

BY – LAWS AND CONSTITUTION

NORTH BRUNSWICK BASEBALL ASSOCIATION INC.

ADOPTED DEC. 13, 2001

RESTATED MARCH 13, 2013

**BY-LAWS AND CONSTITUTION
NORTH BRUNSWICK BASEBALL ASSOCIATION, INC.**

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**BY-LAWS AND CONSTITUTION
NORTH BRUNSWICK BASEBALL ASSOCIATION, INC.**

Article I: Name

The Organization shall be known as:

NORTH BRUNSWICK BASEBALL ASSOCIATION, INCORPORATED; hereafter referred to as NBBA.

The Organization shall trade as:

NORTH BRUNSWICK BASEBALL AND SOFTBALL ASSOCIATION; hereafter referred to as NBBSA.

Article II: Purpose

The objective of the NBBA shall be to implant firmly in the boys and girls of our program, the ideals of good sportsmanship, honesty, loyalty, courage, and a respect for authority. In this way, they may be well-adjusted, stronger and happier boys and girls, to grow to be decent, healthy, trustworthy adults.

To achieve this objective, the NBBA will provide a supervised program of competitive baseball and softball. Playing rules will be based upon the organization under which NBBA's Board of Directors chooses to be chartered with, plus local rules as stipulated in ARTICLE III CHARTER. Directors, Officers, and all NBBA Members shall bear in mind that the TYPE OF LEADERSHIP extended to boys and girls is of PRIME IMPORTANCE and that stressing of exceptional athletic skills or winning games is secondary to the prime objective.

Article III: Charter

The NBBA Board of Directors may be chartered by a national or local organization, at its discretion.

The OFFICIAL PLAYING RULES and REGULATIONS of the Chartering Organization shall be binding on NBBA. Local Rules of NBBA may be adopted providing that such Local Rules do not conflict with the OFFICIAL PLAYING RULES and REGULATIONS of the Chartering Organization.

Article IV: Meetings

Item A Officers Meetings

Officers Meetings shall be held one evening per month for a minimum of eleven months of the calendar year. These meetings shall precede the regular meetings.

Item B Regular Meetings

Regular Meetings of the Membership shall be held one evening per month for a minimum of eleven months of the calendar year. These meetings shall conduct the on-going business of the NBBA. Meetings are open to all NBBA Members and the general public, however voting shall be limited to Board Members with Voting Privileges as provided for in ARTICLE VI, Item B. On

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occasion, a meeting may carry over to a second evening during the month. The presence of Fifty Percent (50) of the Voting Board shall be necessary to constitute a quorum.

Item C Annual Meetings

The Annual Meeting will be held during September of each calendar year for the purpose of electing a Board of Directors, Officers, and any other business that may come before the Board at this meeting.

The Annual Meeting will be held the same evening as and will precede September's Regular Meeting. The presence of Fifty Percent (50) of the Voting Board shall be necessary to constitute a quorum.

Item D Special Meetings

The President may call when necessary a special meeting of the Board to address a specific item or items, which the President feels, cannot be dealt with at the next Regular Meeting. The presence of Fifty Percent (50) of the Voting Board shall be necessary to constitute a quorum.

Article V: Membership

Item A Players

Any boy or girl, meeting the requirements as set forth in THE OFFICIAL REGULATIONS AND RULES OF THE CHARTERING ORGANIZATION, and who resides within the geographical boundaries of the NBBA, as recognized by the chartering organization, shall be eligible for participation. However they shall have no rights, duties, or obligations in the management or properties of NBBA.

Item B NBBA Member

Any adult who demonstrates an interest in furthering the objectives of the NBBA shall be considered for Membership in the NBBA. Managers, Coaches, , and other elected or appointed Local League Officials approved by the Board of Directors will be by definition members of the NBBA. However they shall have no rights, duties, or obligations in the management or properties of the NBBA.

Item C Board of Directors

The Board of Directors of the NBBA is composed of those individuals who have been elected at the Annual Meeting of the NBBA in September. Additional nominations to the Board may be proposed at any time provided that such names are approved by a 50% vote of the Board and the intent is to vote on said nominees at the next regular meeting. This intention is to be announced on the agenda of a meeting notice, mailed at least one week prior to the regular meeting.

Nomination Guidelines: The candidate must be actively involved in the league for at least one season and approved members of NBBA. Examples of volunteer activity are Manager, Coach, League Director, or other volunteer positions recognized and approved by the NBBA.

