

BY-LAWS OF THE CHESTER MENDHAM BASEBALL & SOFTBALL CLUB, INC.

I. NAME, ORGANIZATIONAL STRUCTURE, AND OBJECTIVES

- A. The name of the organization is the Chester Mendham Baseball & Softball Club, Inc. (“CMBSC”).
- B. CMBSC is a 501(c)(3) not-for-profit organization that is part of the Babe Ruth League and offers baseball and softball programs structured to various levels of play for children. CMBSC serves the communities of Mendham Township, Mendham Borough, Chester Township, and Chester Borough. Courage, character, and loyalty are the cornerstones of youth sports, and CMBSC programs adhere to these standards with the central belief that participation in team sports provides children the opportunity to develop these standards.
- C. The organization will meet the insurance requirements of a 501(c)(3) registered in New Jersey.
- D. The bylaws established here shall govern CMBSC. The CMBSC Board of Directors, as described below shall administer CMBSC and ensure adherence to these rules.
- E. The fiscal year will run from January 1 to December 31.
- F. The objectives of CMBSC are:
 - i. to promote the welfare of young athletes through baseball and softball;
 - ii. to foster the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that children will grow to be good, decent, healthy and trustworthy citizens.

II. MEMBERSHIP

- A. Eligibility. Any person interested in active participation to further the objective of CMBSC may become a Member.
- B. Member Types. There shall be the following types of Members:
 - i. Player Members. Any player meeting the requirements shall be eligible to compete for participation. Player Members shall have no rights, duties or obligations in the management or in the property of the CMBSC.
 - ii. Regular Members. Any adult person actively interested in furthering the objectives of the CMBSC, including, but not limited to, parents of Player Members, may become a Regular Member. Regular Members of the league automatically include all current Managers, Coaches, Volunteer Umpires, Board Members, Officers of the Board, Committee Members, and any other person who is recognized by the Board as a volunteer. Regular Members other than members of the Board of Directors shall have no rights, duties or obligations in the management or in the property of the CMBSC.

III. BOARD OF DIRECTORS

- A. Powers. The Board of Directors shall manage the business and affairs of CMBSC.
- B. Qualifications. Each Director shall be an individual of at least 18 years of age and have demonstrated a commitment to supporting the CMBSC through coaching, active parental involvement, or other volunteer efforts. No individual shall be eligible for the Board of Directors until he or she has served on one of the Board's committees for at least one calendar year.
- C. Number, Election, and Terms of Directors. The Board of Directors shall consist of not fewer than seven (7) nor more than fifteen (15) persons as determined by the Directors. Directors shall serve for terms of two years and shall serve until their successors are elected and qualified.
- D. Duties and Expectations. Each board member is expected to fulfill the following duties:
 - i. Regular attendance: Board members are expected to attend all board meetings unless prior arrangements have been made or extenuating circumstances arise.
 - ii. Active participation: Board members are expected to actively engage in discussions, contribute their expertise, and participate in decision-making processes.
 - iii. Fulfillment of assigned responsibilities: Board members are expected to fulfill any duties or responsibilities assigned to them in a timely and effective manner.
 - iv. Adherence to ethical standards: Board members are expected to act with honesty, integrity, and in the best interests of the organization at all times, including full adherence to the Code of Conduct.

Failure to meet these expectations may result first in review of membership and, upon notice and opportunity to respond, removal.

- E. Resignation. Any Director or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Board, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.
- F. Removal. Any Director may be removed from office, with or without the assignment of any cause, by a vote of a two thirds majority of the other Directors at a duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- G. Vacancies. If a vacancy exists among the positions available for Directors, the Directors in office may choose a person or persons who may serve as a Director for the remainder

of the applicable term for a Director who left before the conclusion of a term or for a full term to replace a Director who leaves at the conclusion of the applicable term.

- H. New Applicants for the Board of Directors. On annual basis, CMBSC shall solicit interest among members regarding
- I. Quorum. A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.
- J. Vote. Every Director shall be entitled to one (1) vote. In the event of a tie, the Board will revote until the tie is broken.
- K. Board Voting Matters. The Board should vote on any and all matters of consequence to CMBSC, including but not limited to: the budget, capital planning strategies and allocations, policies, the formation of committees, the election of Board members, the election of the executive committee, and the creation of new or significant changes to existing programs.
- L. Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the President of CMBSC.
- M. Meetings
 - i. Regular Meetings. The Board shall determine the schedule of regular meetings but at least one meeting will be held per quarter.
 - ii. Special Meetings. Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least five (5) days notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.
 - iii. Emergency Meetings. When circumstances dictate, an emergency meeting of the Board can be called when all members of the Executive Committee agree that circumstances demand action prior to the usual 5 day notice period.
 - iv. Teleconference Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.
- N. Compensation. No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the organization for duties other than as a Director or Officer.

