**Bylaws**

**Of**

**Glen Rock Baseball and Softball Association, Inc.**

**Article I**

**Name**

The name of this organization shall be: Glen Rock Baseball Association, Inc. (hereinafter referred to as the “GRBA”).

**Article II**

**Mission**

The mission of the GRBA is to implant firmly in the children of the community the ideals of good sportsmanship, loyalty, honesty, courage and reverence so that they may be finer, stronger and happier children and will grow up to be good, honorable, healthy adults.

The GRBA intends to achieve its mission by providing supervised competitive athletic games. The development of the children is primary and the attainment of exceptional athletic skill or the winning of games is of secondary importance.

**Article III**

**Members**

**Section 1. Eligibility.**

Any child meeting the age and residency requirements shall be eligible for active membership in the GRBA provided they submit a registration form, signed by a responsible guardian, and the application for membership is accepted by the GRBA.

**Section 2. Expulsion and Suspension.**

The President or First Vice President, for just and reasonable cause, may expel or suspend from membership any child who, due to an act of his/her own or a member of his/her family, abuses the privilege of his/her membership or is otherwise guilty of wrongful conduct detrimental to other members of the GRBA. The President or First Vice President shall notify the team manager and guardian of the child of the expulsion or suspension.

**Section 3. Readmission.**

A suspended member may apply for readmission at the end of the suspension period by requesting reinstatement by the Board of Directors. The suspended member will formally by reinstated after a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting.

**Article IV**

**Board of Directors**

**Section 1. Powers and Duties**

The GRBA shall be managed and controlled by its Board of Directors. Without limiting the generality of the foregoing, the Board shall be specifically responsible for determining the GRBA’s mission, purpose and standing rules consistent with its Certificate of Incorporation and these Bylaws; electing its directors and officers; approving and monitoring the GRBA’s programs; enhancing the GRBA’s public image; taking actions it deems necessary to carry out the mission of the GRBA.

**Section 2. Composition and Qualifications**

The Board of Directors shall consist of no fewer than six (6) and no more than sixteen (16) members. Only a resident of Glen Rock, who is of the age of majority, may be a member of the Board of Directors. The Board of Directors shall be comprised of the following ex-officio members; President, First Vice President, Secretary, Treasurer, Vice President Baseball, Vice President Softball, Vice President Boys Travelling, Vice President Girls Travelling, and may include up to eight (8) members at large whose professional or personal expertise may be beneficial to the GRBA.

**Section 3. Election and Term of Office.**

Each member of the Board of Directors shall be elected at the annual meeting of the Board of Directors by a majority of the Directors then in office, and each shall continue in office for one (1) year or until his/her successor shall have been elected and qualified, or until his/her death, resignation or removal by the Board of Directors. Members of the Board of Directors are eligible to be reelected by the Board of Directors.

**Section 4. Vacancies.**

Any vacancy occurring in the Board of Directors shall be filled by an election of the Board of Directors. The President may appoint a member to serve for an interim period until necessary action can be taken by the Board of Directors. An individual elected to fill a vacancy on the Board of Directors shall be elected for the unexpired term of his/her predecessor in office.

**Section 5. Removal of Directors.**

Any one or more of the members of the Board of Directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the Board of Directors at any meeting of the Board called for that purpose upon prior written notice of a proposal to remove such Director.

**Section 6. Annual Meeting.**

The Board of Directors shall meet at least once annually during the month of October. Written notice of the time and place of the annual meeting shall be given to each member of the Board of Directors at least seven (7) days prior to the annual meeting. At each annual meeting of the Board of Directors, the Treasurer shall present a report, verified by the President, showing in appropriate detail the assets and liabilities of the GRBA as of the end of a twelve (12) month fiscal period terminating not more than six (6) months prior to said annual meeting, the revenue/receipts and expenses/disbursements of the GRBA during said fiscal period. This report shall be filed with the minutes of the annual meeting of the Board of Directors.

Subsequent to the presentation of the annual report, new directors shall be elected to the Board of Directors pursuant to the provisions of Section 3 of this article of the Bylaws. Upon the election of the new directors, the retiring directors shall complete their terms of office and the newly elected directors shall commence their terms of office. The new Board of Directors shall then proceed to elect the officers of the GRBA pursuant to the provisions of Article V, Section I of these Bylaws. The Board may transact such other business at its annual meeting as it may from time to time determine.