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Item D Voting Member/Board of Directors

A Voting Member of the Board of Directors is an elected member who has attended at least one-half of the regular meetings beginning with and subsequent to the Annual Meeting.

Any member elected after the Annual Meeting must attend one-half of the meetings subsequent to and including the date of their election to the Board. Any member who misses three (3) consecutive meetings will not be eligible to vote. Any member whose voting privilege has been barred as a result of their failure to meet attendance obligations may have such privileges restored at the third (3) consecutive meeting that the attendance obligation has been met.

Item E Ex-Officio/Honorary Membership

An Honorary Membership may, by two-thirds vote of the Voting Board at a regular meeting, be bestowed upon any individual who by act or deed has demonstrated an exceptional interest in the goals, ideals, or objectives of the NBBA. In addition any individual who has given meritorious service to the NBBA may also be considered. Such honors may be extended to but not limited to North Brunswick Elected Officials, other Public Officials, Sponsors, and Guest Speakers Etc.

Item F Special Membership

Special Membership may be given to other Baseball or Softball Organizations who may wish to participate in the NBBA's baseball or softball program but whose organization may not have enough children to participate to form a certain division (e.g. neighboring organization may have enough children to form major league team but not enough to for a Major League Division). This membership may be approved by a two-thirds vote of the Board at a regular or special meeting. The Board will also set the cost of the participation. This Special Membership is for one year only.

Item G Termination of Membership

A NBBA Board Member Membership may be terminated either by voluntary resignation, or by action of the Board of Directors in accordance with the procedures set forth in ARTICLE VII #5.

Article VI: Election and Installation of Directors/Officers

Item A Nomination of Candidates

In the month of August, the President will appoint a nominating committee consisting of a Chairperson and two members, all of which are current voting members of Board of Directors. The President shall instruct them to prepare a slate of Officers and Directors for recommendation to the membership at the September meeting to stand for election for the next year. The voting members of the Board of Directors will determine the number of Directors to be elected for the next year.

In the month of September, the Nominating Committee shall present its report to the membership. In addition nominations shall be accepted from the floor and the nominations will be closed. The Secretary shall read the candidates for all offices, including the nominations for the Board of Directors. The nomination shall be restrictive to the extent that no person shall be nominated who is not eligible to hold office, nor shall they be nominated for more than one office.

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Item B Election Procedure

The President shall relinquish their office to the Chairperson of the Nominating Committee who shall preside over the election. If there is no contest, the Chairperson shall direct the Secretary to cast a vote for each of the candidates for each office and declare them elected by unanimous vote.

In the event of a contest for any office(s), the election shall be held by secret ballot. The Chairperson and the two members of the Nominating Committee shall instruct the membership concerning the distribution, collection, and the counting of the ballots. The Chairperson shall announce the candidates for each office and direct the votes to be taken. As the votes are tallied for each office, the Chairperson shall, announce the name of the winner; no totals will be announced unless the losing candidate(s) requests the totals be given. Each candidate shall be permitted to have a Watcher to oversee the counting of the votes if they so desire.

Newly elected Officers and Directors shall take office the first month following the Annual Meeting (October). All Officers and Directors are elected for a term of ONE YEAR.

Article VII: Board of Directors

The Management of the property and affairs of the NBBA shall be vested in the Board of Directors. Only members of the Board of Directors shall be eligible to assume the duties as Officers of the NBBA.

Item A Duties and Powers

- 1) At the Annual Meeting, the Voting members of the Board shall determine the number of Directors to be elected for a term of one year.
- 2) The presence of Fifty Percent (50%) of the voting members of the Board of Directors will constitute a quorum.
- 3) Any voting member of the Board can make a motion to vote on any subject. The motion requires a second and then is open to discussion. Discussion should be limited to strictly factual matters. Voting is taken by a show of hands; all in favor and all against. In the event of a tie, the President will cast the deciding vote.
- 4) The Board will have the power to appoint any standing or special committees it deems necessary and to delegate such powers to them as the Board deems advisable.
- 5) The Board may adopt such rules and regulations for the conduct of meetings and the management of the NBBA.
- 6) The Board shall have the powers at any regular or special meeting to discipline, suspend, or remove any Director, Officer or member for cause. The above will require a two-thirds vote of a quorum of the Board. In addition, the Board may adopt Home Rules to govern discipline.
- 7) The Board may appoint and prescribe the duties or functions of procedural committees as may be in accordance with the local needs of the NBBA.

