

**AMENDED AND RESTATED BYLAWS
OF THE
LAWRENCE TOWNSHIP JUNIOR BASEBALL/SOFTBALL ASSOCIATION, INC.**

Adopted *January 11, 2022*

NAME AND ORGANIZATION

This corporation is a New Jersey nonprofit corporation having the name,
"Lawrence Township Junior Baseball/Softball Association, Inc."

**ARTICLE I
PURPOSE OF CORPORATION AND PURPOSE OF BYLAWS**

Section 1.1. Purpose of the Corporation.

1.1.1. The corporation is formed exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "**Code**"), or the corresponding section of any future federal tax code.

1.1.2. Subject to the provisions of Section 1.1.1, the corporation shall strive to implant firmly in the children of the community of Lawrence Township, New Jersey, the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens. To achieve its purpose, the corporation will provide a supervised program of competitive baseball and softball games under the rules and regulations of Little League Baseball, Incorporated ("**LLBI**"), Babe Ruth Baseball, Inc. ("**BRBI**"), and amateur associations under which Lawrence Competitive Baseball/Softball (LCBS) teams register.

Section 1.2. Purpose of these Bylaws. These Amended and Restated Bylaws of the corporation (these "**Bylaws**") are intended to govern the administration of the corporation and to provide for its management, administration, utilization and maintenance. These Bylaws shall amend and restate the bylaws of the corporation previously adopted by the corporation on October 14, 2020 in their entirety.

**ARTICLE II
SUB ORGANIZATIONS**

Section 2.1. Sub Organizations. The corporation shall contain three sub organizations: (i) Little League Baseball ("**Little League**"), which shall consist of Little League Baseball and Girls Softball; (ii) Babe Ruth Baseball ("**Babe Ruth**"); and (iii) Lawrence Competitive Baseball/Softball ("Travel"). Each of Little League, Babe Ruth, and Travel are a "Sub Organization," and together, they are the "**Sub Organizations.**"

Section 2.2. Little League. In addition to these Bylaws, Little League shall be governed in accordance with the provisions of the Lawrence Little League Constitution adopted by Little League, as it may be amended from time to time (as amended, the "**LL Constitution**"). The LL Constitution is based on a form approved by LLBI. The corporation intends that the provisions of these Bylaws with respect to Little League shall be consistent with the provisions of the LL Constitution. These Bylaws shall supersede in the event of a conflict between the LL Constitution and these Bylaws, however, the corporation shall take action to amend these Bylaws with respect to Little League to be consistent with the LL Constitution, provided that the corporation shall take no action which would jeopardize the corporation's status as an exempt organization under section 501(c)(3) of the Code.

Section 2.3. Babe Ruth. In addition to these Bylaws, Babe Ruth shall be governed in accordance with the provisions of the Babe Ruth Bylaws (the "**BR Bylaws**"). The corporation

intends that the provisions of these Bylaws with respect to Babe Ruth shall be consistent with the provisions of the BR Bylaws. These Bylaws shall supersede in the event of a conflict between the BR Bylaws and these Bylaws, however, the corporation shall take action to amend these Bylaws with respect to Babe Ruth to be consistent with the BR Bylaws, provided that the corporation shall take no action which would jeopardize the corporation's status as an exempt organization under section 501(c)(3) of the Code.

Section 2.4 Travel. In addition to these Bylaws, Travel shall be governed in accordance with the provisions of the Lawrence Competitive Baseball/Softball Bylaws (the "LCBS Bylaws"). The corporation intends that the provisions of these Bylaws with respect to Travel shall be consistent with the provisions of the LCBS Bylaws. These Bylaws shall supersede in the event of a conflict between the LCBS Bylaws and these Bylaws, however, the corporation shall take action to amend these Bylaws with respect to Travel to be consistent with the LCBS Bylaws, provided that the corporation shall take no action which would jeopardize the corporation's status as an exempt organization under section 501(c)(3) of the Code.

