Branchburg Baseball Club

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CONSTITUTION AND BY-LAWS
Established 11/92, amended 1/98, 9/01, 1/06, 1/12, 8/14 and 9/15

Article I – ORGANIZATION

The organization shall be known as the Branchburg Baseball Club, Inc. (or BBC or The Club or The Corporation), a not for profit organization.

Article II – OBJECTIVE

The objective of the Branchburg Baseball Club is to teach the fundamentals of baseball and softball to the youth of Branchburg and to provide them a safe and enjoyable playing experience under good leadership in an atmosphere of community participation. In addition to the skill development and overall enjoyment, the intention of the program is to foster the ideals of good sportsmanship, teamwork, discipline, self-confidence and respect for authority.

The Club will do everything necessary, suitable or proper for the accomplishment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of or connected with the purposes, objects or powers set forth in the Certificate of Incorporation filed with the State of New Jersey and in general, to carry on any of the activities and to do any of the things herein set forth to the same extend and as fully as natural person or partnership might or could do, provided that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, power, or to do any act or thing, forbidden by law to a not for profit corporation organized under the laws of the State of New Jersey.

ARTICLE III – MEMBERSHIP

1. ELIGIBILITY

Any person sincerely interested in active participation to affect the objective of the Branchburg Baseball Club may apply to become a member.

2. CLASSES

There shall be the following classes of Members.

(a) Player Members: Any player candidate, who resides within the boundaries of Branchburg Township or is otherwise approved for participation by the Board of Directors, shall be eligible to compete at the appropriate age level but shall have no rights, duties or obligations in the management or in the property of the Branchburg Baseball Club.

(b) Regular Members: Any person actively interested in furthering the objectives of the BBC may become a regular member.

(c) Voting Members: A voting Member shall be an adult with a minimum age of 18 years, who has attended three (3) out of four (4) consecutive regular meetings, including the meeting on the evening of the vote. All voting members as determined by the prior by-laws, with attendance at any three (3) meetings during the year shall be grandfathered as a voting member and shall remain a voting member until he or she loses his or her voting privileges as stated in Article III, Section 2(d). All voting privileges shall be restored as set forth in Article III, Section 2(d).

(d) If a voting member is, absent from three (3) consecutive meetings his/her voting privileges as a member of the League shall be suspended and he/she shall no longer be in good standing. A member's voting privilege may only be restored by attending two (2) out of four (4) consecutive meetings.

3. SUSPENSION OR TERMINATION

Membership of any class may be terminated by resignation or action by the Board of Directors.

(a) The Board of Directors 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 BBC.

(b) Action taken by the Board of Directors to discipline, suspend or terminate the membership of any member shall only be taken pursuant to the following procedures:

1. All measurable efforts have been made to settle the situation through informal discussion or resolution.

2. The matter has prompted the call for fact gathering.

3. The Board has provided written notice to the member whose conduct is at issue and has provided the member an opportunity to appear before and be heard by the Board of Directors or the membership, as he/she prefers.

4. Not less than a two-thirds majority of the Board approves of the action to discipline, suspend or terminate the membership of the member.

5. Communication of this suspension or termination to be communicated at the next Monthly Membership Meeting.

(c) A two-thirds majority of the voting members may overturn any action by the Board of Directors to discipline, suspend or terminate the membership of any member.

(d) A person whose membership has been terminated may apply to the Board and Voting Members for reinstatement to the membership after one year and shall be reinstated if a majority of the Board and voting members approve.

(e) The League Commissioner shall, in case of the 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 advisor, with the player before the League Commissioner and the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation for the current season.

4. DUES AND REGISTRATION FEES

(a) Dues for members may be fixed at such amounts, as the Board of Directors, shall determine prior to the beginning of any membership period.

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

(c) A reasonable League Registration fee, as determined by the budget, may be assessed as a parents' obligation to assure the operational continuity of the BBC. However, no child shall be excluded because of the liability of the child's family to pay a fee, and the Board as appropriate shall approve a waiver of the fee.