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- 8) The Board of Directors are empowered to appoint such other Officers or Agents as it may deem necessary or desirable and may prescribe the powers and duties of each, and may fill any vacancy which may occur in any office.
- 9) The Board will have access to review the prior month's meeting minutes recorded by the Secretary before the board meeting and should read them carefully to ensure that they are accurate and complete. The Board will vote to approve the minutes.
- 10) The Board will have access to the monthly budget report prepared by the Treasurer for the purpose of ascertaining income and expenses.

Article VIII: Officers

Duties and Powers

The officers of the NBBA Board of Directors shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, a Player Agent and any other Officers appointed by the Board of Directors; all of who will hold office for the ensuing year or until their successors is duly elected. In order to be elected as an Officer of NBBA, an individual must have a minimum of one year as a Voting Member of the Board of Directors, as of the Election Date.

- 1) Consistent with the Rules of Conduct adopted by the League, the Officers shall have the sole authority to discharge any person whose conduct, in the considered judgment of the Officers, is contrary to the best interests of the League. The Officers may delegate the authority to suspend or sanction.

Item A President

- 1) The President shall be responsible for conducting the affairs of the NBBA and for executing the policies and by-laws as established by the Board of Directors.
- 2) The President shall present a report of the condition of the NBBA at the Annual Meeting and at such other times as the President or Board deems appropriate. The President shall communicate to the Board such matters and make such suggestions as may in the President's opinion tend to promote the welfare of the Organization.
- 3) The President shall be responsible for the conduct of the NBBA in strict conformity to the policies, principles, rules, and regulations of the Chartering Organization as agreed to under the conditions of the Charter issued to NBBA by that organization.
- 4) The President shall with the assistance of the Player Agent, examine the applications and supporting proof-of-age document of every player candidate; in addition, the President will certify to residence and age eligibility before the child may be accepted for player membership, tryouts, and selection.
- 5) The President may issue a call for a special meeting with twenty-four hour notice given to each Board Member in writing, by phone, or in person for that meeting.
- 6) The President shall appoint all League Directors, Managers, and Coaches with the approval of the Board.

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- 7) The President shall have the authority to suspend immediately, pending a hearing before the Board of Directors, any Officer, Board Member, League Director, Manager, Coach, or Player who in the Presidents opinion, violated the spirit and objectives of the by-laws of the NBBA .
- 8) The President shall be responsible for all keys, but may assign the keys to other members of the NBBA as he deems necessary.
- 9) The President, with the approval of the Board of Directors, may appoint all Committee Chairs and members.
- 10) The President shall be an Ex-Officio member of all committees.
- 11) The President will cast a vote in the event of a tie on any motions made on the floor by the Board.

Item B Vice President

- 1) In the case of absence or disability of the President, the Vice President shall perform the duties of the President and when so acting shall have all the powers of that office and also any duties as assigned by the Board. In the case of more than one Vice President, the President shall assign the individual Vice President to assume his duties. In the case of a disability, the Board will appoint the individual Vice President to assume the duties of the President.
- 2) The Vice President shall coordinate the number of teams in each baseball division, roster size, Manager Assignment in coordination with the Player Agent.
- 3) The Vice President shall coordinate league rules, and be ex-officio member of the Rules Committee.
- 4) The Vice President shall approve Field Allocations and Practice, Game and Playoff Scheduling.,
- 5) The Vice President shall coordinate necessary team equipment with the Equipment Manager.
- 6) The Vice President shall coordinate with the Umpire in Chief.
- 7) The Vice President shall facilitate all field maintenance.
- 8) The Vice President shall also oversee the planning and execution of the league's instruction and training program for coaches as well as the coaches meeting.
- 9) The Vice President shall address any issues as they arise (rosters, local rules, code of conduct, parent & coach issues & complaints, umpiring, etc.)

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Item C Vice President of Softball

- 1) The Vice President of Softball shall coordinate the number of teams in each division, roster size, Manager Assignment in coordination with the Player Agent.
- 2) The Vice President of Softball shall coordinate league rules, and be ex-officio member of the Rules Committee.
- 3) The Vice President of Softball shall approve Field Allocations and Practice, Game and Playoff Scheduling.,
- 4) The Vice President of Softball shall coordinate necessary team equipment with the Equipment Manager.
- 5) The Vice President of Softball shall coordinate with the Umpire in Chief.
- 6) The Vice President of Softball shall facilitate all field maintenance.
- 7) The Vice President of Softball shall also oversee the planning and execution of the league's instruction and training program for coaches as well as the coaches meeting.
- 8) The Vice President of Softball shall address any issues as they arise (rosters, local rules, code of conduct, parent & coach issues & complaints, umpiring, etc.)