ARTICLE III

PARTICIPATION BY VOLUNTEERS

Section 3.1. No Corporate Members. The corporation shall not have any "members" within the meaning of the New Jersey Nonprofit Corporation Act (the "**Act**").

Section 3.2. Qualifications for Participation.

3.2.1. Any individual who is sincerely interested in active participation to further the objective of this corporation may apply to become a participant, provided that such person has not been permanently barred from participation in the corporation, Little League, LLBI, Babe Ruth, BRBI, or Travel. Participation may be subject to certain, non discriminatory rules established from time to time by the Trustees (as defined in Section 4.1), provided that such rules shall not unduly limit the ability of a person who otherwise meets the qualifications set forth in this Section 3.2.1 from being a participant.

3.2.2. In accordance with N.J.S.A. 15A:3A-1, et seq., the corporation may request, through the New Jersey Department of Law and Public Safety, that the State Bureau of Identification in the Division of State Police conduct a criminal history record background check on each prospective and current employee or volunteer of the organization in order to determine whether the person's criminal history record background check reveals a conviction of a disqualifying crime or offense as specified in the Act.

Section 3.3. Classes. There shall be the following classes of participants:

3.3.1. Players. Any youth meeting the requirements of any of:

(i) Regulation IV of LLBI and the LL Constitution; (ii) BRBI and the BR Bylaws; or (iii) the local rules for participation as a softball player, shall be eligible for participation as a player (each a "**Player**" and collectively, the "**Players**").

3.3.2. Volunteers. Any adult person (defined as age 16 or older) who meets the qualifications set forth in Section 3.2 may participate as a volunteer (each a "**Volunteer**" and collectively, the "**Volunteers**"). Any person who qualifies as a "Member" under the LL Constitution or the BR Bylaws (if Babe Ruth shall decide to have members) shall be included in the definition of "Volunteer" in these Bylaws.

(a) A Volunteer who has served the corporation for twenty (20) years may be approved by a simple majority vote at any regular or special Board meeting at which a quorum is in attendance the Board as a "**Lifetime Member**" so long as his or her participation has not been suspended or terminated as specified in Section 3.4. A Lifetime Member will always be considered as a Volunteer in good standing with the accompanying privilege of voting at an Election Meeting (as defined in Section 3.6).

(b) The Superintendent of Recreation for Lawrence Township (the "**Superintendent**"), by virtue of such position, shall be considered as a Volunteer in good standing with the accompanying privilege of voting at an Election Meeting.

Section 3.4. Suspension or Termination of Volunteers. A Volunteer's participation in the corporation may be terminated or suspended as follows:

3.4.1. The Little League Board (as defined in Section 6.1) shall have the power to terminate or suspend or otherwise discipline a Member (as defined in the LL Constitution) in accordance with the procedures set forth in the LL Constitution.

3.4.2. If Babe Ruth shall decide to have members, the Babe Ruth Board (as defined in Section 6.1) shall have the power to terminate or suspend or otherwise discipline such members in accordance with the procedures set forth in the BR Bylaws.

3.4.3. The Board of Trustees shall have the power to terminate or suspend or otherwise discipline any Volunteer by a two-thirds vote at any regular or special Board meeting at which a quorum is in attendance. A Volunteer who has been terminated or suspended by the Little League Board in accordance with Section 3.4.1 or the Babe Ruth Board in accordance with Section 3.4.2 shall be barred or restricted from participating in the corporation in accordance with the terms of the termination or suspension implemented by the Little League Board or the Babe Ruth Board, as applicable.

Section 3.5. Meetings of Volunteers. Volunteers shall hold regular monthly meetings. Special meetings of the Volunteers may be called for any reason by the Board. Written notice of the time and place of any regular meetings of the Volunteers shall be made by hand-delivery, mail, email, website announcement or facsimile no less than 5 days before the date of the meeting, to each Volunteer. Written notice of the time, place and purposes of any special meeting of Volunteers and the Election Meeting shall be made by hand-delivery, mail, email or facsimile no less than 10 nor more than 60 days before the date of the meeting, to each Volunteer entitled to vote at such meetings. Notice of any meeting may be waived in accordance with Section 13.1.