**Section 7. Regular Meetings.**

Regular meetings of the Board of Directors shall be held at such time and place as the President shall designate. Written notice of the time and place of each regular meeting shall be given to each Director at least seven (7) days prior to each regular meeting.

**Section 8. Special Meetings.**

Special meetings may be called by the President at times and places to be fixed by him/her on at least two (2) days’ notice to each member of the Board of Directors. Special meetings shall be called by the President in like manner on the written request of four (4) of the members of the Board.

**Section 9. Meetings Without Notice.**

All meetings of the Board of Directors may be held without notice if all of the Directors are present or if the notice is waived in writing by those not present.

**Section 10. Quorum.**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the members of the Board of Directors are present at such meeting, a majority of the Board members present may adjourn the meeting from time to time and without further notice.

**Section 11. Voting.**

A majority vote of those directors present at any duly called meeting shall govern, except when otherwise stated in these Bylaws.

**Section 12. Appointment of Committees.**

The Nominating Committee, consisting of not less than three (3) persons, shall be appointed by the President and shall be a standing committee of the GRBA. The President of the Board of Directors may establish such other special committees as may be deemed necessary. Any special committee established by the President of the Board of Directors shall have and may exercise such powers as shall be conferred or authorized by the President of the Board of Directors. The President shall be an ex officio member of all special committees except the Nominating Committee.

The Nominating Committee shall nominate candidates for members of the Board of Directors at the next annual, regular or special meeting of the Board of Directors. The Nominating Committee shall nominate and shall report the names of candidates for the offices of President, First Vice President, Secretary, Treasurer, Vice President Softball, Vice President Baseball, Vice President Boys Travelling, Vice President Girls Travelling, and up to eight (8) members at large to be considered for election at the annual meeting of the Board of Directors.

**Section 13. Organization.**

The President shall preside at all meetings of the Board of Directors, or in the absence of the President, the First Vice President shall preside. In the absence of the President and First Vice President, a presiding officer shall be chosen by the members of the Board of Directors present.

**Article IV**

**Officers**

**Section 1. Election and Term of Office.**

The officers of the GRBA shall be a President, First Vice President, a Secretary, and a Treasurer. Officers are elected at the annual meeting of the Board of Directors during the month of October. Said officers shall serve for one (1) year or until their successors are elected and qualified. Any one officer may hold a second office with the exception of President. Any person holding more than one office shall be entitled to one (1) vote as a member of the Board of Directors. No officer may serve in any one office for more than four (4) consecutive terms of any length without approval from the majority of the Board.

**Section 2. Removal of Officers.**

Any one or more officers may be removed either with our without cause by a vote of two-thirds (2/3) of full Board of Directors at any meeting of the Board called for that purpose upon prior written notice of a proposal to remove such officer.

**Section 3. Vacancy.**

In the event the Presidency is vacated, the First Vice President shall succeed to this office for the remainder of the term. In the event any of the other offices become vacant, the President shall appoint a replacement to serve until the next meeting of the Board of Directors, at which time the members of the Board of Directors shall elect a replacement to fill the unexpired term.

**Section 4. Powers and Duties.**

**a.** The President shall preside at all meetings of the Board of Directors. The President shall be responsible for carrying out the purposes of the GRBA and the directives of the Board of Directors. The President shall be the public spokesperson for the GRBA and shall represent the GRBA with any outside agencies, associations, etc. The President shall supervise and control all the affairs of the GRBA and shall perform all duties incident to the office of the President and other such duties as may from time to time be assigned to the Presidency by the Board of Directors.

