

Summit NJ Jr. Baseball League, Inc.

Bylaws

Amended October 3, 2022

PREAMBLE

These bylaws have been established for the purpose of achieving effective results in building good character among the youth of the City of Summit, New Jersey. They were adopted by the General Membership at the regular meeting held June 7, 2000 and were amended in January 2005, September 2009, September 2011, September 2012, October 2013, October 2014, October 2018 and October 15th, 2019, November 2020, October 5, 2021 and October 3, 2022. These bylaws shall govern the manner of Organization and the methods of operation for this corporation in accordance with the principles set forth herein.

ARTICLE I - NAME

Section 1: The legal name of this Organization shall be the Summit, New Jersey Junior Baseball League, Inc. The operating umbrella organization shall be Summit Softball & Baseball League (“SSBL”). Under this umbrella organization, the baseball league shall be known as Summit Junior Baseball (“SJBB”) and a softball league shall be known as Summit Girls Fastpitch Softball (“SGFS”).

ARTICLE II - PURPOSE

Section 1: The purpose of SSBL shall be, through the teaching of the games of baseball and softball, to foster good sportsmanship, honesty, loyalty, courage, reverence and respect for others and to foster and encourage enthusiasm and respect for the games of baseball and softball within the Summit community.

Section 2: These objectives shall be achieved by providing supervised instructional programs for boys and girls residing in the City of Summit. IN THESE PROGRAMS, THE ATTAINMENT OF EXCEPTIONAL ATHLETIC SKILL AND THE WINNING OF GAMES OR CONTESTS SHALL BE SECONDARY TO THE TEACHING OF GOOD SPORTSMANSHIP AND THE MOLDING OF GOOD CHARACTER.

ARTICLE III - GENERAL MEMBERSHIP

Section 1: All persons who have attained the age of eighteen years and who are officially recognized by SSBL as either a coach, an assistant coach, or who serve in an officially elected or appointed capacity as either an officer or director of SSBL, or are a parent or guardian of a

player registered in an SSBL program, shall be considered voting General Members of SSBL (“General Members”) for the purpose of electing Organization officers and directors in accordance with these bylaws and for any other matters to be voted on in meetings of the general membership in accordance with these bylaws. Coaches and assistant coaches shall be considered General Members from the time of their approval by the Executive Committee under Article IV, Section 5, until the approval of new coaches and assistant coaches by the

Executive Committee in accordance with such provisions, provided that any such coach or assistant coach has not resigned or been removed from such position in accordance with these bylaws. Parents and guardians shall be considered voting General Members during the calendar year that one or more of their children are registered participants in one or more SSBL programs.

ARTICLE IV - ELECTED / APPOINTED OFFICERS

Section 1: The elected officers of SSBL shall be the President, the Director-Baseball Operations, the Director-Personnel, the Treasurer, the Director-Softball Operations, the Director-Field Operations, the Director-Marketing/Purchasing, Director-Baseball Travel Teams, Director-Softball Travel Teams, and two (2) Outside Directors. The appointed officer of SSBL shall be the President Emeritus or Vice President. These twelve (12) officers shall collectively comprise the Executive Board and shall be members of the Board of Directors of SSBL.

Section 2: During the first year of his/her term, the President can choose to activate the position of President Emeritus to the Executive Board for a one year term subject to election by majority vote in favor of the appointment by the General Membership. The President Emeritus shall have the same voting rights and responsibilities of any Executive Board member.

Section 3: During any year of his/her term, the President can choose to activate the position of Vice President to the Executive Board for a one year term subject to election by majority vote in favor of the appointment by the General Membership. The Vice President shall have the same voting rights and responsibilities of any Executive Board member. The President may not nominate a Vice President if he/she has nominated a President Emeritus as defined in Article IV, Section 2.

Section 4: The elected officers of SSBL described in Article IV, Section 1 shall be elected every two years by the General Membership in accordance with Article XI.