Section 3.6. Election of Trustees; Nominations. Volunteers in good standing as provided in Section 3.7 shall annually elect the following individuals, at a regular or special meeting of Volunteers (the "**Election Meeting**"), with notice of the Election Meeting given in accordance with Section 3.5:

3.6.1. Trustees who are eligible for election or re-election, in accordance with the term of office set forth in Section 4.4, other than the Trustees appointed by the Little League Board or the Board in accordance with Section 4.5; and

3.6.2. The BR President (as defined in Section 7.2) and the LCBS President (as defined in the LCBS Bylaws).

3.6.3. Nominations. Nominations for the Board shall be made at a regular meeting of Volunteers one (1) calendar month prior to the Election Meeting. Each nominee for the position of Trustee must be a Volunteer in good standing as provided in Section 3.7 but a nomination may be made by any Volunteer. Statements from potential candidates for positions on the Board of Trustees will be made at the Election Meeting.

3.6.4. Election Process. The procedure for the election held at the Election Meeting shall be determined by the election committee, or if there is no such committee, the Board, subject in either case to these Bylaws. Volunteers who are eligible to vote in accordance with Section 3.7 must vote in person at the Election Meeting, with the exception of Lifetime Members, who shall be permitted to vote in person or as described in Section 3.9. No Volunteers other than Lifetime Members shall be permitted to vote by absentee ballot or by proxy at an Election Meeting or at any other meeting of Volunteers.

Section 3.7. Good Standing. To be eligible to vote at an Election Meeting, a Volunteer must be

in good standing within the organization, meaning the Volunteer shall be actively involved in the activities of the corporation, shall have attended a minimum of five (5) monthly meetings in the course of the preceding year, and shall not have been terminated or suspended in accordance with Section 3.4. (For the purpose of this section, the preceding year shall be defined as 12 months prior to the Election Meeting.) Notwithstanding anything to the contrary in these Bylaws, the Superintendent and any Lifetime Member shall be considered in good standing regardless of attendance at monthly meetings. A Volunteer who is a Member of Little League (as defined in the LL Constitution) or a member of Babe Ruth (if Babe Ruth shall decide to have members) must also be in good standing under the terms of the LL Constitution or BR Bylaws, respectively (if such standard exists therein), to vote at an Election Meeting.

Section 3.8. Prime Importance of Molding Future Citizens. All participants in the corporation, including without limitation the Volunteers, Players, Trustees and officers of the corporation, shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance.

Section 3.9. Proxy Voting by Lifetime Members. A Lifetime Member may authorize another person or persons to act for him or her by proxy in all matters in which a Lifetime Member is entitled to participate, whether by waiving notice of any meeting, objecting to or voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the Lifetime Member or by his or her attorney-in-fact. No proxy shall be voted or acted upon after eleven months from its date unless such proxy provides for a longer period (not to exceed three years). No proxy shall be irrevocable. The authorization of a proxy may but need not be limited to specified action, *provided, however*, that if a proxy limits its authorization to a meeting or meetings of Volunteers, unless otherwise specifically provided such proxy shall entitle the holder thereof to vote at any adjourned session but shall not be valid after the final adjournment thereof. As an alternative to authorizing another person or persons to act for him or her by proxy at the Election Meeting, a Lifetime Member may submit a written ballot in a form acceptable to the election committee (or if there is no such committee, the Board) at or in advance of the Election Meeting, indicating on such ballot his or her vote(s) for the offices or positions to be filled at such Election Meeting. Other than as set forth in this Section 3.9, there shall be no voting by proxy or by absentee ballot.

