Northern California Little League District Administrators Association, Inc. Constitution

ARTICLE I – PURPOSES

1.01 General Purposes

A. Northern California Little League District Administrators Association, Inc. (the "Corporation") is incorporated under the Nonprofit Corporation Law of the State of California (the "Act").

B. The Corporation is organized exclusively for charitable purposes and specifically to administer, guide, educate, support, and promote the policies, rules, regulations and guidelines (the "Little League Rules") of Little League Baseball, Inc. ("Little League") and, for such purposes, to make distributions to organizations chartered by Little League and that qualify as exempt organizations under Section 501(c)(3) and 501(a) of the Internal Revenue Code (the "Code" or the corresponding section of any future federal tax code.

C. The objectives of the Corporation are to:

   a. Facilitate cooperation among the Members for the benefit of all Little League participants in Northern California.
   b. Seek consensus among all Little League districts in Northern California on tournament hosting standards and for conduct of the Northern California Championship level of the Little League International Tournament (the "Nor Cal Tournament").
   c. Review changes in Little League Rules to promote a common interpretation and application of Little League Rules in Northern California.
   d. Act for the benefit of all participants in the Little League Baseball, Softball, and Challenger Programs

ARTICLE II – MEMBERS

2.01 CLASSES: There shall be the following classes of Members:

A. **Regular Member:** Any person actively serving in the capacity of District Administrator in Northern California. As used hereinafter, "Member" shall mean a Regular Member unless otherwise stated.
B. **Emeritus Member:** Any former District Administrator may be elected an Emeritus Member by majority vote of all Members present at any duly held meeting of the Corporation.
C. Advisory Member: Any person approved by a majority vote of the Members present at a duly held meeting of the Corporation, for the specific purpose of advising or consulting with the Board of Directors or the Membership on a specific project, or area of expertise.

Examples of an Advisory Member could include, but are not limited to, Umpire Consultant, Challenger Coordinator, Communication, Marketing, Safety, Website maintenance, and social media. The Duties and Authority of an Advisory Member shall be clearly delineated in a Role Description approved by the Members.

D. **Member Rights & Powers:** Any Regular Member shall be eligible to vote at meetings of the Corporation and serve on the Board of Directors. Emeritus and Advisory Members shall have no Rights or Powers in the Corporation and may not vote in Member meetings or serve on the Board of Directors.
E. **Good Standing:** Any Regular Member not in Good Standing by the date of the Annual Meeting: 1) is not eligible to serve as a Director; 2) may not make motions, seconds, or vote on any Association business; 3) may not make nominations or vote in any election, and 4) shall not host a state tournament, until the Member returns to Good Standing. Good Standing is defined as having paid all Association Dues or other Association assessments.

2.02 SUSPENSION OR TERMINATION:

A. A Member's term ends upon resignation, retirement, removal from their position as a District Administrator, or the end of their elected term as a District Administrator. An Advisory Member's term ends at the end of the fiscal year, or by resignation, retirement, completion of their specific project, or their removal or replacement by action of the Regular Members. An Emeritus Member's term ends upon their resignation, death, or removal by action of the Regular Members.
B. The Members, by a two-thirds vote of those present at any duly constituted Membership Meeting, shall have the authority to suspend or terminate the membership of any Member of any class, when the conduct of such Member is considered detrimental to the best interests of the Corporation and/or Little 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 and answer such charges. In the case of suspension or termination, the Member shall be automatically reinstated at the beginning of the following fiscal year, provided they are eligible to serve as a Member.

ARTICLE III – DUES & FISCAL YEAR

3.01 DUES: Member Annual Dues, if any, shall be recommended by the Board of Directors and approved by the Members at the annual meeting. The Board of Directors may establish a date when Member Dues are payable. Any additional or supplemental Member Dues may be recommended by the Board of Directors and approved by the Members at a duly constituted Member meeting, provided the subject of Member Dues is included in the notice of meeting or agenda.