(d) Upon the registration of any club member, in addition to any fees or dues stated above, an amount to be determined each year by the Board will be collected as a work bond. The intent of this work bond is to give the parents or guardians of club members the opportunity to help defray club expenditures by providing at least four (4) hours of their time to perform various club duties. The work bond will be administered as follows:

1. It will be collected with all other registration fees as part of each member's application for registration.

2. If the parent or guardian of each member does not provide at least four (4) hours of service to the club, the work bond is forfeited for that year. The following year's application would require that parent or guardian to pay for another work bond. The parent or guardian will be given the option at registration to notify the club if they know in advance that they will not be fulfilling the work bond requirement during the year. In this case, the club will be entitled to use the work bond funds immediately. The following year's application would require the parent or guardian to pay for another work bond.

3. If the parent or guardian does provide the required service, the work bond amount will automatically carry over to the following year unless requested by the parent or guardian in writing to be refunded. Refund requests must be made in writing before the end of the following year's registration period. The application will be used to notify the members of their refund rights.

4. If that child does not register for the following year, the club will only be responsible for issuing a refund if requested in writing by the parent or guardian prior to the end of the following year's registration period. The application will be used to notify the members of their refund rights.

5. The club before the close of the fiscal year will pay all refund requests made in writing.

ARTICLE IV – MEETINGS

1. REGULAR MEETINGS

   (a) The BBC shall hold regular meetings on the third (3rd) Wednesday of January, March, May and September. Meetings during all other months will be optional and if determined to be necessary will be announced in advance to the general membership.

2. BOARD OF DIRECTORS MEETINGS

   (a) The Board of Directors shall hold a board meeting at least one week prior to the regular monthly meeting unless otherwise designated.

   (b) Special meetings of the Board of Directors may be called by the President for cause or at the request of three (3) members of the Board, at least three (3) days prior to the day of the proposed meeting, stating the purpose of the said meeting.

   (c) An officer or member of the Board of Directors who misses three (3) consecutive Board of Directors meetings shall be subject to termination from office by the Board of Directors, requiring a majority vote.

3. SPECIAL MEETINGS

   (a) A special meeting of the regular members may be called by the Board of Directors for cause upon giving notice, at least three (3) days prior to the day of the proposed meeting, stating the purpose of the said meeting.

   (b) A special meeting may be called by a written request signed by at least ten (10) voting members and directed to the Board of Directors.

4. ANNUAL MEETING

   (a) The annual meeting shall take place at the regular monthly meeting in September of each year.

(b) The primary purpose of the annual meeting shall be for the annual election of officers and the presentation and approval of the financial statement for the previous fiscal year.

5. ORDER OF BUSINESS

(a) Regular meetings and Board of Director Meetings shall have the following:

1. Call to Order
2. Roll Call of Officers and Board Members
3. Reading of the Minutes from the previous meeting
4. Treasurer's Report
5. Bills of Communications
6. Report of Committees
7. Unfinished (old) business
8. New Business and proposals
9. Goods and Welfare
10. Adjournment

(b) Special Meetings: The order of business for a special meeting shall be limited to discussion of the business for which the meeting has been called.

6. RULES OF ORDER

Robert's Rules of Order shall govern the proceedings of all meetings, except where it conflicts with these by-laws. A copy of Robert's Rules of Order shall be in the possession of the Secretary at all BBC meetings. RONR [10th ed.], p. 15, l. 17-25; p. 561-62, 569) as its guideline for all business meetings.

ARTICLE V – BOARD OF DIRECTORS

1. BOARD STRUCTURE

(a) The Government of the League shall be under the direct supervision of the Board of Directors.