ARTICLE IV **BOARD OF TRUSTEES**

Section 4.1. General. The activities of the corporation shall be managed by its Board of Trustees, which is referred to herein and may be known as the **"Board" or "Board of Trustees."** The members of the Board are referred to as **"Trustees."**

Section 4.2. Authority of Trustees. In addition to and in conjunction with the authority provided by applicable law and the Certificate of Incorporation, and in addition to the other provisions of these Bylaws, the Board shall:

4.2.1. Set overall policies and procedures for the operation of all corporate programs.

4.2.2. Disburse funds and appoint agents as in its discretion are necessary.

4.2.3. Enter into contracts in the name of the corporation.

4.2.4. Accept contributions, gifts, bequests and devises for the corporation.

4.2.5. Appoint the officers of the corporation, except as set forth in Section 5.6 and Article VII.

Section 4.3. Number and Appointment of Trustees. The number of Trustees that shall constitute the Board shall be set annually by the Board; provided, however, that the Board shall never consist of less than seven (7) or more than eleven (11) Trustees. The Board of Trustees shall have the power to fill, for the unexpired term, any vacancy occasioned by death, resignation, incapacity or refusal to act, of any of the Trustees, unless the vacancy is filled by a vote of the Volunteers in accordance with Section 4.5. All Trustees must be Volunteers in good standing as

provided in Section 3. 7.

Section 4.4. Term of Office. Except as may be necessary to create the initial phasing of terms of the Trustees, the term of office for the Trustees shall be two (2) years, with one half of the Trustees being elected or re-elected each year by the Volunteers in accordance with Section 3.6.

Section 4.5. Election of Trustees. Four (4) of the seats on the Board of Trustees shall be elected or appointed by the Little League Board, as further described in Section 7.1. The Board of Trustees may choose to fill one (1) seat on the Board of Trustees with the Superintendent, upon a vote of the Board of Trustees. The remaining Trustees on the Board of Trustees shall be elected to the Board of Trustees annually for each expired term by a vote of all Volunteers in good standing as provided in Section 3.7, in accordance with Section 3.6 of these Bylaws.

Section 4.6. Regular and Special Meetings. There will be at least one Board of Trustees meeting each year. Regular meetings of the Board shall be held on such date and at such hour and place as the Board may determine. Notice of regular meetings of the Board shall be given by hand-delivery, mail, email or facsimile in advance to all Trustees. On request by the Chairperson or by a majority of the Trustees, special meetings of the Board of Trustees shall be called, provided that such notice as the circumstances permit shall be given to all Trustees by hand-delivery, mail, email, facsimile, or telephone at least three (3) days in advance of the special meeting. No business shall be transacted at a special meeting of the Board except that specified in the notice of the special meeting. If the Superintendent has not been appointed to serve as a Trustee by a vote of the Board, he or she shall still be entitled to attend all meetings of the Board, but in an advisory capacity with no right to vote on any matter that comes before a vote of the Board.

Section 4.7. Quorum and Voting.

4.7.1. A majority of the Trustees shall constitute a quorum for the transaction of business.

4.7.2. If a quorum exists, decisions shall be made by a majority of the Trustees present and entitled to vote, except as otherwise may be specifically provided herein or by applicable law. If a quorum is not present, a majority of Trustees present may adjourn the meeting to a future time without further notice being required. The Board may act by unanimous written consent as provided by law.

Section 4.8. Order of Business. At meetings of the Board, the order of business shall be as determined by the Board.

Section 4.9. Rules of Order. At all meetings of the Board, Robert's Rules of Order shall govern, except when otherwise provided in these Bylaws.

Section 4.10. Resignation, Removal and Vacancy. Any Trustee may resign upon written notice to the President of the corporation or the Board. Any member of the Board may be disciplined, suspended or removed for cause, including nonattendance, by a two-thirds vote of the Board of Trustees. Any Trustee elected to fill a vacancy in any unexpired term shall be elected to serve for the remainder of the unexpired term. Any such vacancy may be filled in accordance with Section 4.3. At no point shall the number of Trustees be allowed to fall below seven (7).

Section 4.11. Compensation. Trustees will not receive compensation for services rendered in such capacity. The corporation may reimburse any Trustee for approved actual travel and lodging expenses incurred in the performance of the duties of such Trustee.