Item D Secretary

- 1) The Secretary shall be responsible for recording the activities of the NBBA and maintaining appropriate files, mailing lists, and necessary records.
- 2) The Secretary shall maintain a list of Directors and all committee members of the NBBA and shall give written notice of all meetings of the NBBA, the Board of Directors, and Committees to keep minutes of the members of the Board of Directors and cause them to be recorded in a book kept especially for that purpose.
- 3) The Secretary shall maintain attendance records and report to the President prior to each meeting, the names of the Board of Directors eligible to vote on matters coming before the Board for consideration.
- 4) The Secretary shall prepare an agenda for each month's board meeting in coordination with the President and provide a copy of the agenda and the prior month's meeting minutes to the Board of Director's before the meeting.
- 5) The Secretary shall maintain all correspondence for the NBBA.

Item E Treasurer

- 1) The Treasurer shall keep records of the receipt and disbursement of all monies or securities of NBBA.

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- 2) The Treasurer shall receive all monies or securities and deposit them in a depository approved by the Board of Directors. Such monies shall be withdrawn by check signed by the Treasurer, President or Vice President(s) for payment of bills as approved by the Board of Directors. Any check exceeding \$500.00, shall have two approved signatures. All monies collected from baseball or softball is placed into the general account; no separations of funds are allowed.
- 3) The Treasurer shall submit monthly reports to the Board for the purpose of ascertaining Income and Expense as compared to the approved Budget. The Treasurer shall bring to the attention of the Board any expense line item that is in danger of exceeding the approved Budget. The Board of Directors must approve this over expenditure.
- 4) The Treasurer will present a complete Financial Report to the Board showing all monies applied, appropriated, or expended during the year. In addition, the Treasurer, in their report, will give a detail report on the purposes of the above. All reports will be voted on and made a part of the official minutes of the January Meeting.
- 5) The Treasurer presents the Annual Budget for the Calendar Year in January to the Board for approval.
- 6) At the beginning of the year, the Treasurer submits the books to the auditor of all previous year funds to determine the accuracy of the books, detects inconsistencies or errors, provides recommendations for corrective actions, protects the financial officers, verifies that funds were sent through channels as appropriate and assures that the association's resources were managed in a businesslike manner within the regulations established for their use. The person conducting the audit should always be impartial and not related by blood or marriage nor reside in the same household as the president or other financial officers handling funds.

Item F Player Agent

- 1) The Player Agent shall record all Player transactions and maintain an up-to-date record thereof.
- 2) The Player Agent shall receive and review applications for Player candidates and will assist the President in confirming residence and age eligibility.
- 3) The Player Agent shall conduct the Player Draft, and all other player transactions or selection meetings. The Player Agent shall prepare team rosters and submission as required, to the Charting Organization, including players claimed and the tournament team eligibility.
- 4) The Player Agent's decision on the draft or trades will be final.
- 5) The Player Agent shall obtain proof of S.A.F.E.T.Y. Certification for manager and coaching positions. The Player Agent shall maintain an ongoing file of all managers and coaches to be approved by the Board of Directors.

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Item G Special Events

- 1) Special Events shall be responsible for coordinating soliciting and securing Sponsorships to support league operations.
- 2) Special Events shall be responsible for coordinating all fundraising events including planning, organizing, promoting, implementing, coordinating participation, and evaluating activities and duties. Special Events includes the Candy Fundraiser, Opening Day, Baseball All Star Day and Awards Picnic.

Item H League Administrator

- 1) The League Administrator shall oversee the Administration of the NBBA.
- 2) The League Administrator shall assist the President and Vice President(s) with any duties assigned.
- 3) The League Administrator coordinates the work bond scheduling.

Item I Snack Shack Coordinator

- 1) The Snack Shack Coordinator oversees all aspects of the snack shack including planning the food menu, pricing of menu items, purchasing all necessary food, beverages, supplies, equipment and other needed items, taking inventory of all food and supplies, training of cooks, ensuring all equipment is working properly and ensuring coverage of the snack shack during league events.

Article IX: Managers, Coaches, Umpires

The Player Agent will present Managers and Coaches annually to the Board of Directors for approval. No Manager or Coach will be approved without S.A.F.E.T.Y. Certification.