IV. OFFICERS

- A. The Officers of CMBCS shall consist of members of the Board of Directors and shall include the President, one or more Vice Presidents, and Treasurer. The CMBCS Board shall vote on the Officers annually.
- i. President.
 - 1. The President(s) shall preside at general session, board, and special meetings; put to vote motions that come before the board and announce the results of each vote; enforce the rules related to debate and those related to order and decorum; perform other such duties as may be prescribed by these bylaws; and coordinate the work of the officers and committees of the organization in order that the objectives be promoted.
 - 2. The President(s) shall assist the Treasurer in the development of the budget and be authorized to make payments and purchases from the organization funds in the absence or incapacity of the Treasurer.
 - 3. The President(s) shall ensure that each committee has a chairperson or co-chairpersons and shall contact each chairperson at the end of each year to determine if they will continue for the following year and report to the incoming president those positions that need to be filled.
 - ii. Vice President
 - 1. The Vice President shall perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.
 - 2. The Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate.
 - iii. Secretary
 - 1. The Secretary shall record minutes of all meetings of the organization for distribution, create and distribute meeting agendas, and perform other duties as assigned by the President(s).
 - iv. Treasurer
 - 1. The Treasurer shall have custody of all the funds of the organization; shall develop a budget proposal for the first general meeting, shall keep a full and accurate account of receipts and expenditures; and in accordance with the budget adopted by the organization, shall make disbursements as authorized by the President(s), executive board, or the organization.
 - 2. The Treasurer shall present a full financial statement of the organization annually and provide a summary report on a quarterly basis or as

requested by the Board. A professional with extensive accounting knowledge shall, upon request of the Board, review the annual financial statement and sign a statement confirming that the report is true and accurate.

3. The Treasurer shall verify expenditures made by other Board members.
4. Any newly elected Treasurer shall continue to work in cooperation with the departing Treasurer to close out accounts as long as deemed necessary.
5. The Treasurer will be responsible for preparing all tax related documentation for the year in which they were the acting Treasurer. The Treasurer will also be responsible for submitting that documentation to the tax preparer following the year-end close.

V. COMMITTEES

- A. Establishment. The Board may establish one or more committees to complete the responsibilities of the Board and promote its objectives. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:
 - i. the filling of vacancies on the Board;
 - ii. the adoption, amendment, or repeal of the Bylaws;
 - iii. the amendment or repeal of any resolution by the Board; or
 - iv. action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- B. Appointment to Committees. Each Committee shall be chaired by a member of the Board of Directors, but no Board member shall chair more than two committees. Each committee should endeavor to have two Board of Directors members (including the Chair). Regular members of the CMBSC and Board of Directors members are welcome to serve as members of a committee. Unless otherwise determined by the Board or set out in these Bylaws, the President shall appoint and remove members and chairs of all committees. The President shall endeavor to represent a variety of viewpoints on the committees.
- C. Committee Activities. The chair of each committee will report on the committee's activities at each Board meeting.
- D. Standing Committees. The Board of Directors will make best efforts to form and maintain the following committees:
 - i. Finance Committee
 1. Work with the Treasurer to develop the annual budget.

2. Provide quarterly reports to the Board of Directors.
 3. Work with the Treasurer to prepare annual report to general membership.
 4. Maintain and distribute league equipment. The Equipment Manager also orders necessary supplies and equipment for the league.
 5. Procure needed league resources, including equipment, supplies, uniforms and year end trophies.
 6. Develop and execute a long term plan to maximize CMBSC's facilities.
 7. Work with local towns to identify opportunities and execute agreements.
 8. Negotiate with towns on plans for facilities.
- ii. Events and Special Programs Committee
1. Plan and coordinate league events, including but not limited to Opening Day activities, pictures, Craft Fair, and Championship Weekend.
 2. Fully administer special programs including Summer and Fall Sandlot and Diamond Stars.
 3. Develop process for increasing volunteer involvement and assign volunteers to key events.
- iii. Recreation Committee
1. Prepare team rosters in consultation with coaches and the Board.
 2. Create coaching assignments.
 3. Create level-specific rules and the communication of those rules to level coaches.
 4. Mediate disputes between players and coaches, and set the practice schedules for each team.
 5. Lead all aspects of scheduling, including coordinating field use with the towns, creating a game schedule for the season, rescheduling rainouts and field allocation and communication of scheduling to teams of league wide field closures.
 6. Coordinate league registration and registration related communications leading up to each season.
- iv. Fundraising Committee
1. Coordinate with the board to determine fundraising goals for the year.