Section 4.12. Participation. Any one or more Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE V OFFICERS

Section 5 .1. Officers. The Board shall elect the following officers of the corporation from within the members of the Board of Trustees:

5.1.1. President. The President shall have general charge and supervision over and responsibility for the affairs of the corporation and shall preside at meetings of the Board. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the President. From time to time the President may delegate to any other officer any or all of these duties and authority.

5.1.2. Administrator. The Administrator is responsible for developing, distributing and maintaining the minutes of the Board meetings and any other official meetings. The Administrator is also responsible for serving any notice as required under these Bylaws and shall have charge of the seal of the corporation. The Administrator, while ultimately responsible, may utilize the assistance of any professional staff with expertise to fulfill the Bylaws function.

Section 5.2. Officers Appointed by the Little League Board. The offices of Treasurer and Safety Officer of the corporation shall be filled by the individuals who are appointed to such offices for Little League in accordance with Section 7.1 and the LL Constitution. Their respective duties are as follows:

5.2.1. Treasurer. The Treasurer shall be responsible for the financial affairs of the corporation, including custody of the funds and securities of the corporation, the development of the annual budget, investment policy, financial reporting and recordkeeping. The Treasurer, while ultimately responsible, may utilize the skills and support of any staff person who has expertise in the area.

5.2.2. Safety Officer. The Safety Officer shall:

(a) Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for youngsters and all Players.

(b) Develop and implement a plan for increasing the safety of activities, equipment and facilities through education, compliance and reporting.

Section 5.3. Election and Term. All of the officers described in Section 5.1 shall be elected at the last Board meeting of each calendar year to commence service the next following calendar year. The term of all officers of the corporation shall be one (1) year, regardless of whether such officer is elected by the Board as described in Section 5 .1 or by the Little League Board as described in Section 5.2. There are no term limits.

Section 5.4. Additional Officers. The Board of Trustees may appoint such additional officers and determine their term, title, and duties, as the Board of Trustees may decide from time to time.

Section 5.5. Resignation, Removal and Vacancy. Any officer may resign upon written notice to the Board. The Board may remove any officer with or without cause. Whenever any office becomes vacant, the Board shall fill the vacancy by vote at the regularly scheduled annual meeting or at a special meeting called by the Board for the purpose of filling the vacancy. During any interim period, before the vacancy is filled, the President of the corporation may appoint any other officer or staff member to perform the duties of the vacant position.

Section 5.6. Officers of the Sub Organizations. The Sub Organizations shall have such officers as are described in Article VII.

ARTICLE VI
SUB-BOARDS OF LITTLE LEAGUE, BABE RUTH, AND TRAVEL

Section 6.1. Little League Board and Babe Ruth Board. The activities of Little League shall be directly overseen by a separate board of directors (the "**Little League Board**"), which shall be subordinate to the Board of the corporation. The activities of Babe Ruth shall be directly overseen by a separate board of directors (the "**Babe Ruth Board**"), which shall be subordinate to the Board of the corporation. The activities of Travel shall be directly overseen by a separate board of directors (the "Travel Board"), which shall be subordinate to the Board of the corporation. Each of the Little League Board, the Babe Ruth Board, and the Travel Board is a "**Sub-Board**", and together, they are the "**Sub-Boards.**"

Section 6.2. Authority of Sub-Boards. In addition to and in conjunction with the authority provided by the LL Constitution or the BR Bylaws or the Travel Bylaws, respectively, each Sub-Board shall:

6.2.1. Approve the selection of coaches and managers submitted by the LL President or the BR President, or the Travel President, respectively;

6.2.2. Set overall policies and procedures for the operation of the respective Sub Organization;

6.2.3. Appoint officers of the respective Sub Organization (with the exception of the BR President and the Travel President, who shall be elected in accordance with Section 3.6);

6.2.4. With respect to the Little League Board, interact with LLBI and appoint one or more officers to act as representatives to LLBI for the corporation; and

6.2.5. With respect to the Babe Ruth Board, interact with BRBI and appoint one or more officers to act as representatives to BRBI for the corporation.