- 1) For Player Draft Division, Managers shall be RESPONSIBLE for the SELECTION and TRAINING of their teams.
- 2) Managers, Coaches, and Umpires shall be RESPONSIBLE for their ACTIONS ON THE FIELD and may be subject to disciplinary action
- 3) The Umpire-In-Chief shall be RESPONSIBLE along with the President for the selection and training of volunteer umpires. A professional umpire (e.g. Federation Umpire) will conduct the actual training of volunteer umpires at a clinic so designated by the Umpire-In-Chief and President.
- 4) There will be one Official Manager and up to three volunteers (Coaches and Team Parent) for all teams.

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Article X: Committees

The Board of Directors or the President may appoint and prescribe the duties or functions of all committees in accordance with local necessity. (e.g. Finance, Grounds, Rules, Scholarship, Nominating, Disciplinary, etc.)

Article XI: Finance/Accounting

The Board of Directors of NBBA shall have the final say on all Finance matters pertaining to NBBA. The NBBA Treasury shall be defined as one checking account and one interest bearing account. The Board of Directors shall not permit the contribution or distribution of funds or properties to individuals or teams unless for the common use and good of NBBA. This does not preclude the receipt of funds from individuals, organizations, or corporations for the sponsorship of teams as deemed appropriate by the Board of Directors. The Board of Directors shall not permit the solicitation of funds on behalf of NBBA unless approved by the Board, and all funds raised are deposited in the Treasury of NBBA. The Board shall not permit the disbursement of funds for the purposes other than the conduct of NBBA league activities. No disbursement of funds exceeding or outside budgetary expenditures shall be made without prior approval of the Board of Directors.

Article XII: Dues/Players Registration

A PROCESSING FEE in the amount to be determined annually by the Board shall be established prior to the date first set for PLAYER REGISTRATION; NO children shall be excluded from PLAYER MEMBERSHIP due to financial hardship. The Player Agent and President shall have the right to waive this fee and report it to the Board. The name(s) of the individual will not be public.

Article XIII: Distribution of Property upon Dissolution

Upon dissolution of NBBA and after payment of all outstanding debts or claims, the Board of Directors shall direct all the remaining assets of NBBA to another entity, which maintains the same objectives as, set forth herein and which are or may be entitled to exemption under Section 501(c) (3) of the Internal Revenue Code or any future corresponding provision.

Article XIV: Scholarships

Robert H. Sickles & Chris Zerby Memorial Scholarship Programs

Each year, NBBA awards a scholarship to at least one Baseball and at least one Softball player(s) in our program. The following requirements must be met:

- 1) Applicant will graduate from High School this year.
- 2) Applicant must be a resident of North Brunswick.

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- 3) Applicant must have been accepted to either a two or a four-year College or University.
- 4) Applicant must have played a minimum of five (5) years in NBBA.
- 5) Applicant must submit a Scholarship Application Form to the Scholarship Committee.
- 6) The Scholarship Committee will review all applications and present their recommendations to the Board of Directors of the NBBA. A majority vote by a Quorum of the Board of Directors will be authority to award the scholarship.
- 7) The Scholarship Committee shall consist of a minimum of three (3) members, but not more than five (5) members of the Board of Directors. The President will select a committee at the Annual Meeting of the NBBA Board of Directors.
- 8) The Board of Directors will determine, on an annual basis, the number of available scholarships and their dollar amount.

Article XV: Amendments/Revision Constitution or By-Laws

The Constitution or By-Laws of NBBA may be amended, revised, repealed, or altered in whole or part, by a majority vote of a quorum of the BOARD OF DIRECTORS of NBBA at any meeting provided such changes are given in writing at least TEN DAYS prior to such meeting.

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THE SIGNATURES BELOW, OF THE ELECTED OFFICERS OF NORTH BRUNSWICK
BASEBALL ASSOCIATION INC., ATTEST TO THE ADOPTION OF THESE RESTATED
BY-LAWS, BY THE BOARD OF DIRECTORS ON THE DATE LISTED BELOW

DATED – March 13, 2013

Dave Rosenberg	President	_____
John Drury	Vice-President	_____
Paul Walsh	Vice-President	_____
Greg Scher	Vice-President	_____
Tom Kovacs	Player Agent	_____
Mary Scimone	Secretary	_____
Darren Snediker	Treasurer	_____
Debbie Kovacs	League Administrator	_____
Scot Neves	Snack Shack Coordinator	_____