2. Organize and solicit sponsorship and fundraising, including team-specific sponsorships, signage, and league fundraising events.
 3. Work with Finance Committee to develop Capital Planning strategy.
 4. Report the receipt of funds to the Treasurer.
 5. Develop plans to expand opportunities, including rebirth of Snack Shack.
- v. Communications Committee
1. Conduct the official correspondence of the organization as directed by the President or the Board.
 2. Draft and disseminate key strategic communications about CMBSC in consultation with the Board.
 3. Solicit news from the Board in order to publish a monthly newsletter.
 4. Update and maintain the CMBSC website.
 5. Create content for and maintain the organization's social media accounts.
 6. Ensure that league news and scores are updated on a regular basis.
 7. Collect, post and distribute important information on League activities including direct dissemination of fund-raising and sponsor activities to members and media.
- vi. Travel and Winter Training
1. Coordinate travel team activities.
 2. Coordinate the winter training program for athletes.
 3. Structure the programs to meet the needs of athletes.
 4. Identify, select, and work as a liaison with travel coaches.
 5. Develop policies governing travel team selection and participation.
 6. Oversee all scheduling.
 7. Coordinate player evaluations.
 8. Identify new travel opportunities.
- vii. Operations Committee
1. Supervise the league's adherence to the safety rules.
 2. Conduct and coordinate the annual coaches' certification training.

3. Oversee the reporting of injuries, maintains safety and background checks for the league, and is a member of the League's Discipline Committee.
 4. Advertise available Rutgers Safety coaching clinics.
 5. Coordinate and oversee the field maintenance efforts in partnership with the towns.
 6. Coordinate field readiness and preparation.
 7. Ensure coach and player completion of safety requirements
 8. Select umpires and oversee payment to umpires.
 9. Promote safety compliance leadership by increasing awareness of the issues.
- E. Additional Committees. CMBSC may establish additional committees at any time, which can be memorialized into these Bylaws through the Amendments process.

VI. CODE OF CONDUCT

- A. The Code of Conduct is divided into two sections: (i) provisions that apply to Board members and (ii) provisions that apply to all members, including Board members.
- B. Board members shall adhere to the following provisions, which make up the Code of Conduct:
 - i. Conflict of interest
 1. Individual board members shall not enter into any binding agreement or contract on behalf of the CMBSC without first obtaining proper approval from Board.
 2. Individual board members shall not suggest or promote any vendor to whom the member has a personal relationship.
 3. Board members shall voluntarily disclose any personal relationship with any vendor with which the board may do business.
 4. Any instance of nepotism not previously disclosed may lead to discipline up to and including immediate dismissal from the Board.
 5. Individual board members shall not purport to represent the CMBSC in any capacity unless previous approval has been obtained from the Board.
 6. Individual board members shall not prejudice any activity for the purpose of personal gain of any type or nature.

7. No board member shall unduly influence or intimidate any other board member for any reason at any time.
- ii. Tax exempt status
 1. Individual board members shall not utilize the tax exempt status for personal gain.
 2. Unless already approved by the treasurers and president, no individual board member shall make a purchase utilizing the tax exempt status.
 3. The organization shall be noncommercial, non-sectarian, and non-partisan.
 4. The name of the organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the organization.
 - iii. Use of funds
 1. No part of the net earnings shall inure to the benefit of any member of the Board or individual.
 2. Individual board members may not seek funds for any activity, even if for CMBSC, unless already approved by the Board.
 3. All debits and/or transfers of monies that are not included in the budget and are approved by the Board subject to Section VII-B-3 of these bylaws remain subject to review by the Board.
 4. CMBSC funds shall not be used in any instance for personal loan(s).
 5. Any and all business involving monies shall be approved by the Board prior to being executed by any chair or co-chairs.
 - iv. Transparency
 1. Board Members shall disclose any relationships to potential vendors or other individuals for which the Board may consider doing business.
 2. No outside decisions shall occur on behalf of the CMBSC unless doing so in an activity explicitly outlined in their role or an already approved standing or ad hoc subcommittee/special meeting.
- C. All members shall adhere to the following requirements regarding good sportsmanship and collegiality:
- i. Youth sports programs play an important role in promoting the physical, social and emotional development of children. It is therefore essential for parents,

coaches, volunteers, officials and players to embrace the values of good sportsmanship. Moreover, adults involved in youth sports events should be models of good sportsmanship and should lead by example by demonstrating fairness, respect and self-control.