3.02 FISCAL YEAR: The fiscal year of the Corporation shall begin on October 1 and end on September 30 of each year.

ARTICLE IV – MEMBERSHIP MEETINGS

4.01 ANNUAL MEETING: An annual meeting of the Members of the Corporation shall be held on the third Saturday in October, but the date may be changed to another day in October upon approval of the Board of Directors. The Members shall receive at the Annual Meeting, a report verified by the President and Treasurer or by a majority vote of the Board of Directors, showing:

A. The condition of the Corporation, presented by the President or his/her delegate.
B. A general summary of funds received and expended by the Corporation for the current fiscal year, the amount of funds currently in possession of the Corporation, and the name of the financial institution in which such funds are maintained.
C. The whole amount of real and personal property owned by the Corporation and where located.

At the Annual Meeting, the Members shall elect the members of the Board of Directors for the current fiscal year, approve the Corporation Budget for the current fiscal year, and may conduct such other business as is necessary for the operation of the Corporation. Only the Director positions whose term is ending in the current fiscal year are elected. Directors shall be elected for a specific role as defined in Article V. Directors shall assume their role immediately after election.

4.02 REGULAR MEETINGS: Regular meetings of the Members of the Corporation shall be held at a minimum, once yearly, for the purpose of establishing NorCal Tournament sites, approving Bylaws and policies including NorCal Tournament standards, for distribution of data related to the same, and to conduct any other business as is necessary for the operation of the Corporation. Regular meetings shall be held in the fall of each year, with the date, time, and place determined by the President and approved by the Board of Directors. The Annual Meeting will be considered a Regular Meeting, provided the agenda items specifically described in this section are concluded at the meeting.

4.03 SPECIAL MEETINGS: Special meetings of the Members of the Corporation may be called by the Board of Directors or by the Secretary or President, at their discretion. Upon the written request of a minimum of twenty percent (20%) of the Members, the President or Secretary shall call a Special Membership Meeting to consider the subject specified in the request. Any such Special Meeting shall be scheduled to take place not less than thirty (30) days after the request is received by the President or Secretary. No other business than that specified in the notice of the meeting shall be transacted at any Special Meeting of the Corporation.

4.04 NOTICE OF MEETINGS: Notice of each meeting of the Corporation 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.

4.05 QUORUM AND ADJOURNMENT: The presence in person, or representation by a designated Delegate, of a simple majority of the Members shall be necessary to constitute a quorum. Designated Delegates must be appointed in a notice sent to the Secretary by the Member prior to the meeting for the Delegate to be recognized and have voting rights at the meeting.

A. Withdrawal of a Quorum: The members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum

B. Adjournment for Lack of a Quorum: If a meeting cannot be organized because a quorum has not attended, those present may, except as provided in the Act, adjourn the meeting to such time and place as they determine.

C. Adjournment Generally: Any regular or special meeting may be adjourned for such period as the Members present and entitled to vote shall direct.

D. Other Action in Absence of Quorum: Those Members entitled to vote who attend a meeting of Members that has previously adjourned for one or more periods aggregating at least fifteen (15) days because of an absence of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notices states that those Members who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

4.06 RULES OF ORDER: The President, or in his absence, one of the following officers present in the order stated --Vice President, Secretary, Treasurer, a person chosen by the Members present -- shall act as Chairperson at all Member meetings. The Secretary or, in the absence of the Secretary, a person appointed by the Chairperson of the meeting, shall act as Secretary. The Board of Directors shall establish an agenda and decorum for all Member meetings

4.07 VIDEO & TELECONFERENCE: One or more persons may participate in a meeting by means of a video or conference telephone or similar communication equipment, provided all persons participating in the meeting can hear each other. The presence of a Member or appointed Delegate at a meeting under this Section 4.07 shall constitute the Member's presence in person.

4.08 ACTION BY UNANIMOUS CONSENT: Any action required by law or this Constitution to be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Members, and filed with the Secretary of the Corporation. An email or electronic consent shall be deemed the same as signed written consent.

ARTICLE V – BOARD OF DIRECTORS

5.01 AUTHORITY: The management of the property and affairs of the Corporation shall be vested in the Board of Directors.

5.02 DUTIES & 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, but only to the extent that the Board of Directors has been granted such power under this Constitution or the Bylaws, or by resolution of the Members.

The Board of Directors shall develop and recommend such Policies and Bylaws as it deems appropriate to implement the Purposes and Objectives of the Corporation, but any such Policies and Bylaws must be approved by the Members at a duly constituted Member meeting before becoming effective.