(b) The Board of Directors shall consist of the following members: President, Vice President, Secretary, Treasurer, Business Agent, Softball Director, Umpire in Chief, and Travel Director. The term of office for all elected officers shall be one (1) year. The elected members of the Board of Directors shall appoint appointed members, known as "Trustees" and serve a term of five (5) years, which begins concurrently with the term of elected members (month of September). A Trustee will remain for the length of the term unless they resign or are replaced by the Board of Directors. In the event a Trustee is replaced prior to the end of the five-year term, the replacement trustee will serve the balance of the term. There will be three (3) appointed Trustees, each with an equal vote in matters concerning the Club.

(c) The Board of Directors shall have the power to appoint members to the standing committees as provided for in Article VI.

(d) The Board of Directors may adopt such rules and regulations consistent with the by-laws as may be necessary for the conduct of its meetings and the management of the League. Except as otherwise provided in the by-laws, all matters concerning the policy and procedures of the League shall be decided by a majority vote of a quorum of the Board of Directors and be binding upon the league.

(e) The members of the Board of Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors shall have been duly elected and qualified.

(f) A majority vote of the voting members present at a regular meeting may petition the Board of Directors to review a decision. A full report of said review is to be presented to the body at the first regular meeting following the Board of Directors meeting.

(g) A quorum of the Board of Directors shall consist of five (5) members.

(h) The Vice President shall fill any vacancy in the President's office. Vacancies in other offices shall be filled by election by the voting members within the next two meetings.

(i) There are certain events that are scheduled during the year such as Park set-up/cleanup, opening day, all-star night, and the BBC annual tournament. There are also events that the BBC may be inclined to host, such as district or state tournaments sanctioned by Babe Ruth baseball. These events are considered to be BBC board sponsored events. That is in addition to the job specific duties put forth in each board position's job description, each member is expected to be an active participant and assist in the facilitation of each event.

(j) If deemed necessary, the Board of Directors may choose to appoint a member to the position of Field Maintenance Director. The Field Maintenance Director will report directly to the President and will have the following responsibilities:

1. The Field Maintenance Director shall be responsible for the overall playability of all fields, playing field maintenance (mounds, infield dirt, outfield grass) and playing field equipment (wind screens, tarps), working with the Business

Agent, as needed, to acquire field equipment and supplies, storing field equipment and supplies (gators, rakes, liners, lime, etc.) and supporting the President in capital project oversight.

2. The Field Maintenance Director shall coordinate and be responsible for the activities of the following committees: Field Maintenance Committee

(k) If deemed necessary, the Board of Directors may choose to appoint a member to the position of Tournament Director. The Tournament Director will report directly to the President and will have the following responsibilities:

1. The Tournament Director shall be responsible for the organization and scheduling of the annual Branchburg Baseball Tournament. Updates on tournament-related items should be made known at general membership and executive Board of Directors meetings as needed.

2. The Tournament Director shall interface with the UIC and BA regarding areas of umpires, rules, uniforms and equipment and communicate such information to the competing tournament teams.

3. The Tournament Director shall coordinate and be responsible for the activities of the following committees: Tournament Committee.

4. Based on the size of the tournament, the Tournament Director shall be allocated funds not to exceed $4500 per tournament for staffing purposes.

2. DUTIES OF OFFICERS

(a) PRESIDENT

1. The President shall preside at all regular and special meetings of the Club and the Board of Directors.

2. The President shall enforce the by-laws. He/she shall conduct the affairs of the league and execute the policies established by the Board of Directors.

3. The President or the President's appointed representative shall act as the League Representative at all meetings of the Branchburg Recreation Committee.

4. The President shall coordinate and be responsible for the activities of the following committees: Fundraising and Sponsorship Committee, Events Committee.

(b) VICE PRESIDENT

1. During the absence and/or inability of the President to render and perform his/her duties or exercise his/her powers, as set forth herein, or in the act under which this League is organized, the same shall be performed and exercised by the Vice

President. When so acting, he/she shall have the powers and be subject to all responsibilities hereby given to or imposed upon such President.

2. The Vice President shall act as liaison between Babe Ruth headquarters and the Branchburg Baseball Club.

3. The Vice President shall coordinate and be responsible for the activities of the following committees: Player Draft Committee, League Commissioners / Coordinators.