**b.** In the absence of the President, the first Vice President shall assume the responsibilities of the President. The First Vice President shall assist the President in such general duties as assigned by the President.

c. The Secretary shall perform all duties incident to the office of Secretary or which may be required by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors. The Secretary shall keep and maintain these Bylaws as amended or otherwise revised to date; a book of minutes of all meetings of the membership, recording therein the time and place of holding, whether annual, regular or special, how called, how notice thereof was given, the names of those members present and the proceedings thereof. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the records and of the seal of the GRBA and affix the seal, as authorized by law or the provisions of these Bylaws to executed documents of the GRBA. The Secretary shall exhibit at all reasonable times to any officer of director of the GRBA, the books of the GRBA.

d. The Treasurer shall perform all duties incident to the office of Treasurer or which may be required by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the GRBA and deposit all such funds in the name of the GRBA in such banks or other financial institutions as shall be selected by the Board of Directors; shall receive monies due and payable to the GRBA; disperse the funds of the GRBA as may be directed by the GRBA, taking proper vouchers for such disbursements; keep and maintain adequate and accurate accounts of the GRBA’s properties and business transactions, including accounts of its assets, liabilities, receipts and disbursements; exhibit at all reasonable times the books of account and financial records to any officer or director of the GRBA upon request thereof; render to the President, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the GRBA; and prepare a written financial report of the receipts and disbursements for the year to be included in the minutes of the annual meeting.

**Article VI**

**Managers**

Commissioners, managers and coaches shall be selected and approved annually by the GRBA. Such managers shall be responsible for the selection of their teams, for their team’s actions on the field and their adherence to the standing rules of the GRBA.

**Article VII**

**Rules**

The official rules published by the GRBA shall be binding on the GRBA. Rules will be published and provided to team managers prior to the first scheduled game of the season.

**Article VIII**

**Financial**

**Section 1. Checks and Drafts.**

The Treasurer is authorized to disburse funds and reimburse expenses of other officers and team managers up to a maximum amount of $500. Disbursements over $500 require the approval of the President or First Vice President. Expenditures in excess of $5,000 shall be approved by the majority vote of the Board of Directors.

**Section 2. Execution of Contracts.**

The President, First Vice President, or such other officers or person as may be designated from time to time by the Board of Directors shall have authority to sign all contracts and legal documents on behalf of the GRBA.

**Section 3. Conflicts of Interest.**

No officer or director of the GRBA shall be interested, directly or indirectly, in any contract relating to the operations of the GRBA, nor in any contract for furnishing supplies to the GRBA, nor in any contract relating to the investment, legal, accounting or banking services, except that this prohibition shall not be construed to apply to any contract hereinabove described within is otherwise authorized by a vote of two-thirds (2/3) of the Board of Directors present at any meeting.

**Section 4. Compensation.**

No officers or directors shall be compensated for their service as officers or directors but may be reimbursed for expenses reasonably incurred by them in performance of their duties.

**Section 5. Indemnification and Insurance.**

Officers, directors, and other such representatives authorized by the GRBA shall be indemnified by the GRBA to the fullest extent permissible under the laws of the state of New Jersey and they shall not be personally liable for debts, liabilities, or other obligations of the GRBA. Except as may be otherwise provided under provisions of law, the GRBA may adopt a resolution authorizing the purchase and maintenance of insurance for the GRBA against liabilities asserted against or incurred by representatives of the GRBA in such capacity or arising out of the representative’s status as such, whether or not the GRBA would have the power to indemnify the representatives against such liability under these Bylaws or provision of law.

**Article IX**

**Office, Corporate Seal and Fiscal Year**

**Section 1. Office.**

The principal office of the GRBA shall be located within the state of New Jersey at an address the Board of Directors shall from time to time designate.

**Section 2. Seal.**

The GRBA may adopt, use, and at will alter, a corporate seal. Such seal shall be kept by the Secretary of the GRBA.

**Section 3. Fiscal Year.**

The fiscal year of the GRBA shall end on the thirty-first (31) day of December each year.

**Article X**

**Amendment of Bylaws**

These Bylaws may be amended by a majority of all the members of the full Board of Directors at a duly called meeting, provided that previous written notice stating the wording and intent of the proposed amendment shall have been given to the directors at least seven (7) days prior to such meetings.

**Article XI**

**Parliamentary Authority**

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* may be used as a procedural reference during meetings of the GRBA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the New Jersey Not-For-Profit Corporation Law or any successor statute.

By laws approved: Sept. 3, 1998

Last Amended: October 25, 2012