Section 6.3. Number and Appointment of Sub-Board Directors.

6.3.1. Little League Board. The number of directors who shall serve on the Little League Board shall be consistent with the requirements set forth in the LL Constitution and by LLBI. Directors of the Little League Board shall be elected or appointed in the manner set forth in the LL Constitution.

6.3.2. Babe Ruth Board. The number of directors who shall serve on the Babe Ruth Board shall be consistent with the requirements set forth in the BR Bylaws and by BRBI. Directors of the Babe Ruth Board shall be elected or appointed in the manner set forth in the BR Bylaws.

6.3.3. Travel Board. The number of directors who shall serve on the Travel Board shall be consistent with the requirements set forth in the Travel Bylaws. Directors of the Travel Board shall be elected or appointed in the manner set forth in the Travel Bylaws.

In addition to the requirements set forth in Sections 6.3.1 and 6.3.2, all directors of Sub Boards must be Volunteers in good standing as provided in Section 3.7 of these Bylaws.

Section 6.4. Term of Office. The term of office for directors serving on the Little League Board or the Babe Ruth Board or the Travel Board shall be one (1) year or as otherwise set forth in the LL Constitution or the BR Bylaws or the Travel Bylaws, respectively.

Section 6.5. Little League Board Meetings. The Little League Board shall hold regular and special meetings in accordance with the requirements set forth in the LL Constitution, with notice of any meeting given to all directors who serve on the Little League Board as directed in the LL Constitution. No business shall be transacted at a special meeting except that specified in the notice.

Section 6.6. Babe Ruth Board Meetings. The Babe Ruth Board shall hold regular and special

meetings on such dates and at such hour and place as the Babe Ruth Board may determine, subject to the requirements set forth in the BR Bylaws. Notice of any regular or special meeting of the Babe Ruth Board shall be given by hand-delivery, mail, email or facsimile in advance to all directors who serve on such Sub-Board at least three (3) days in advance of the meeting, unless a longer time is required by law or the BR Bylaws. No business shall be transacted at a special meeting except that specified in the notice.

Section 6.7. Travel Board Meetings. The Travel Board shall hold regular and special meetings in accordance with the requirements set forth in the Travel Bylaws, with notice of any meeting given to all directors who serve on the Travel Board as directed in the Travel Bylaws. No business shall be transacted at a special meeting except that specified in the notice.

Section 6.8. Quorum and Voting.

6.8.1. A majority of the directors of the respective Sub-Board shall constitute a quorum for the transaction of business by each respective Sub-Board, unless another quorum requirement is set forth in the LL Constitution or the BR Bylaws or the Travel Bylaws, as applicable.

6.8.2. If a quorum exists, decisions shall be made by a majority of the directors present and entitled to vote, except as otherwise may be specifically provided by these Bylaws, by applicable law, or by the LL Constitution or the BR Bylaws or the Travel Bylaws, as applicable. If a quorum is not present, a majority of directors present may adjourn the meeting to a future time without further notice being required. Each Sub-Board may act by unanimous written consent as provided by law provided such action is permitted under the LL Constitution or the BR Bylaws or the Travel Bylaws, as applicable.

Section 6.9. Order of Business. At meetings of the Sub-Boards, the order of business shall be as determined by the respective Sub-Board.

Section 6.10. Rules of Order. At all meetings of the Sub-Boards, Robert's Rules of Order shall govern, except where same conflicts with the LL Constitution or the BR Bylaws or the Travel Bylaws, as applicable.

Section 6.11. Resignation, Removal and Vacancy. Any member of any Sub-Board may resign upon written notice to the President of the applicable Sub Organization or the applicable Sub-Board, or as otherwise set forth in the LL Constitution or BR Bylaws or the Travel Bylaws, as applicable. Any member of the Sub-Board may be removed for cause, including nonattendance, by a two-thirds vote by the Sub-Board, unless the LL Constitution or the BR Bylaws or the Travel Bylaws have a different procedure for removal of directors, in which case the LL Constitution or BR Bylaws or the Travel Bylaws, as applicable, shall apply. Any vacancy in any unexpired term may be filled in the manner set forth in the LL Constitution or the BR Bylaws or the Travel Bylaws, respectively.