(c) TREASURER

1. The Treasurer shall keep records for the receipt and disbursement of all monies and securities for the League, approve all payments from allotted funds and draw checks therefore. All checks shall be co-signed by the President or Vice President.

2. The Treasurer shall have the current year's financial records at all meetings.

3. The Treasurer shall oversee all financial and business operations of concession stand.

(d) SECRETARY

1. The Secretary shall be responsible for recording the activities of the League and maintain appropriate files, mailing lists and necessary records. The Secretary shall also maintain all rules and policies adopted by the Board of Directors.

2. The Secretary shall maintain a list of all voting members, directors and sub-committee members and give notice of all meetings of the League, the Board of Directors and sub committees.

3. The Secretary shall keep the minutes of the general and special meetings of the members and the Board of Directors and distribute copies of said minutes at the next meeting. The meeting minutes shall include the list of all members attending the meetings.

4. The Secretary shall also coordinate all club matters involving insurance, coordinate and be responsible for registration, coordinate Picture Day scheduling and distribution of pictures, be responsible for coordinating with commissioners the selection of All-Star teams and shall communicate to the membership events such as the annual Rutgers Safety Class.

5. The Secretary shall coordinate and be responsible for the activities of the league website

(e) BUSINESS AGENT (also referred to as BA)

1. The Business Agent shall coordinate and be responsible for the activities of the following committees: Uniforms, Equipment & Awards Committee.

(f) UMPIRE-IN-CHIEF (also referred to as UIC)

1. The Umpire-in-Chief shall coordinate and be responsible for the activities of the following committees: Umpire Selection and Training Committee.

(g) SOFTBALL DIRECTOR

1. The Softball Director shall represent softball on the following committees: League Commissioners/Coordinators Committee.

(h) TRAVEL DIRECTOR

1. The Travel Director shall be responsible for the creation, coordination and implementation of a travel program within the club that shall include but not be limited to formalized tryout processes, scheduling and coordination of tryouts, formalized performance based player evaluations, compliance with appropriate league and tournament regulations and the establishment of a Travel Evaluation Committee. The latter shall include a managerial and coach's approval process to be conducted on a yearly basis by the Executive Board.

2. The Travel Director shall interface with the UIC and BA regarding areas of umpires, rules, uniforms and equipment and communicate such information to the travel managers.

3. The Travel Director shall coordinate travel team league placement and communicate with managers regarding schedule and rules, and provide mentorship to new and existing coaches and families in the travel program.

4. The Travel Director shall provide a mid-season travel report to the Board of Directors. The report should include feedback from parents about coaching techniques and overall perception of the travel program.

5. The Travel Director shall coordinate and be responsible for the activities of the following committees: Travel Evaluation Committee.

ARTICLE VI – COMMITTEES

1. League Commissioners/Coordinators Committee

2. Travel Evaluation Committee

3. Tournament Committee

4. Draft Committee

5. Fundraising and Sponsorship Committee

6. Events Committee

7. Uniforms, Equipment & Awards Committee

8. Umpire Committee

9. Field Maintenance Committee

10. Player Development Committee

All committees shall consist of a chairperson and as many members as may be deemed necessary by the chairperson.

The Committee chairperson shall not be nominated by the officer who supervises that Committee. That nominee shall be approved by the majority vote of the Board of Directors.

The appointments shall be for a period of one (1) year to coincide with the terms of the elected Board of Directors. All appointments and committee members will be governed by the elected Board of Directors and may be removed by a majority vote.

The Board of Directors shall create ad hoc Committees, as it deems necessary.

1. LEAGUE COMMISSIONERS/COORDINATORS COMMITTEE

The Vice President shall nominate a commissioner (or coordinator) for each league. The nominee shall be approved by the Board of Directors, to serve a one (1) year term. Commissioners will be evaluated at the end of each season, by the Board, and may be considered for future nominations based on their performance and evaluation. League Commissioners for each league shall have the following duties and responsibilities.

