform such duties as are herein specifically set forth for the Secretary, as well as any other duties set forth by the Board of Directors.
- (c) Maintain a list of all Player Members, Regular Members and Honorary Members.
- (d) Give notice as provided herein of all meetings.
- (e) Keep the minutes of all meetings of the General Membership, the Board of Directors and the Executive Board.
- (f) Conduct all correspondence not specifically assigned herein to other persons.
- (g) Certify election results as determined by the Election Committee and notify board members-elect of their election.
- (h) In the event a new director is appointed to fill a vacancy, notify said new member of his/her appointment.

Section 5

Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein described and all other such duties as are customarily associated with the office of Treasurer.
- (b) Receive all monies and securities and deposit same in a manner approved by the Board of Directors.
- (c) Keep records of the receipt and disbursement of all monies and securities of the league.
- (d) In coordination with the league President, prepare and submit an annual budget for the approval of the Board of Directors.
- (e) Prepare and file all appropriate tax returns, corporate filings, and other such things.

Section 6

Player Agent. The Player Agent Shall:

- (a) Record all player transactions and keep an accurate record thereof.
- (b) Receive and review all Player Candidate applications.
- (c) In coordination with the league President, examine the application of each Player Candidate to assure age and residence eligibility.
- (d) Maintain accurate and up-to-date team rosters.
- (e) Prepare team rosters for submission to chartering organization as required.
- (f) In coordination with the entire Board of Directors, conduct player try-outs and such player drafts as may be instituted by the Board of Directors.

Section 7

Safety Officer. The Safety Officer Shall:

- (a) Promote, through education and information, a safer playing environment,
- (b) Develop and implement a written safety plan.
- (c) Assure that the league maintains proper liability, accident, officers and director's insurance coverage.

Section 8.

Travel Select Division Director. The Travel Select Division Director shall:

- (a) Shall, with the approval of the Board of Directors, determine the number of outside Travel Teams to play in each season.
- (b) Shall, with the approval of the Board of Directors, determine the schedule and budget of each Travel Select Season.
- (c) Shall, in coordination with the Player Agent, assure that each rostered player has verified their age with Original or Copies of Birth Records.
- (d) Shall from time to time report on the condition of the Travel Select Team program to the Board of Directors.
- (e) Shall solicit teams to play under the Rules of Orangecrest Pony Baseball, Inc. and/or PONY Baseball and Major League Baseball Rules.

Section 9

Umpire-in-Chief. The Umpire-in-Chief shall:

- (a) Supervise the selection, training, scheduling and payment of all umpires.
- (b) Supervise any vendors selected to provide umpire services to the league.

Article VIII: Committees

Section 1

- (a) The Board of Directors may, by majority vote, create any such standing or temporary committees as a majority of the Board of Directors shall deem advisable.
- (b) The duties of such committees shall be determined by the Board of Directors however such committees shall have no authority to make financial decisions or to approve expenditures or to approve the sale of league properties or assets.
- (c) The size and schedules of such committees shall be determined by the Board of Directors.
- (d) Standing and temporary committees shall report their activities to the Board of Directors as required by the Board of Directors.

Section 2

- (e) Standing or temporary committees may be dissolved by a majority vote of the Board of Directors.
- (f) Committee members shall have no vote on matters before the Board of Directors unless such members are members of the Board.
- (g) The Board of Directors and /or its officers may not delegate to a committee any duty or obligation herein specifically assigned to another person or officer. This provision should not be interpreted to prohibit a committee and/or its members from assisting such persons or officers in the execution of such duties or obligation.

Article IX: Finance and Accounting

Section 1

Authority

- (a) The Board of Directors shall have sole authority over the finances of the league and it shall place all income in a general treasury.
- (b) All expenditures shall be made for the common good of the league and its members.

Section 2

Solicitations

- (a) The Board of Directors shall not permit the solicitation of funds in the name of the league unless all such funds so raised be placed under the control of the board of directors.
- (b) The use of licensed marks in the solicitation of funds shall be with the written approval of the owner of the mark.

Section 3

Disbursement of Funds

- (a) All disbursements shall be made with the approval of the Board of Directors
- (b) Proper records of all disbursements shall be maintained as prescribed by law.

Section 4

Deposits

All monies received shall be deposited as directed by the Board of Directors.

Section 5

Fiscal Year

The fiscal year of the league shall begin on January 1st and terminate on December 31st.

Section 6

Compensation & Debt

- (a) No director, officer or member of the league shall receive compensation, directly or indirectly, for services of a customarily volunteer nature rendered to the league. This provision shall not be interpreted to bar a director, officer or member from receiving compensation for services rendered or products supplied in a capacity outside that of director, officer or member.
- (b) The league President and/or Secretary is/are authorized to execute instruments that bind the league or create an obligation or debt, but only to the extent that the execution of such instruments has been approved by the Board of Directors.

Section 7

Distribution of Property upon Dissolution.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 [c] [3], Internal Revenue Code.

Article X: Amendments

This Constitution and Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the Executive Board and automatically approved by the general membership after these laws have been posted on a league website and/or Facebook page and/or distributed to the General Members via email or regular mail. After such public posting, the board would have to receive a written request from at least 25% of the general membership to motion for amendment, repeal, or alter this Constitution and Bylaws.

Article XI: Matters not Otherwise Covered

The Board of Directors shall decide all matters involving the interpretation or application of any provision of this Constitution, as well as all other matters not covered herein.

Article XII: Severability

Should any portion of this Constitution be deemed to be in violation of any statute or other public policy, or by any other means be determined to be unenforceable, the remaining provisions shall remain in effect.

Article XIII: Indemnification

Orangecrest Pony Baseball, Inc. agrees to pay all costs, expenses, and such reasonable attorney's fees as may be incurred by any board member(s). The Organization hereby agrees to indemnify and hold harmless all members of the Board of Directors who might collectively or individually while in the course of their activities as Board Members commit any act or omission thereby causing the board member to be made party to a suit, complaint, or administrative hearing pertaining to their conduct or tenure as a board member.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the acting Secretary of Orangecrest PONY Baseball, Inc.; and
2. That the forgoing Constitution, comprising nine (9) pages, including this certification, constitute the Constitution of said corporation as duly adopted by at least 80 percent of the Executive Board of Directors on the date as acknowledged below.

IN WITNESS THEREOF, I have hereunto subscribed my name this day of _____

_____, Secretary
Signature

Notary:

_____, Notary
Signature

Affix Seal: