

GVA A BY-LAWS

Article I:

Purpose of the Association

The Association is to provide every child residing in the Gibbsboro-Voorhees, New Jersey area with an equitable opportunity to participate in and enjoy organized baseball and other sports. The best interest of the children shall take priority over all other matters in all activities of the Association, and particular emphasis shall be placed on the children's enjoyment of sports in preference to competition between children, teams or leagues.

Article II:

General Authority of the Association

- (a) The purpose of the Association, as stated herein, shall be carried out by its Board of Directors in a manner that will enable the Association to qualify as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder.
- (b) The Association may exercise all powers necessary or convenient to effect any or all of the purposes for which the Association is formed; provided, however, that no such power shall be exercised in a manner inconsistent with the applicable state law or the requirements contained in Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder.
- (c) Notwithstanding any powers granted to this Association by these By-Laws or by applicable law the following limitations upon said powers shall apply and be paramount.
- (i) No part of the net earnings of the Association shall inure to the benefit of any member, director, officer of the Association, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Association in furtherance of one or more of its purposes. No member, director, officer of the Association or any private individual shall be entitled to share in the distribution of any of the Association's assets upon the dissolution of the Association.
- (ii) Notwithstanding any other provision of these By-Laws, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization to which contributions are deductible under Sections 170(c)(2) and 2055(a) of the Internal Revenue Code; and
- (iii) Upon dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to such organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as the Board of Directors may decide.

(d) (i) The Association will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;

(ii) The Association will not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;

(iii) The Association will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws;

(iv) The Association will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws; and

(v) The Association will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal Tax laws.

(e) The directors and officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

All references to the "Internal Revenue Code" shall be deemed to refer to the Internal Revenue Code now or hereafter in effect and the regulations promulgated thereunder or corresponding provisions of any subsequent Federal tax laws.

Article III:

Election To The Board Of Directors

Section A: Governing Body

The Association shall be governed by a Board of Directors (Board) consisting of at least nine (9) members, but no more than thirteen (13) members. The President and the Board shall elect from its members the following officers:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Player Agent

Section B: Authority of the Board

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The Board, by majority vote, unless otherwise specified by these By-Laws, shall have full authority to direct the actions of the Association in a manner consistent with these By-Laws.

Section C: Nomination and Voting Privileges

To vote, Nominate, or hold office in the Association, a member must be in good standing for a minimum of 30 (thirty) days prior to the date of the elections, nominations, or any other decisions that are made by ballot.

Section D: Term of Office

Board members shall serve for a term of two (2) years, except that in the first year of operation under these By-Laws, a bare majority of the Board shall serve for a term of two (2) years, and the remaining members shall serve for a term of 1 (one) year, with the term to be determined by lottery.

By Amendment to these By-Laws dated September 21, 2006, the Board shall consist of eleven (11) members as of the October 2006 General election. Beginning with the October 2006 General Election, term limitations on board positions and officer positions shall apply as follows: No board member shall be permitted to serve more than three (3) consecutive two (2) year terms. No officer shall be permitted to hold the same office for more than four (4) consecutive one (1) year terms. These term limitations apply prospectively from the October 2006 General election and do not include board or office terms served prior to that time.

Section E: Voting Procedures

The President shall be responsible for appointing an election committee and chairperson, to oversee the nomination and election process, nomination and elections. The President may appoint Board Members whom are not up for re-election and non-Board Members to comprise the election committee. Voting ballots shall be completed by voters anonymously, however the counting and tabulation of votes shall be performed by the election committee publicly in front of the general membership attending the election. Ballots must be completed in person by voters, and neither absentee ballots nor votes by proxy shall be permitted.

Nominations, elections and appointments are to be as follows:

1. Nominations for general elections are to be held at the first general meeting held after August, and may also thereafter be submitted in writing to the Secretary of the Board up to ten (10) days prior to the election.
2. General elections are to be held at the first general meeting after the nominations.
3. The Board may conduct special elections for reasons consistent with these By-laws. Nominations for special elections may be held at a general meeting

prior to the special election and may also thereafter be submitted in writing to the Secretary of the Board up to ten (10) days prior to the special election.

4. Election results are to be announced on the night of the election.

5. Newly elected board members will take office at the next board meeting after the election.

6. The Board may bar the nomination, election or appointment of any individual who is found to have shown a significant disregard for the Association's By-laws, rules or regulations. An individual may be barred from office only by a unanimous vote, including the President of the Board.

7. The membership by a 2/3 vote of those attending the nominating meeting, may overturn a decision of the board to bar the nomination of an active member based on paragraph 6 of this article.

Section F: Vacated Offices

In the event that a Board member cannot serve his or her full term, the remaining Board members shall nominate, elect and appoint an individual who shall serve until the next regularly scheduled appointment by election.

Section G: Involuntary Termination of Office

The appointment of any Board member, Administrative Officer or other Association official shall be terminated when the Board by a majority vote (excluding only the one official whose appointment is in question) determines that the individual has acted in a matter that is:

1. Clearly not in the best interest of the Association,
2. Contrary to the spirit or letter of these By-Laws,
3. Contrary to the expressed wishes of the Board,
4. On notification, misses three (3) consecutive meetings or otherwise neglects duties.

Article IV:

Responsibilities Of The Board Members

Section A: Delegations of Authority

Any Board members may delegate authority to meet any responsibility noted below, unless such delegation is specifically barred in these By-Laws or barred by action of the Board.

Section B: Office of the President

The President is responsible for:

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1. Insuring that the Association acts in accordance with these By-Laws
2. Calling, conducting and overseeing general meetings and meetings of the Board
3. Coordinating the activities of the Board members
4. Conducting and overseeing elections of the Board
5. Representing the Association before the National Little League, Cal Ripken, Babe Ruth and/or other organizations, and
6. Other duties as may be assigned by the Board

The President may not participate in any Board vote, except to break any tie vote, or as required by these By-Laws.

Section C: The Vice President

The Vice President is responsible for:

1. Assisting the President in the execution of his/her duties.
2. Acting on behalf of the President on his or her absence. Such authority and responsibility may not be delegated.
3. Under the direction of the President, overseeing all game related activities of the Association, including but not limited to:
 - A. Facilities management
 - B. Equipment management
 - C. Scheduling of games
 - D. Assisting in the appointment of, and overseeing the activities of managers, coaches, umpires, and other game related personnel
4. Other duties as may be assigned by the Board or President

Section D: Secretary

The secretary shall be responsible for:

1. Maintaining and reporting the minutes of the meetings of the Board. Authority for this responsibility may be redelegated only to another Board member.
2. Maintaining all of the records of the Association, except financial and game related records, in an orderly fashion.
3. Overseeing all incoming and outgoing correspondence.
4. Other duties as may be assigned by the Board or the President.

Section E: Treasurer

The Treasurer will be responsible for:

1. Disbursing funds in a manner that is consistent with these By-Laws and good business principles. Authority for this responsibility may be delegated only to another board member.
2. Maintaining the Association's financial records in an accurate, timely, and easily understood fashion.
3. Overseeing the development of an annual operating budget, present such a budget to the Board, monitor the execution of the budget, and report any

significant deviation from the budget to the Board.

4. Reporting the Associations present and projected financial position at each Board meeting.

5. Overseeing all financial activities of the Association, including, but not limited to, fund raising and collection of dues and fees.

6. Other duties as may be assigned by the Board or President.

Section F: Player Agent

The player agent shall be responsible for:

1. Representing the players before the Board and general membership.

2. Overseeing the tryout and drafting of players in a manner consistent with good sportsmanship and National Little League, Cal Ripken and/or Babe Ruth procedures.

3. Oversee all player movements.

4. Other duties as may be assigned by the Board or President.

Article V:

Meetings

Section A: General Meetings

The President shall call a general meeting no less often than once a month each month from February through October of each year. The President shall give notice of the time and place of regularly scheduled general meetings prior to November of each year.

Section B: Board Meetings

The President shall call a meeting of the Board no less than once each month.

Section C: Conduct of Meetings

The President shall, with the advice of the Board, prepare an agenda for each general meeting and each Board meeting. The President shall oversee and conduct all meetings, including enforcement of the agenda, recognition of speakers, and calling for a motion and/or vote. All meetings shall be conducted in general compliance with Roberts Rules of Order, but the President may waive these rules whenever, in the President's opinion, strict compliance would interfere with expeditious transaction of the Association's business.

Article VI:

Administrative Officers

The Board or the President, as specified below, shall elect administrative officers to assist in the day - to - day activities of the Association. All administrative officers

shall serve for a term of one (1) year, except that they may be relieved from office by a majority vote of the Board. The administrative officers are:

Section A: Commissioner

The President shall appoint, with the advice and consent of the Board, a commissioner for each league and/or division, except that a Commissioner may be appointed by unanimous vote of the Board, excluding the President. A Commissioner cannot manage in the League or Division for which he or she is responsible. A Commissioner is not required to be a member of the Board. Each Commissioner shall:

1. Represent the President before the Managers, Coaches and players of the League or Division for which he or she is responsible.
2. Represent the League or Division before the President or, if requested, before the Board.
3. Oversee the implementation of the By-Laws, rules and regulations in the league or division for which he or she is responsible.
4. Oversee the day-to-day activities of the League or Division for which he or she is responsible, including but not limited to:
 - A) Scheduling of games , make-up games and practices.
 - B) Controlling, distributing and collecting equipment and uniforms to and from the teams.
 - C) Maintaining the records of his or her league, including win-loss records, and team standings.
 - D) Establish a means of monitoring pitching records, including names of pitchers and numbers of innings pitched.
5. Submit to the President an assessment of each manager in the league for which the commissioner is responsible.

Section B: Managers

By majority vote, the Board shall select managers from the available candidates on the basis of the President's and Commissioner's recommended candidates past performance, experience, contribution to the League and any other factors which a Board member deems appropriate. Any member of the Association who expresses an interest shall be a candidate for the position of team manager. Each manager shall be responsible for:

1. Reporting the activities of his or her team to the President through the appropriate Commissioner.
2. Directing his or her team in a manner consistent with good sportsmanship, applicable to League and Association rules and By-Laws.
3. Directing all of the on-field activities of his or her team, including position assignments, batting order and innings played.
4. Overseeing the conduct of his or her team, including the conduct of the team members' parents and spectators.
5. Overseeing the distribution, care, maintenance and collection of the equipment, including uniforms, used by his or her team, if delegated such

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authority by the Equipment Manager.

6. Maintaining the field(s) used by his or her team. The home team and visiting team manager shall be responsible for preparing the field for play, including marking (lining) the playing area, placement of bases, dressing the field (raking), preparation of the pitchers mound, and of any other pre-game actions needed to maintain the safe and orderly playing area. The home team and visiting team manager shall be responsible for post game field maintenance, including returning equipment to storage, trash removal and any other actions needed to maintain a safe and attractive playing area.

Article VII:

Financial Affairs

Section A: Non-Profit Organization

The Association (also known as Gibbsboro-Voorhees Little League Incorporated) shall not incur any expenses that are not directly related to the purpose of the Association as stated in Article I of these by-laws. The Association shall operate on a fiscal year beginning October 1, and running through September 30 of the following year. The Association shall not incur a profit nor a loss from year-to-year, except that the Association may maintain:

1. Building Fund, which may not be funded from registration fees or similar capitation fees which are contingent on a child's participation in the Association. The building fund may be used only for the acquisition of or improvement to playing fields and related facilities.
2. Contingency Fund, which may be used for any purpose approved by the Board. The balance of the Contingency Fund may not exceed \$4,000 or 15% of the Association's annual income, whichever is greater.

Section B: Spending Authorizations

All expenditures must be specifically approved by a majority vote of the Board and must be consistent with these By-Laws.

Section C: Operating Budget

The Board may authorize expenditures, as required by Section B above, through the approval or amendment of a budget or budgets. Such budgets shall be applicable to a specific period of time, not to exceed one year, and shall specifically designate a Board member who shall be responsible for authorizing each budgeted disbursement.

Section D: Disbursement Controls

The Treasurer, or in the absence of the Treasurer, the President shall be responsible for controlling all disbursements. No disbursements shall be made, except as noted in Section C above, without the specific approval of the Treasurer, or in the absence of the Treasurer, the President. No disbursements shall be made to any member of the Association without adequate proof that a legitimate

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expense was incurred nor may a disbursement be made to a non-member without the proper presentation of a bill. To the maximum practicable, all purchases over \$750.00 shall be let through a competitive bidding.

Section E: Dues and Fees

The Board shall have full and sole authority to levy membership dues and other fees necessary to meet the expenses of the Association.

Section F: Liability for Unauthorized Expenditures

The Association does not and shall not authorize any expenditures not in keeping with the By-Laws. The Association is not responsible for any debts or expenses incurred by the authorization of any individual unless such debts or expenses were incurred in keeping with these By-Laws.

Article VIII:

Membership

Section A: Conditions of Membership

Membership in the Association shall be limited to those persons over 18 who have:

1. Demonstrated a willingness and desire to assist in the operation of the Association
2. Exhibited proper sportsmanship and support of both the spirit and letter of Article I of these By-laws.
3. Paid all assessments and dues levied by the Board.
4. Has not been barred from membership under Section B, below.

Section B: Adverse Actions

If the majority of the Board finds that an individual has failed to meet the conditions stated in Section A, above, the Board may:

1. Terminate or suspend, without recourse, the membership of that individual, except that a written warning must be issued by the Board prior to termination.
2. Bar that individual from membership.
3. Suspend that individual's privilege of attending or participating in events sponsored by the Association, including Association Elections.
4. Fine that individual an amount not to exceed twice the annual membership dues assessed by the Board. Failure to promptly pay any such fine shall be grounds for terminating a membership under paragraph 1, above.

Article IX:

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Rules of Play

Section A: General Rules of Play

All games under the auspices of the Association shall be played in accordance with the rules of the applicable national organization, as may be modified, supplemented or suspended by the Board, except that no such change shall take effect until issued in writing by the Board. All such rules changes shall become an appendage of these By-Laws, able to be amended with majority vote by the Board.

Section B: Player Selection

Players shall be assigned to individual teams, including expansion teams, in accordance with National Little League, Cal Ripken or Babe Ruth rules as set forth in the appropriate League handbook.

Section C: Association Rules

The Board may issue Association rules which will take precedence over the rules of the national organization, except that no Association rule will take effect until the Manager of all effected teams have been notified in writing of the rule. Authority to issue game rules shall rest solely with the Board.

Section D: Ground Rules

The Commissioners, with the advice of the affected Managers, shall have authority to establish those ground rules necessary for the safety and enjoyment of the players. No such ground rule shall take effect until the Board and all affected managers have been notified.

Article X:

Little League Auxiliary

Section A: Government

The auxiliary is governed by the Board of Directors. It functions as a special committee and is responsible to the league president for conduct of all its affairs.

The auxiliary officers (Chairmen, Secretary, and Treasurer), are appointed from the general members of the auxiliary by the Board of Directors or elected from the general membership of the auxiliary.

Section B: Auxiliary Finances

All funds raised by the auxiliary on behalf of the Association are the property of the Little League as specified by Article XII of the Little League constitution.

The auxiliary treasurer is charged with the responsibility of transferring such funds to the league treasurer at times specified by the league president and Board of

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Directors. The auxiliary treasurer shall keep an accounting of all funds accumulated, their origin and disposition, and render an accounting to the auxiliary coordinator and to the league officers as and when requested.

Auxiliary funds transferred to the common league treasury will be acknowledged by receipt of the league treasurer to provide accurate accounting of auxiliary deposits for the year. This policy does not prevent an auxiliary from adopting a special project such as field procurement, building funds, etc. With agreement of the league officers, this type project may be undertaken and funds so accumulated may be set aside by the league treasurer for the purpose designated.

Article XI:

Amendment

These By-Laws may be amended by a unanimous vote of the Board, except that Article I may not be amended and any amendment must be consistent with the spirit and letter of Article I of these By-laws.

Article XII:

Availability and Publication of By-laws

A copy of these By-laws shall be provided to any member of the Association who so requests and may be provided to any other person. These By-laws shall be published on the Association website.

This revision of these By-Laws has been approved by the Board of Directors of the Gibbsboro-Voorhees Athletic Association on this 21st day of September, 2006. The original By-Laws with amendment shall become permanent file in the Association's records.

Attest:

Gary Heck, President

Diane Mintzer, Secretary