Section 5: The Executive Board shall oversee and direct the day to day activity of SSBL and shall report to the Board of Directors regarding such activity at all regularly scheduled meetings of the Board of Directors. With any input it deems necessary, the Executive Board shall be responsible for the approval of all league directors, coaches and assistant coaches. Such approval shall occur in writing on an annual basis at the appropriate time and as necessary to fill any such positions that may become vacant from time to time. Such approval shall be based on a majority

vote of the entire Executive Board. Five members of the Executive Board shall constitute a quorum sufficient for meetings of such board, which shall be held as necessary (in person or telephonically) to oversee and direct the day to day activity of SSBL.

Section 6: Except as set forth in Section 4 above, all elected officers and outside directors shall be eligible for re-election every two years; provided, however, no elected officer or outside director may serve in the same capacity for more than four consecutive years.

Section 7: The President shall be the chief executive officer of SSBL. He/she shall preside at all meetings of the General Membership, executive board or the Board of Directors at which he/she may be present. The President shall have the authority to act for SSBL in matters that may arise between meetings and require immediate action. The President may, at his/her discretion, retain or appoint persons, either General Members or nonmembers, to serve in a non-paying, non-voting advisory or service capacity. The President shall also oversee and assist with the conduct of the various duties set forth in Section 8 through 12 of this Article IV. The President shall also from time to time call and preside at meetings of the executive board to ensure that the duties set forth in this Article IV are appropriately discharged. The President shall also call and conduct meetings of the Board of Directors and the general membership in accordance with Articles IX and XI.

Section 8: To the extent the President is not otherwise available or the President specifically delegates such responsibilities to the President Emeritus / Vice President, the President Emeritus / Vice President shall be responsible for those activities described in Article IV Section 7 above. He/she shall preside at all meetings of SSBL, the Board and the Executive Board in the absence of the President. The President Emeritus / Vice President shall be responsible for ensuring that all meetings of SSBL, the Board and the Executive Board are conducted in an orderly manner, in each case in accordance with Article IX, Section 3. The President Emeritus / Vice President shall be responsible for special projects as determined by the President. The President Emeritus / Vice President shall also coordinate and oversee the annual election process described in Article XI and for those activities or initiatives determined from time to time by the executive board or the Board of Directors.

Section 9: The Director-Personnel shall, in the absence of the President, and the Vice President, preside at the meetings of SSBL at which he/she is present. The Executive Board shall be responsible for the approval of all league directors, coaches and assistant coaches, in accordance with Article IV, Section 5. Subject to the oversight and approval of the Executive Board and the Board, and with the assistance of duly appointed Board members, the Director-Personnel shall be responsible for the soliciting and oversight of league directors (including Summer & Fall program directors), coaches, assistant coaches, umpires and other game officials for all Organization sponsored leagues and teams. In direct coordination with the Director- Baseball Operations and Director-Softball Operations, such duties shall include the annual review and assessment of league directors, coaches, assistant coaches, umpires and other game officials and ensuring that all such persons satisfy all relevant certification and other requirements.

Section 10: In all cases in accordance with Article XIII, the Treasurer shall maintain all financial records of SSBL for his/her term and the preceding term of office. He/she shall be a standing

General Member of SSBL. He/she shall maintain SSBL' funds in a savings or checking account or in other financial instruments providing comparable safety and security, in all cases in the name of SSBL. He/she shall cause to be paid all obligations of SSBL after such payment has been authorized in accordance with these bylaws or other rules established by the Executive Board or the Board of Directors from time to time. He/she shall present a written financial report at each regular meeting of SSBL which would be included in an annual statement at the end of each fiscal year of SSBL. He/she shall file on a timely basis all tax returns and other information required by law, in each case after approval of the President.