Nothing in this Section shall limit the Board of Directors' authority to manage the general business and operations of the Corporation, including but not limited to, incorporation, maintaining required government filings and reporting, financial management, filing taxes, selecting a depository institution, making purchases, paying expenses or other operations necessary to run the business of the Corporation.

The Board shall have the power to suspend or remove any Director or Officer or Committee Member if such Committee Member was appointed by the Board of Directors, by following the same process as outlined in Article II of this Constitution, however, any such Director, Officer or Committee Member removed or suspended shall not be automatically re-instated under provisions of section 2.02 B.

5.03 BOARD COMPOSITION: The Board of Directors shall consist of the following positions: President, Vice President, Secretary, Treasurer, Baseball Director and Softball Director. Only Regular Members may serve on the Board of Directors.

5.04 BOARD ROLES AND RESPONSIBILITIES:

A. President: The President shall:

1. Serve a two-year term and may not serve as President or Vice President immediately following his or her initial term.
2. Preside as chair of the Corporation at all Member and Director meetings.
3. Initiate actions needed to accomplish the objectives, policies and Bylaws of the Corporation as approved by the Members.
4. Present reports on the condition of the Corporation at each Annual Member Meeting.
5. Solicit from Members and Little League Baseball, Inc. topics to be included on Member meeting agendas.
6. Schedule and chair meetings necessary to facilitate the smooth and effective operation of the Corporation.
7. Communicate with District Administrators and Leagues hosting NorCal Tournaments to review responsibilities and NorCal Tournament standards approved by the Members
8. With the assistance of the Treasurer, prepare and submit an annual budget and financial reporting to the Corporation and be responsible for the proper execution thereof.
9. Represent the Corporation at Western Regional Headquarters on topics associated with our objectives.
10. Work closely with the Vice President to assure a smooth transition of Vice President to President.
11. Perform other duties and serve on committees as assigned by the Board of Directors.

B. Vice President: The Vice President shall:

1. Serve a two-year term as Vice President and upon the completion of such term, assume the role of President.
2. Perform the duties of the President in the absence or disability of the President.
3. Perform such duties as from time to time may be assigned by the Corporation or the Board of Directors

4. Oversee an annual audit of the financial reports, records, and bank statements of the Corporation, to be performed by a Finance Committee appointed by the Board of Directors, or a Certified Public Accountant appointed by the Board of Directors, and present a report on such audit at the Annual Member Meeting
5. Coordinate with NorCal Tournament hosts on the reporting of Tournament information.
6. Work closely with the President to assure a smooth leadership transition of the Board of Directors and the Corporation.
7. Perform other duties and serve on committees as assigned by the Board of Directors

C. SECRETARY: The Secretary shall:

1. Serve a two-year term and may be re-elected by the Members for subsequent terms without limit or restriction.
2. Be responsible for recording the activities of the Corporation and maintain appropriate files, mailing lists and necessary records.
3. Maintain a list of all Members of all classes and give notice of all meetings of the Corporation and Directors.
4. Maintain records of all constituent documents of the Corporation, including Articles of Incorporation, this Constitution, Bylaws, and Federal and State tax exemptions.
5. Keep the minutes of the meetings of the Corporation and cause them to be recorded in a book kept for that purpose.
6. Make and file all required filings with the State of California, including but not limited to Articles of Incorporation, Annual Registration with Registry of Charitable Trusts, and Statement of Information.
7. Maintain relationship with any Registered Agent for the Service of Process if such relationship is established by the Corporation.
8. Maintain a Post Office box or other mechanism for receipt of physical mail, and coordinate address changes with the Post Office and any state or federal agencies.
9. 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.
10. Notify all Members and Directors of meetings as required in this Constitution.
11. Work closely with the Board of Directors on all decisions that affect the Corporation.