- ii. All parents, coaches, volunteers, officials and players (“Participants”) will be responsible for their words and actions while attending, coaching, officiating or participating in any CMBSC event and shall conform their behavior to the following code of conduct:
 1. Participants will not engage in unsportsmanlike conduct with any coach, parent, player, volunteer, official or any other attendee.
 2. Participants will not engage in any behavior that would endanger the health, safety or well-being of any coach, parent, player, volunteer, official or any other attendee.
 3. Participants will treat any coach, parent, player, volunteer, umpire, official or any other attendee with respect regardless of personal identity.
 4. Participants will not engage in verbal or physical threats or abuse aimed at any coach, parent, player, volunteer, official or any other attendee.
 5. Participants will not initiate a physical altercation with any coach, parent, player, volunteer, official or any other attendee.
- iii. Any Participant who fails to conform his or her conduct to the foregoing while attending, coaching, officiating, volunteering or participating in a League event will be subject to disciplinary action, including but not limited to the following in any order or combination:
 - Verbal warning issued by CMBSC Board.
 - Written warning issued by CMBSC Board.
 - Suspension or immediate ejection from a League event.
 - Suspension from multiple youth sports events.
 - Season suspension or multiple season suspension issued by CMBSC Board.
- iv. In determining the disciplinary action for a particular infraction, the Board of Directors may consider the totality of the circumstances, including a history or pattern of violations of the Code not only related to CMBSC but other local sports leagues.

VII. BUDGET AND FINANCE

- A. Authority. The Board of Directors shall decide all matters pertaining to the budget and finances of CMBSC and it shall place all incoming funds in a common league account.

- B. Annual Budget. The Treasurer, in consultation with the Executive Committee, will prepare an annual budget for CMBSC by September 30 of each year. The Board will approve a budget by December 1 of each year. If a proposed budget is disapproved, the Treasurer and Executive Committee will revise the budget and submit the revised budget for Board approval. This process will repeat until a budget is approved.
- C. Allocations Outside Budget. The Executive Committee will have authority to authorize disbursements not included in the budget that are \$1,500 or less with the understanding that the Board will vote on whether approve the allocation at its next meeting. Any allocation of more than \$1,500 requires advance Board approval, which can be achieved and documented outside the context of a regular Board meeting when necessary.
- D. Solicitation The Board shall not permit the solicitation of funds in the name of Little League Baseball unless all of the funds so raised are placed in the Local League treasury.
- E. Disbursement of Funds The Board shall not permit the disbursement of CMBSC funds for other than the conduct of CMBSC activities in accordance with the rules, regulations and policies of. The Treasurer shall issue all disbursements.
- F. Distribution of Property Upon Dissolution. Upon dissolution of the CMBSC and after all outstanding debts and claims have been satisfied, the Board shall direct the remaining property of the CMBSC to another incorporated entity which maintains the same objectives as set forth in the Bylaws, which are or may be entitled to exemption under Section 501-(c)-(3) of the Internal Revenue Code or any future corresponding provision.

VIII. AMENDMENTS

- A. The bylaws shall be reviewed every two years for potential amendments.
- B. Any member of the Board of Directors can move to have the bylaws amended by identifying with specificity the sections proposed to be changed and the proposed revisions. The bylaws may be amended by a two thirds majority vote of the Board.
- C. Requirements for the adoption of a revised set of bylaws to replace the existing bylaws shall be the same as in the case of an amendment.
- D. The bylaws shall be available for public review on the CMBSC website.

IX. INDEMNIFICATION

- A. CMBSC shall indemnify any Officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that such person is or was a representative of CMBSC, or is or was serving at the request of CMBSC. CMBSC shall indemnify the Officer or Director against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of

CMBSC, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal. However, no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. In instances of a claim by or in the right of CMBSC, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to CMBSC unless and only to the extent that a court determines that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

- B. Procedure. Unless ordered by a court, any indemnification shall be made by CMBSC only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the Officer or Director has met the applicable standard of conduct set forth under that section. Such determination shall be made:
 - i. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
 - ii. if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- C. Advancement of Expenses. CMBSC shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of CMBSC, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by CMBSC.
- D. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director of CMBSC and shall inure to the benefit of the heirs, executors, and administrators of such person.
- E. Other Rights. This Article shall not be exclusive of any other right which CMBSC may have to indemnify any person as a matter of law.