Section 11: Subject to the oversight and approval of the Executive Board and the Board, and with the assistance of duly appointed board members, the Director- Baseball Operations shall oversee all baseball related activities of SSBL' sponsored leagues, teams and programs, including the scheduling of games and practices, the assignment of umpires and other game officials, and the selection and/or drafting of players for all rec teams (travel team selection and/or drafting shall be overseen by the Director-Baseball Travel Teams). The Director-Baseball operations shall also oversee the development and implementation of age-appropriate skill objectives for each age level, the coordination of coaches' training and players' clinics and the coordination of clinics, outside speakers and other resources to ensure the development of SSBL' players, coaches and umpires. The Director- Baseball Operations shall coordinate directly with the Director-Personnel, the Director-Baseball Travel Teams and the Director-Softball Operations in the conduct of all such duties.

Section 12: In coordination with the Executive Board and the Board, the Director-Field Operations shall be responsible for the maintenance of fields and facilities used by SSBL. He/she shall provide the Board or the Executive Board, as the case may be, with timely reports and estimates detailing plans for field maintenance/improvements, purchase/repair of machinery for the maintenance of fields and long term capital expenditures on fencing, field drainage/improvements, lighting, storage facilities, etc. In accordance with any rules that may be established by the Executive Board and/or the Board from time to time, the Director-Field Operations shall obtain Executive Board and/or Board approval for any expenditures related to any of the foregoing field and facilities related matters.

Section 13: Subject to the oversight and approval of the Executive Board and the Board, and with the assistance of duly appointed board members, the Director- Softball Operations shall oversee all softball related activities of SSBL' sponsored leagues, teams and programs, including the selection and/or drafting of players for all such teams, the scheduling of games and practices, the assignment of umpires and other game officials, and the selection and/or drafting of players for all rec teams (travel team selection and/or drafting shall be overseen by the Director-Softball Travel Teams). The Director-Softball operations shall also oversee the development and implementation of age-appropriate skill objectives for each age level, the coordination of coaches' training and players' clinics and the coordination of clinics, outside speakers and other resources to ensure the development of SSBL' players, coaches and umpires. The Director-Softball Operations shall coordinate directly with the Director-Personnel, the Director-Softball Travel Teams and the Director-Baseball Operations in the conduct of all such duties.

Section 14: The Director-Marketing/Purchasing, in coordination with the Executive Board and the Board, shall be responsible for overseeing the solicitation of team and league sponsorships, and any other advertising, marketing or special fund raising initiatives of SSBL. The Director-Marketing/Purchasing, in coordination with the Executive Board and the Board, shall also be responsible for all purchases of SSBL, obtaining competitive quotes where applicable, and establishing purchasing policies and procedures. In accordance with any rules that may be established by the Executive Board and/or the Board from time to time, the Director-Marketing/Purchasing shall obtain Executive Board and/or Board approval for any expenditures related to any of the foregoing matters.

Section 15: The Director-Baseball Travel Teams, in coordination with the Executive Board and the Board, shall be responsible for the creation and operations of Baseball teams that participate in leagues and/or tournaments outside of the SSBL recreational leagues. These responsibilities, in coordination with Executive Board and Board, include, but are not limited to, the execution of any evaluations necessary, assignment of coaches, oversight of team selections, oversight of leagues and/or tournaments in which to participate, and communications with coaches and leagues and/or tournaments necessary for such participation. The assignment of coaches shall be approved by the Executive Board.

Section 16: The Director-Softball Travel Teams, in coordination with the Executive Board and the Board, shall be responsible for the creation and operations of Softball teams that participate in leagues and/or tournaments outside of the SSBL recreational leagues. These responsibilities, in coordination with Executive Board and Board, include, but are not limited to, the execution of any evaluations necessary, assignment of coaches, oversight of team selections, oversight of leagues and/or tournaments in which to participate, and communications with coaches and leagues and/or tournaments necessary for such participation. The assignment of coaches shall be approved by the Executive Board.

ARTICLE V - BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the Executive Board, the Secretary (as outlined in Article V, Section 2 below), the baseball and softball league directors, and such other General Members as may be appointed from time to time by the Executive Board. Such General Members shall serve as Directors at the discretion of the Executive Board and shall possess such titles as the Executive Board may determine from time to time.