(a) Conduct annual draft, coordinate scheduled games and make arrangements for date of make-up games.

(b) Will be in charge of their respective league and keep player and team rosters.

(c) Review and attempt to resolve all appeals and protests involving players, managers and or/games played within the respective league. If a matter cannot be resolved, the Arbitration Committee, if deemed necessary by the Board of Directors shall review it.

2. TRAVEL EVALUATION COMMITTEE

The Travel Evaluation Committee shall have the following duties and responsibilities:

(a) The committee shall interview and investigate prospective managers and recommend acceptable candidates to the Board of Directors.

(b) Will investigate all tournaments and report to the Board the cost, requirements, dates and other important information needed to decide which tournaments to enter.

(c) The committee shall specify and publish criteria for the selection process.

(d) Committee shall assign an independent rating team to assist in team selection. The manager will have input in selecting the players for the team. The final decision, however with respect to player selection shall be with the Board of Directors.

(e) All evaluations shall be reviewed by the Board of Directors.

(f) A travel team manager, as selected by the BBC Board, shall perform their duties for a one year term or until the BBC Board selects a new manager for that age group. Travel team manager candidates must apply every season.

3. TOURNAMENT COMMITTEE

The Tournament Committee shall have the following duties and responsibilities:

(a) Shall be responsible for the coordination and management of the annual summer tournament and all related activities including but not limited to: advertising, communications, meeting coordination, Township liaison and interacting with all other club committees (i.e. Concessions, Tournament Operations, Umpires, Field Maintenance, etc.)

4. DRAFT COMMITTEE

The Draft Committee shall have the following duties and responsibilities.

(a) Prepare for the annual draft for each league.

(b) Organize and conduct the draft for each league.

(c) Establish the criteria to be used in selection of players (i.e. evaluation from previous year)

5. FUNDRAISING AND SPONSORSHIP COMMITTEE

The Committee shall be responsible for organizing, supervising and investigating all options for fundraising for the club.

6. EVENTS COMMITTEE

The Committee shall be responsible for organizing and bringing to a satisfactory conclusion all special events, as suggested by the league committees. The three major events for which this committee is responsible are:

- Opening Day Parade
- All-Star Night and Celebration

- Pony League All-Star Game

7. UNIFORMS, EQUIPMENT & AWARDS COMMITTEE

The Uniform, Equipment & Awards Committee shall be responsible to report to the Business Agent on uniforms, equipment and awards for the leagues and have the following duties and responsibilities:

(a) Provide complete inventory on uniforms for each league.

(b) Submit recommendation as to the needs for new uniforms.

(c) Shall secure a minimum of three (3) bids on needed uniforms and make recommendations for purchase approval by the Board of Directors.

(d) Distribute and collect uniforms, be responsible for repairs, cleaning and storage at the end of the season.

(e) Provide complete inventory on equipment for each league.

(f) Submit recommendations as to needs for new equipment.

(g) Shall secure minimum of three (3) bids on needed equipment and make recommendations for purchase for approval by the Board of Directors.

(h) Shall distribute all supplies and equipment, and be responsible for repairs, reconditioning, cleaning and storage at end of season.

8. UMPIRE COMMITTEE

The Umpire Committee shall have the following duties and responsibilities:

(a) There shall be two (2) Directors recommended and approved by the Board of Directors.

(b) It shall establish and publish criteria for the selection of umpires.

(c) It shall recruit, interview and recommend the appointment of staff umpires for Board Review. Each appointment shall be for one (1) year.

(d) It shall keep umpires current on all league rules.

(e) It shall submit a budget for uniforms and salary for approval by the Board of Directors.

(f) It shall be responsible to see that proper uniforms and equipment are worn by all umpires at all games.

(g) It shall prepare an evaluation form to be completed by all managers.

9. FIELD MAINTENANCE COMMITTEE

The Field Maintenance Committee shall have the following duties and responsibilities:

(a) The Committee shall provide a liaison between the BBC and the Branchburg Township Department of Public Works.