D. **TREASURER:** The Treasurer shall:

1. Serve a two-year term and may be re-elected by the Members for subsequent terms without limit or restriction.
2. Receive all monies and securities, and deposit same in a depository approved by the Board of Directors
3. Maintain bank accounts and authorized signers with any depository approved by the Board of Directors
4. Keep records of the receipt and disbursement of all monies and securities of the Corporation.
5. Approve all payments from allocated funds and draw checks therefore in agreement with policies established in advance of actions by the Corporation.
6. Prepare an annual budget, under the direction of the President, for submission to the Regular Members at the first meeting of each fiscal year.
7. Prepare and file, or oversee the preparation and filing, of any required local, state, and federal tax returns.
8. Ensure the timely payment of all local, state, and federal taxes, if any.

9. Prepare a financial report for presentation to the Members at each meeting held, including the financial report at the Annual Member meeting, required by this Constitution.

E. **BASEBALL & SOFTBALL DIRECTORS:** The Baseball and Softball Directors shall:
   1. Serve a two-year term and may be re-elected by the Members for subsequent terms without limit or restriction.
   2. For their respective division of play (baseball or softball)
      a. Work as a liaison between the Corporation and Districts and Sections.
      b. Coordinate to confirm and report Section tournament host rotation for all age divisions of the Little League International Tournament. If no rotation plan exists for a Section, work with the Districts in that Section to establish procedures for timely selection of Section Tournament hosts and communicating the Section Tournament hosts to the Board of Directors
      c. Coordinate with Section Tournament hosts on the reporting of Tournament Information.
   3. Perform duties and serve on committees assigned by the Board of Directors.

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

5.06 MEETINGS & NOTICES: Regular meetings of Board of Directors shall be held at least once yearly, and on such other days as determined by the Board of Directors at their first meeting of the fiscal year and published to the Members of the Corporation on the Board of Directors Calendar and in the Minutes of the Board of Directors. Any Regular Member of the Corporation may attend a Regular or Special Meeting of the Board of Directors, except for a meeting considering the suspension, or removal of any Director, Officer, or Board Committee Member, which such meeting attendance shall be limited to the Directors and the person subject to the disciplinary meeting.

5.07 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the Secretary or President, at their discretion. Upon the written request of a minimum of twenty percent (20%) of the Directors, the President or Secretary shall call a Special Board Meeting to consider the subject specified in the request. Any Special Meeting shall be scheduled to take place not less than thirty (30) days after the request is received by the President or Secretary. No other business than that specified in the notice of the meeting shall be transacted at any Special Meeting of the Corporation.

5.08 NOTICE OF MEETINGS: Notice of each meeting of the Board of Directors shall be delivered personally, electronically or by mail to each member at the last recorded address at least seven (7) days in advance of the meeting, setting forth the place, time, and purpose of the meeting.

5.09 QUORUM AND ADJOURNMENT: The presence in person of a simple majority of the Directors shall be necessary to constitute a quorum.

A. Withdrawal of a Quorum: The Directors present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum

B. Adjournment for Lack of a Quorum: If a meeting cannot be organized because a quorum has not attended, those present may, except as provided in the Act, adjourn the meeting to such time and place as they determine.

C. Adjournment Generally: Any regular or special meeting may be adjourned for such period as the Directors present and entitled to vote shall direct.

D. Other Action in Absence of Quorum: Those Directors entitled to vote who attend a meeting of Directors that has previously adjourned for one or more periods aggregating at least fifteen (15) days because of an absence of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notices states that those Directors who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

5.10 RULES OF ORDER: The President, or in her/his absence, one of the following officers present in the order stated—Vice President, Secretary, Treasurer, a person chosen by the Directors present—shall act as Chairperson at all Board of Director meetings. The Secretary or, in the absence of the Secretary, a person appointed by the Chairperson of the meeting, shall act as Secretary. The President shall establish an agenda and decorum for all Director meetings

5.11 VIDEO & TELECONFERENCE: One or more persons may participate in a meeting by means of a video or teleconference or similar mechanisms, provided all persons participating in the meeting can hear each other. The presence of a Director at a meeting under this Section 5.10 shall constitute the Director's presence in person.

5.12 ACTION BY UNANIMOUS CONSENT: Any action required by law or this Constitution to be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors, and filed with the Secretary of the Corporation. An email or electronic consent shall be deemed the same as signed written consent.