Section 2: The Executive Board will appoint a Secretary to the Board of Directors. The Secretary shall be responsible for keeping up-to-date non-financial records of SSBL including taking and disseminating minutes of all regular and special meetings of SSBL, the Board of Directors and, as determined by the President or the Executive Board.

Section 3: The Board of Directors shall convene at the call of the President, any member of the Executive Board, or upon the request of at least four (4) members of the Board of Directors.

Meetings of the Board of Directors shall be held at least one time per month. The Treasurer or another member of the Executive Board shall present to the Board of Directors a report regarding the financial status of SSBL at each such meeting.

Section 4: The Board of Directors shall be convened to handle general matters of running SSBL, including a review and approval of the report described in Section 2 above. The Board of Directors shall be responsible for all material financial and strategic decisions of SSBL. The Executive Board shall present any necessary reports and information at meetings of the Board of Directors so that the Board of Directors can appropriately discharge its responsibilities and the Board of Directors may request any reports and information it deems necessary in order to discharge its responsibilities. The Executive Board shall present for specific approval to the Board of Directors any proposed expenditure in excess of \$2,500 (whether paid in a single payment or on an installment basis). The Board of Directors may propose, adopt and implement changes to these bylaws which shall be subject to formal ratification of the General Membership.

ARTICLE VI - STANDING COMMITTEES

Section 1: The Board of Directors shall establish such standing committees as it may determine from time to time.

ARTICLE VII - MANAGERS, COACHES AND GAME OFFICIALS

Section 1: SSBL' league directors, coaches, assistant coaches, umpires and other game officials shall serve under the direction of the Director-Personnel, who shall coordinate closely with the Director-Baseball Operations and Director-Softball Operations in order to ensure that such coaches and directors are appropriately trained and satisfy all relevant certification and other requirements. Coaches and assistant coaches of any Organization sponsored team must, in each case, be approved by the Executive Board in accordance with Article IV, Section 5. All league directors, coaches and assistant coaches shall be responsible for carrying out the objectives of SSBL under Article II of these Bylaws.

ARTICLE VIII - PLAYER MEMBERSHIP/GRIEVANCES

Section 1: Any boy or girl meeting the age/grade requirements as set forth in the rules of individual league to which he/she wishes to belong may apply for registration as a league player, provided that he/she resides in the City of Summit, or provides proof he/she will moving to the City of Summit prior to or within, a reasonable time frame of the commencement of the program he/she will participate in. Notwithstanding Article II, Section 2, from time to time SSBL may

sponsor a team(s)/program where it would be advantageous to include players from outside the City of Summit. In those instances, upon the pre-approval of the Board of Directors, players from outside the City of Summit may register for SSBL' team(s)/program(s).

Section 2: In all matters involving the conduct of a player or general member that has been alleged to be at odds with the rules and standards of SSBL, the President shall appoint and convene a special committee of at least five individuals to assess such allegations. Such committee may impose any sanction that it deems appropriate under the circumstances, after reasonably investigating such allegations. The decision of the special committee shall be final; provided, however, that if the committee elects to ban the player or general member from SSBL permanently or for the remainder of a season, such player or general member may appeal this decision to the Board of Directors. No person may participate in any such assessment, the imposition of any such sanction or in any related appeal if that person has a conflict of interest with respect to the matter or person at issue. In the case of an allegation with respect to the President, the Outside Directors shall appoint and convene a special committee in accordance with this Section 2.

ARTICLE IX - MEETINGS

Section 1: A meeting of the Board of Directors shall be scheduled at least monthly, in order to transact all business necessary for the operation of SSBL. Additional special meetings may be called by the President or upon request of at least four members of the Board of Directors. Meetings of the General Membership shall be held at least once a year in order to conduct elections contemplated by Article XI and at such other time as determined by the Board of Directors or by written request to the President signed by a majority of the general membership.

Section 2: A quorum is required to vote on any matter presented at a meeting of the Board of Directors or a meeting of the general membership. For this purpose, a quorum of the Board of Directors shall consist of at least seven (7) such directors. In the case of the general membership, a quorum shall consist of at least ten (10) General Members.