ARTICLE VII

OFFICERS OF SUB ORGANIZATIONS

Section 7.1. Little League Officers. The activities of Little League shall be directly managed by such officers as are described in the LL Constitution (the "**Little League Officers**"), which officers shall include a president of Little League (the "**LL President**"), and such other officers as are named in the LL Constitution. The Little League Officers shall be elected in the manner set forth in the LL Constitution. The Little League Board shall appoint the following four (4) Little League Officers to serve as members of the Board of Trustees of the corporation: the LL President, the softball president, the treasurer of Little League (who shall also serve as Treasurer of the corporation, as described in Section 5.2) and the safety officer of Little League (who shall also serve as Safety Officer of the corporation, as described in Section 5.2).

Section 7.2. Babe Ruth Officers. The activities of Babe Ruth shall be directly managed by such officers as are described herein or in the BR Bylaws (the "**Babe Ruth Officers**"), which officers shall include a president of Babe Ruth (the "**BR President**") and such other officers as are

named in the BR Bylaws. Babe Ruth Officers shall be elected in the manner set forth herein, unless another manner is set forth in the BR Bylaws. With the exception of the BR President, which office Babe Ruth shall be required to have and which officer shall be elected by the Volunteers of the corporation in accordance with Section 3.6.2 of these Bylaws, the Babe Ruth Board shall determine annually what additional offices it wishes to fill.

7.2.1. BR President. The BR President shall have general charge and supervision over and responsibility for the affairs of Babe Ruth and shall preside at meetings of the Babe Ruth Board. Unless otherwise directed by the Babe Ruth Board, all other officers (if any) shall be subject to the authority and the supervision of the BR President. From time to time the BR President may delegate to any other officer any or all of these duties and authority.

7.2.2. Babe Ruth Secretary. The Administrator of the corporation shall serve as the secretary for Babe Ruth, unless the Babe Ruth Board votes to require the establishment of a separate office of secretary for Babe Ruth (the "Babe Ruth Secretary"). If the Babe Ruth Board establishes the office of the Babe Ruth Secretary, the Babe Ruth Secretary shall be elected by the Board of the corporation in accordance with Section 5.1. The Administrator, or the Babe Ruth Secretary, if applicable, shall perform the duties set forth in the BR Bylaws.

7.2.3. Babe Ruth Treasurer. The Treasurer of the corporation shall serve as the treasurer for Babe Ruth, unless the Babe Ruth Board votes to require the establishment of a separate office of treasurer for Babe Ruth (the "**Babe Ruth Treasurer**"). If the Babe Ruth Board establishes the office of the Babe Ruth Treasurer, the Babe Ruth Treasurer shall be elected by the Babe Ruth Board. The Treasurer, or the Babe Ruth Treasurer, if applicable, shall perform the duties set forth in the BR Bylaws.

7.2.4. Babe Ruth Player Agent. The Babe Ruth Player Agent (if such office is so established) shall be appointed by the BR President and shall:

- (a) Record all Babe Ruth player transactions and maintain an accurate and up-to-date record thereof.
- (b) Receive and review applications for Babe Ruth player candidates and assist the BR President in verifying residence and age eligibility.
- (c) Conduct the tryouts, the player draft and all other player transaction or selection meetings for Babe Ruth players.
- (d) Prepare the Babe Ruth Player Agent's list.
- (e) Comply with all Babe Ruth Baseball player and roster requirements.
- (f) Perform such other duties as are set forth in the BR Bylaws

Section 7.3. Travel Officers. The activities of Travel shall be directly managed by such officers as are described in the Travel Bylaws (the "Travel Officers"), which officers shall include a president of Travel (the "Travel President"), and such other officers as are named in the Travel Bylaws. The Travel Officers shall be elected in the manner set forth in the Travel Bylaws.