(b) The Committee shall address the immediate needs and conditions to make fields safe and playable.

10. PLAYER DEVELOPMENT COMMITTEE

The Committee shall have the following duties and responsibilities:

(a) Through various means, assess club player development needs and areas for improvement.

(b) Using such assessments and various resources, compile and initiate a comprehensive developmental program and aids including but not limited to: purchase of new equipment, expert instruction, club sponsored developmental clinics and partnership with local sports facilities that promote and provide player development programs to help players learn the game safely and properly.

ARTICLE VII – SELECTION AND RESPONISBILITIES OF MANAGERS AND COACHES

1. The BBC endeavors to attract any qualified person to serve as managers and coaches for all teams. All coaches must attend and be certified by the Rutgers Youth Sports Clinic or similar program that is recognized by the State of New Jersey and Township of Branchburg. In such a capacity and so that one may fully understand the nature of such a commitment, the following summary of responsibilities have been prepared to assist in preparing for a role as manager or coach.

(a) The managers are responsible for the organization of their team. They shall ensure that their team is prepared for all games and that all youth receive copies of schedules, special events and announcements.

(b) They are responsible for the conduct of themselves and their team (including parents and guests) at all times during their games, practices and other affairs.

(c) They are responsible for the physical wellbeing for the children and must discourage horseplay and other dangerous activities.

(d) They are responsible for keeping themselves and their team informed of the League activities via regular attendance at membership meetings or through other means (i.e. website, etc.)

(e) They are responsible for distributing uniforms and equipment at the beginning of the season, collecting them at the end of the season, and returning the uniforms and equipment to the BBC when directed.

(f) They are responsible for informing all parents of League activities.

(g) They are responsible for assisting the League in various activities such as fundraising, Opening Day prep, end of season clean-up, etc.

(h) They are required to attend a yearly meeting as deemed necessary by the club (first aid, coaches' clinic, etc.) so that he/she might be better prepared to meet an emergency should one occur.

(i) They are required to attend the instructional clinic held for managers and coaches.

(j) They are required to maintain their team's equipment in good order and ensure the proper treatment of the equipment by the children.

(k) They are expected to conduct themselves in a sportsmanlike manner at all times. Foul or abrasive language, smoking on the field or in the dugout and consuming alcoholic beverages at or prior to games is strictly prohibited.

(l) They are expected to be conversant in the rules and regulations covering Little League Baseball / Babe Ruth Baseball / Cal Ripken Baseball, utilizing rulebooks, clinics and umpire meetings as made available to assist them in this endeavor.

(m) They are responsible to hold regular team practices both prior to and subsequent to the start of the playing season.

(n) Conducting a team meeting with parents and team members before pre-season practices.

(o) Each manager should select a maximum of four (4) certified and approved coaches for their team with the intent on having three (3) coaches maximum in the dugout at any one time. The manager must notify the Board of Directors of the selections prior to any participation with ballplayers. All coaches, in-town or travel, must be approved by the Board of Directors.

(p) Managers shall be solely responsible for the selection of their team as prescribed by the draft rules.

(q) They may call practice or hold competitive games when and where they deem fit, providing it is with teams in the same age group and within the boundaries of the organization and insurance guidelines and coverage dates. If he/she wishes to play a team from outside of said boundaries, he/she must receive permission of the organization giving the names of teams, date and place to be played. This does not include travel teams who are asked to do so only when playing in out of state leagues or tournaments, which shall require Board approval. The BBC shall provide practice

sites for pre-season practices in accordance with Township field allocations and scheduling.

(r) The manager is responsible to ensure that only rostered players may be in uniform during any league games. Anyone not officially connected with the team shall not be allowed within the boundaries of the playing field, with the exception of the umpires. Each team shall have no more than a manager and three (3) approved coaches on the field or in the dugout during any one game.