ARTICLE VI – FINANCIAL MANAGEMENT

6.01 AUTHORITY OF THE PRESIDENT: Except as otherwise provided by the Board of Directors or Resolution of the Members, the President shall have the authority: to incur expenses within the overall limit of the annual budget and in accordance with the policies of the Corporation; to receive and disburse funds in order to carry out the policies and programs of the Corporation; to engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation; to maintain and operate the Corporation's assets; to recommend actions regarding staff, agents, independent contractors and accountants after consultation with the Board of Directors; and to enter into and carry out contracts and agreements and execute any and all documents or instruments and do and perform all such other things as may be in the

furtherance of the Corporation's activities and purposes or which are necessary or appropriate to the conduct of the Corporation's activities or purposes.

6.02 BANKS: All funds and securities of the Corporation shall be deposited from time to time to the credit of the Corporation in such financial institutions as the Board of Directors may select.

6.03 FINANCIAL STATEMENTS: It shall be the duty of the Treasurer to direct the annual preparation, presentation and submission of such financial statements as are necessary to inform the Board of Directors and Members as to the financial position of the Corporation and as may be required for submission to governmental agencies. The Treasurer not later than December 15 of each year shall deliver a financial report of the Corporation to Little League Baseball, Incorporated and to the Members in such detail as Little League Baseball, Incorporated may request. Upon demand of Little League Baseball, Incorporated, such financial statement shall be certified by a certified public accountant.

6.04 BUDGET: The annual budget of the Corporation shall be prepared and submitted to the Board of Directors for consideration and approval on or before the annual meeting of the Members. The President shall present the budget for approval by the Members at the Annual Meeting of the Members.

6.05 AUDITOR: The Board of Directors may appoint an auditor who shall be a certified public accountant or a firm of certified public accountants. The auditor shall have access to all books, papers, records and computer files as required. The auditor shall furnish the Board of Directors with such reports concerning the affairs of the Corporation as may be required. These reports shall be made accessible to the Members of the Corporation.

ARTICLE VII - LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

7.01 LIMITATION OF PERSONAL LIABILITY: A Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

A. The Director has breached or failed to perform the duties of his or her office; and

B. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

7.02 INDEMNIFICATION: The Corporation shall indemnify any natural person from liability arising by reason of their service as a Director, except as stated in Section 7.01. The Corporation shall have the power to purchase and maintain insurance on behalf of each person

who is a Director, officer, staff member or agent of the Corporation against any liability asserted against such person and incurred by such person in such capacity.

ARTICLE VIII – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed in the following order of priority: (a) In equal shares to the Northern California chartered Little League Baseball Leagues which are entitled to exemption from income tax pursuant to Section 501(c)(3) of the Code or, if there are none; (b) to Little League Baseball, Incorporated if it is then in existence and entitled to exemption from Federal Income Tax and pursuant to Section 501(c)(3) of the Internal Revenue Code. or if it is no longer in existence or so qualified, for one or more exempt purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the Federal government or to a state or local government for a public purpose as nearly as possible consistent with the purposes of Little League Baseball, Incorporated. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX – MISCELLANEOUS

9.01 REGISTERED OFFICE: The address of the initial Registered Office of the Corporation in the State of California is 2108 N St., STE N, Sacramento, CA 95816. The Board of Directors may alter the registered office of the Corporation from time to time. The Corporation may also have offices at other places as the Board of Directors may from time to time designate and as the business of the Corporation may require. The Board of Directors shall appoint and maintain a relationship with a California Registered Corporate Agent to maintain the Registered Office of the Corporation and to be the Corporation's Agent for Service of Process

9.02 CORPORATE SEAL: The corporate seal shall consist of a circular impression containing the name of the Corporation, the state of incorporation and the word "seal", in such form as shall be designated by the Board of Directors. Unless otherwise required by law or express provision of this Constitution, the use of the corporate seal shall not be necessary to the validity of any instrument.

ARTICLE X – AMENDMENTS

Except as prohibited by law, the Constitution and Bylaws of the Corporation may be altered, amended, or repealed, and new Constitution and Bylaws adopted by the vote of a majority of the Members present at a duly convened meeting of the Members.

This Constitution was approved by a majority vote of the Members at a duly constituted meeting of the Members on June 11, 2022, and amended by a majority vote of the Members at the Annual Meeting of Members, October 19, 2024.