

UPPER TOWNSHIP BASEBALL INCORPORATED

AMENDED BY-LAWS

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**Section 1. Board of Trustees:** The activities of the corporation shall be managed by the Board which consist of ten (10) trustees (the Board).

**Section 2. Vacancy on Board of Trustees:** If any vacancy occurs in the Board by death, resignation, failure, or otherwise, it may be filled by majority vote of the remaining Board at any regular meeting or at any special meeting called for that purpose for that person's term.

**Section 3: Nominating Committee:** The President shall, with the advice and consent of the Board, appoint a nominating committee of one or more trustees which shall recommend to the Board the name of persons to be nominated for election as trustees. The trustees shall be elected by the Board. At the first annual meeting in 2007 under these adopted by-laws, four trustees were elected for three year terms, three trustees were elected for two year terms and three trustees were elected for one year terms.

**Section 4. Annual Meeting Trustees:** The annual meeting of Trustees for the election of trustees and such other business as may come before the meeting shall be held in October of the new Fiscal Year, upon not less than 10 nor more than sixty days written notice of the time, place and purposes of the meeting at such time and place as shall be specified in the notice of meeting. The notice of meeting may be sent by regular mail or email. The Board may provide for additional regular meetings of the Board. The regular Board meetings may be held without notice by resolution adopted at any meeting of the Board.

**Section 5. Special Meetings of the Board:** Special meetings of the Board for any purpose or purposes may be called at any time by the president or by any three of the trustees. Such meetings of the trustees shall be held upon not less than 2 days notice given personally or by telephone or email, or upon not less than 4 days notice given by depositing notice in the United States mail, postage prepaid. Such notice shall specify the time and place of the meeting.

**Section 6. Waivers of Notice of Board Meetings; Adjournments:** Notice of meeting need not be given to any trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to conclusion of the meeting, the lack of notice to such trustee of such meeting. Neither the business to be transacted at, nor the purpose of , any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of an adjournment meeting need not be given if the time and place are fixed at

the meeting adjournment and if the period of adjournment does not exceed 10 days in any one adjournment.

**Section 7. Action Without Meeting:** The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, each trustee or committee member shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting.

**Section 8. Meeting By Telephone:** The board or a committee of the Board may participate in a meeting of the Board or such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

**Section 9: Quorum:** A majority of trustees shall constitute a quorum thereof for the transaction of business. The act of the majority of the trustees at a meeting at which a quorum is present shall be the act thereof except that any decision to commit funds of the corporation in excess of \$10,000 in any one year for a single item shall require a vote of a super majority of the Board consisting of 7 affirmative votes.

**Section 10: Committees of the Board:** The Board, by resolution approved by a majority of the entire Board, may appoint from among the trustees one or more committees, which shall have and may exercise the authority of the Board, except that no such committee shall:

- (a) Make, alter or repeal any by-law of the corporation;
- (b) Elect or appoint any officer or trustee, or remove any officer or trustee;
- (c) Make any grants or distributions of funds;
- (d) Amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may:

- (a) Fill any vacancy in such committee;
- (b) Appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the power of such absent or disabled members of a committee;
- (c) Abolish any such committee at its pleasure; or
- (d) Remove any members of such committee at any time, with or without cause.

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairman unless the resolution of the Board

establishing such committee designates the chairman, in which case, in the event of a vacancy in the chairmanship, the Board shall fill the vacancy.

Actions taken at a meeting of any such committee shall be kept in a record of its proceedings which shall be reported to the Board at its next meeting following such committee meeting, except that, when the meeting of the Board is held within 2 days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

**Section 11. Compensation:** Neither trustees nor officers shall receive any fee, salary or remuneration of any kind for their services as trustees and/or officers, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

**Section 12. Officers:** In November, following the annual meeting in October, the Board shall elect a president, a treasurer, a secretary and such officers as it shall deem necessary. Any two or more offices may be held by the same person but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these by-laws to be executed, acknowledged or verified by two or more officers. The Board, by resolution adopted by a majority of the entire Board, may remove any officer, with or without cause. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the following duties and authority:

- (a) The President shall be Chief Executive Officer (CEO) of the corporation, shall have charge and supervision over the responsibility for the affairs of the corporation, and shall preside at all meetings of the members and at all meetings of the Board. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the president. The president may enter into and execute in the name of the corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. The president shall have the general powers and duties of management usually vested in the office of the president of the corporation. The president may delegate from time to time to any other officer, any or all such duties and authority. The president is the representative of the corporation to the Recreation Committee of Upper Township, New Jersey.
- (b) The Vice President, if elected, shall have such duties and possess such authority as may be delegated to the Vice President by the President.
- (c) The Treasurer shall have the custody of the funds and securities of the corporation and shall keep or cause to be kept regular books of account for the corporation. The treasurer shall perform such other duties and possess such

other powers as are incident to the office or as shall be assigned by the President of the Board. The Treasurer will present the financial status of the organization at all regularly scheduled meetings or at the request of the Board. All checks must be signed by 2 officers.

- (d) Assistant treasurer, if elected, shall have such duties and possess such authority as may be delegated to them by the treasurer.
- (e) The Secretary shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the seal of the corporation and shall perform such other duties and possess such power as are incident or as shall be assigned by the President or the Board.
- (f) Assistant secretaries, if elected, shall have such duties and possess such authority as may be delegated to them by the secretary.

**Section 13. Force and Effect of By-Laws:** These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act and the Certificates of the Incorporation as they may be amended from time to time. If any provision of these by-laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

**Section 14. Amendment to By-Laws:** These by-laws may be altered, amended, or repealed by a vote of 70% of the Board. Written notice of any such by-law change to be voted upon the Board shall be given not less than 10 days prior to the meeting at which such changed shall be proposed.