(s) They may penalize a player for any unsportsmanlike conduct or continued disrespect. Any manager may discipline a player temporarily for unsportsmanlike conduct prior to/or during a game and must notify the opposing team manager and the umpire of this action. If formal disciplinary action is required, the grievance procedures shall be followed.

ARTICLE VIII – ELECTIONS AND APPOINTMENTS

1. The election of Board members shall be held at the September meeting of the BBC members and in September of all subsequent years.

2. Any voting member may nominate any voting member, including himself or herself, to stand for election to a Board of Director position. Nominations will be requested after the June General Membership Meeting and accepted through a defined period per communication to the voting members (prior to the annual election). The slate of nominees shall be presented to the membership at the September meeting of the Branchburg Baseball Club members and to voting members in August for all subsequent years. No nominations shall be accepted after the notification to voting members prior to the annual election. Candidates shall be provided the opportunity to speak to the membership at such annual meeting. If approved by the Board of Directors, any member in good standing can be nominated for a position on the Board. Only voting members may vote.

3. The election shall be conducted by written ballot at the annual meeting. Ballots shall be distributed to only voting members by the Secretary. The Secretary in front of the general membership shall count ballots. A plurality shall decide all elections.

4. Newly elected officers shall commence their duties immediately following their election to office. Appointed officers, known as Trustees need to be a former Board of Director to qualify for appointment. Current elected members of the Board cannot be appointed as a Trustee. The current Board of Directors elected members, by a majority vote, can appoint a Trustee.

5. An elected Board member may be recalled prior to the end of his/her term only in the following manner:

   (a) A written recall petition is filed with the Board containing the signatures of twenty (20) percent of the Branchburg Baseball Club members.

(b) The Secretary notifies all voting members in writing of a special recall meeting, to be held at least ten (10) days after such notice is mailed.

(c) A recall vote may only be held if fifty (50) percent of the voting members are present.

(d) The recall motion is approved by not less than two-thirds of the members present at the special recall meeting.

(e) The recall motion is defeated if the vote is not approved or the special quorum does not attend.

6. An appointed member (trustee) who resigns can be replaced with a qualified candidate, who is appointed by the majority vote of the elected Board of Directors at any meeting of the Board of Directors.

   (a) Removal of any trustee can be accomplished during a meeting of the entire Board of Directors (elected members and appointed members). Any trustee can be removed from the Board of Directors by a vote of seven (7) out of ten (10) members.

ARTICLE IX – FINANCIAL AND ACCOUNTING

1. The Treasurer is the financial custodian of all club funds. All monies raised by and/or for the benefit of the BBC shall be entrusted to the Treasurer.

2. The treasurer shall deposit all monies received by the BBC in such banks as designated by the Board of Directors immediately upon receipt.

3. The fiscal year shall begin September 1st and end August 31st.

4. All payment of funds shall be by check. All checks shall be signed by the treasurer and co-signed by the President or Vice President.

5. All expenditures shall require a documentation of indebtedness – a voucher or receipt acceptable to the Treasurer and President. All documentation shall be retained by the Treasurer for the annual audit.

6. The Treasurer shall prepare a monthly statement for all financial matters of the BBC. The statement shall be submitted to the membership and approved as part if the monthly meeting's minutes.

7. The treasurer shall prepare an annual budget for review and approval by the Board of Directors in their October Board Meeting. It shall then be presented and voted upon by the voting members at the January meeting.

8. The Board of Directors may appoint a financial board of three (3) or more members to investigate ways and means of special financing or extraordinary fundraising requirements. The treasurer or business agent must be an ex-officio member of the Financial Board.

9. The Board of Directors may, if necessary, (a) appoint an auditing committee consisting of at least one Board member and two (2) other voting members (all signatories of checks are not eligible) or, (b) obtain the professional services of a certified public accountant, to review financial statements of the club.