Section 3: Robert's Rules of Order shall govern the conduct of all meetings. As a community based Organization, we are mindful that all meeting participants are concerned members of the community. As such, all who attend any Organization meeting will be afforded respect, and shall be treated accordingly, as outlined in Roberts Rules of Order.

ARTICLE X - POLICY OF EQUALITY/NO CONFLICTS OF INTEREST

Section 1: It shall be the policy of this Organization to treat each team in the respective divisions on an equal basis in all matters.

Section 2: No gift may be accepted by SSBL for the benefit of any one team or group of teams to the exclusion of any other team, without the expressed approval of the Board of Directors.

Section 3: No member of the Executive Board or any member of the Board of Directors may have any financial interest (direct or indirect) in any vendor that is selected to provide paid services or purchased property to SSBL. Paid vendors providing services or property to SSBL in excess of \$5,000 shall be selected based on the solicitation of competitive bids in accordance with such bidding processes as the Executive Board may determine from time to time.

ARTICLE XI - NOMINATIONS AND ELECTIONS

Section 1: No later than the end of June, the President shall appoint a nominating committee, which shall consist of at least three (3) General Members of SSBL who do not intend to run for the position of an elected officer or outside director. The nominating committee shall present a list of persons interested in running for a particular office or outside director position to the General Membership at least three weeks in advance of the October meeting of the General Membership at which elections are to be held. The people on this list shall make themselves available for questioning by the General Membership before such elections or, where physical attendance is not possible, shall provide a written statement for consideration at the General Membership meeting that details such nominee's intentions with respect to the office for which he/she is running.

Section 2: In order to be nominated for an elected office of President, Director - Baseball Operations, Director - Softball Operations, Director-Baseball Travel Teams or Director-Softball Travel Teams, a person must have been a member of Executive Board, member of the Board of Directors, or have been a coach for SSBL for at least one (1) year and must be in good standing with SSBL. In order to be nominated for the office of Treasurer, Director-Personnel, Director-Marketing/Purchasing or Director-Field Operations, a person must be a general member of SSBL for at least one (1) year and must be in good standing with SSBL. In order to be nominated for an outside director position, a person may be either a General Member or a nonmember of SSBL. A person may only accept one nomination for one elected position and therefore may only run for one elected position. A person may not hold more than one elected office at a time.

Section 3: Any person who is a resident of Summit, New Jersey, or is a parent or guardian of a child enrolled in a current year SSBL program, may make a nomination for any elected office at least two weeks in advance of the general membership meeting described in Article XI, Section 1. Such person shall offer this nomination in writing to the head of the nominating committee, who shall promptly disseminate any such nomination to the nominating committee and to the general membership. A nominee, so nominated, shall also make himself or herself available for questioning by the general membership at such election meeting or, where attendance is not possible, shall present a written statement as described in Section 1 above.

Section 4: The nominating committee shall conduct the election of elected officers and outside directors, by secret ballot, at a designated meeting of the general membership in October of each year. Neither the outside directors nor the President Emeritus / Vice President, shall oversee the election for any position for which they may be running. Notwithstanding any other provision in these bylaws, a majority of those General Members voting shall be required for election to any elected office or outside directorship. In the event no candidate receives a majority of votes for a particular office or directorship, there shall be a runoff election at that same meeting between the two candidates receiving the most votes for such office or directorship. Absentee ballots will not be accepted.

Section 5: In the event that any elected officer or outside director cannot complete his or her term, a meeting by the Board of Directors shall be held promptly in order to fill such elected officer or outsider director role for the remainder of the relevant term. The remaining members of the Executive Board shall select a candidate for such office, and submit this candidate to the Board of Directors at least two weeks in advance of such meeting. The candidate shall be approved by a majority of the votes at such meeting by the Board of Directors and shall complete the remainder of the relevant term.