    (a) The Auditing Committee shall review all the BBC's financial records and expenditures prior to the annual meeting. The committee shall submit a letter of approval of all fiscal activities of the BBC and make any recommendations they deem appropriate. If the Auditing Committee cannot submit the letter of approval, it shall meet with the Board of Directors to resolve any questions it may have. If approval is still not forthcoming, the Auditing Committee shall take their findings to the voting members for their approval of the next appropriate action to be taken.

    (b) If the services of a certified public accountant are secured, the fiscal report shall be reviewed by this entity and then accepted and approved by the voting membership at a subsequent monthly meeting.

10. No director or officer of the BBC shall receive directly or indirectly any salary or compensation for the performance of his/her duties as a member of the Board of Directors.

11. The Board shall not permit the solicitation of funds unless all of the monies so raised are to be placed in the BBC treasury.

12. Any monies raised for the BBC shall be dispersed with emphasis placed on equalizing benefits to all members.

13. Money shall not be reallocated between approved budget line items, unless approved by the Board.

14. Expenditures exceeding the approved budget shall require an approval by the Board. Prior notice of proposed expenditures must be presented one Board Meeting prior.

15. Any regular or voting member of the BBC that receives compensation for goods and/or services must give prior notice to the club. The compensation must be based on fair market value for goods and/or services provided to the club.

16. No part of the net earnings of the corporation shall inure to the benefits of, or be distributed to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the article set forth hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted by:

(a) a corporation exempt from tax under Section 501(c)(3) of the IRS Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, or

(b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

17. Upon the dissolution of the Corporation, the trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization designed and operated exclusively for charitable, educational, religious or scientific purposed as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, as the trustees shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation in 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 X – RULES AND POLICY

1. Rules: The Club shall establish and maintain a Rulebook(s) for the conduct of games for the respective leagues and divisions.

2. Policy: The Club shall establish and maintain a Policy and Procedure Manual, outlying the operational procedures and rules of the club. All such policies shall be consistent with the objectives of these by-laws.

ARTICLE XI – AMENDMENTS

1. These by-laws and any decision of the Board of Directors may be amended, repealed or suspended in whole or in part by two-third's majority at a duly organized meeting of the voting members, provided that notice of the proposed change has been:

   (a) Announced at a previous meeting, or

   (b) Mailed to each member by the Secretary at least ten (10) days prior to the meeting at which such proposed changes shall be submitted to a vote.

   (c) All former by-laws not contained in the foregoing are hereby repealed and nullified.

   (d) These by-laws, the minutes of the monthly meetings and all resolutions passed by the Board of Directors shall be kept in the by-laws / minutes records by the Secretary.

ARTICLE XII – MISCELLANEOUS

1. A child's "baseball age" for purposes of participation in various regular season and tournament season activities of the BBC shall be by grade for in-town league purposes and consistent with mandated Babe Ruth travel age determinations for tournament and

travel league play. Children between the ages of five (5) and eighteen (18) shall be eligible to participate in BBC league play.

2. A child must have consent of a parent or guardian to participate in BBC league play. The player must live within geographical boundaries as set forth in the Babe Ruth Charter, unless the BBC is provided with exceptional circumstances warranting the inclusion of a player from outside Branchburg and consents to his/her participation (e.g., a player lives outside Branchburg but spends time in the custody of a parent resident in Branchburg). Other exceptions include competitive, travel teams where players living outside of Branchburg participate on such teams affiliated with the club. A list of all such players on these types of teams needs to be submitted to, and approved by the Board of Directors by majority vote.

3. The Board of Directors shall determine the appropriate league structure, number of teams, size of teams and team selection procedures after registration has concluded.

4. All members charged with the custody of BBC property, paraphernalia and records must discharge reasonable care in keeping of same.

5. All officers currently in service with custody of BBC property, paraphernalia and records shall turn them over to their successors at the termination of their office. This transition shall be duly noted in the monthly minutes.

6. The BBC shall not endorse or recommend any candidate for public office and shall not discuss at any meeting the merits or demerits of any candidate for public office.

<end> DAB 09-19-17