ARTICLE XII - TOURNAMENTS/TRAVEL PLAY

Section 1: The Board of Directors must approve in advance the entrance of any of its teams into outside tournaments or leagues not provided for in the programs budget to the extent reimbursement is sought for any costs associated with participation in such tournaments or leagues or to the extent participation in any such league is in conflict with the participation in the same or another league by an Organization sponsored team at the same age level. Any manager or coach not obtaining such advance approval from the Board of Directors is subject to suspension or expulsion from SSBL at the discretion of the Board of Directors.

Section 2: Directors of any Organization sponsored league or coaches of any Organization team shall be allowed, with approval of the Board of Directors, to organize teams to represent SSBL in competitive tournaments. The Director- Baseball Operations and the Director-Softball Operations will oversee all aspects of tournaments and may require adherence to certain rules as a condition to participation. Tryouts will be open to all eligible league players and will be held for the selection of tournament teams. A league player is considered eligible to try out for a tournament team only if he/she is a registered player in good standing with SSBL' spring recreation program.

ARTICLE XIII - FINANCE

Section 1: All banking accounts (e.g. checking account) must be kept in the name of SSBL. All "paper" checks must contain the signature of the Treasurer or one other member of the Executive Board designated as a signatory on the SSBL account(s). All "electronic" payments must be

initiated by the Treasurer or one other member of the Executive Board designated as a signatory on the SSBL account(s). Expenditures and bids with respect to such expenditures shall be subject to the requirements of Article V, Section 3 and Article X, Section 3, set forth above.

Section 2: A savings account in the name of SSBL may be established in a bank that is approved by the Board of Directors.

Section 3: Fiscal Year

a) The SSBL fiscal year (“Fiscal Year”) shall start January 1st of a given calendar year and end December 31st of that calendar year. Unless otherwise required by law, the Fiscal Year can only be changed by the Board of Directors, subject to formal ratification of the General Membership.

b) An annual budget (“Budget”) for each Fiscal Year shall be presented to the Board of Directors for approval. Approval of the Budget shall be no later than the start of the Fiscal Year of the Budget presented. No expenditures of funds are permitted in, nor may expenses be incurred for, a Fiscal Year until the Budget for that Fiscal Year has been approved.

c) However, for the sake of continuity of SSBL programs, the Executive Board may approve a temporary budget (“Temporary Budget”) detailing specific expenditures, the total of which may not exceed \$10,000. The Temporary Budget may only be approved and implemented in case of a delay in approval of the Budget (as described above) in time for the start of the Budget’s Fiscal Year. Upon enactment of a Temporary Budget, the Budget will be modified to reflect the expenditures contained in the Temporary Budget and the Budget will be resubmitted to the Board of Directors for approval.

d) Any material change in the Budget during the applicable Fiscal Year, must be approved by the Executive Board and promptly notified to the Board of Directors. The Treasurer, in consultation with the independent auditor described in Section 6 below, shall decide whether a deviation from the Budget is a material change to the Budget. The standard to be used when considering deviation from the Budget as a material change shall be based on the applicable section or definition of Generally Accepted Accounting Principles (“GAAP”).

Section 4: No separate accounts shall be maintained with any monies collected by any Organization activity.

Section 5: In the event of the dissolution of SSBL, all assets will be distributed to the City of Summit, to be used for youth related activities.

Section 6: A review of the financial records of SSBL shall be performed annually by an independent accountant selected by the Executive Board and approved by the Board of Directors. The results of such review shall be presented on a timely basis by the Executive Board to the Board of Directors. Any audits required by law shall be performed by an independent auditor selected by the Executive Board with the approval of the Board of Directors.

Section 7: Any payment in excess of \$2,500 shall be approved by the President. Any payment in excess of \$5,000 shall be approved by the Executive Board. Any payment in excess of \$25,000

shall be presented by the Executive Board for approval by the Board of Directors. For purposes of this Section 7, approvals shall be in writing or via e-mail. All payments shall comply with the appropriate Budget. In the case of a material change, as described in Section 3, all appropriate Budget approvals must first be in place, before the payment may be presented for approval in accordance with this Section 7.