Section 7.4. Additional Officers. The Sub-Boards may appoint such additional officers and determine their term, title, and duties, as the Sub-Boards may decide from time to time, and as may be permitted under the LL Constitution or the BR Bylaws or the Travel Bylaws, respectively.

ARTICLE VIII
COMMITTEES

Section 8.1. The Board of Trustees may, at its discretion and in accordance with N.J.S.A. 15A:6-9, establish committees, sub-committees, boards of advisors, or task forces to consider matters and make recommendations to the Board of Trustees within the purview of the purposes of the corporation. Such committees shall be appointed by the President subject to the approval of the Board. Qualification for service on any advisory committee shall not be limited to Trustees.

ARTICLE IX
FISCAL ADMINISTRATION

Section 9.1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each calendar year.

Section 9.2. Signatures on Checks. Whenever any corporation check is issued, it must be verified and signed in the manner approved by the Board of Trustees.

Section 9.3. Audits. At the end of each fiscal year, the corporation may engage a public accountant to make an audit and examination of and render a written report on the financial affairs of the corporation. Any audit report shall be presented to the Board at its meeting next following the end of the fiscal year. The report shall be annexed to the minutes of the Board.

Section 9.4. Deposits. All funds of the corporation shall be deposited in such financial institutions as designated by the Board of Trustees.

ARTICLE X
TAX EXEMPTION

Section 10.1. Notwithstanding anything else herein, the corporation shall not engage in any activity which is inconsistent with its tax-exempt status pursuant to section 501(c)(3) of the Code.

Section 10.2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Section 10.3. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
CORPORATE SEAL

Section 11.1. The corporation shall have a seal in circular form having within its circumferences the words "Lawrence Township Junior Baseball/Softball Association, Inc."

ARTICLE XII
EFFECT OF AND AMENDMENTS TO BYLAWS

Section 12.1. These Bylaws are subject to the provisions of the Act and the corporation's Certificate of incorporation, as it may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern.

Section 12.2. The Volunteers shall vote on any proposal to alter or amend the existing Bylaws. Any such change shall be by the affirmative vote of a majority of the Volunteers who are eligible to vote at an Election Meeting, at any meeting for which at least ten (10) days advance notice is given of the vote, including notice of the substance of any such proposed new or amended Bylaw.

ARTICLE XIII
WAIVERS OF NOTICE

Section 13.1. Any notice required by these Bylaws, by the Certificate of Incorporation, or by the Act may be waived in writing by any person entitled to notice. The waiver or waivers may be executed either before or after the event with respect to which notice is waived. Each Trustee or Volunteer attending a meeting without protesting, prior to its conclusion, the lack of proper notice shall be deemed conclusively to have waived notice of the meeting.

ARTICLE XIV
AFFILIATION

Section 14.1. Charters. The corporation shall annually apply for charters from LLBI and BRBI and shall do all things necessary to obtain and maintain such charters. The corporation shall devote its entire energies to the activities authorized by such charters and it shall not be affiliated with any other program or organization or operate any other program which is in direct conflict or competition with the charters of LLBI or BRBI. The programs and activities conducted by LCBS pursuant to these Bylaws are not considered to be in conflict or competition with the charters of LLBI or BRBI.

Section 14.2. Rules and Regulations. The Official Playing Rules and Regulations as published by LLBI, Williamsport, Pennsylvania, shall be binding on this corporation for operation of Little League. The Official Playing Rules of Babe Ruth Baseball shall be binding on the corporation for the operation of Babe Ruth.

Section 14.3. Local Rules and Ground Rules. The local rules and ground rules of this corporation shall be adopted by the Board of Trustees at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the rules, regulations and policies of LLBI or BRBI or other amateur associations under which Travel teams play, nor shall they conflict with the Certificate of Incorporation of the corporation or these Bylaws. The local rules and ground rules of this corporation shall expire at the end of each fiscal year, and are not considered part of the Certificate of Incorporation or these Bylaws.

ARTICLE XV
MISCELLANEOUS

Section 15.1. Definitions. For purposes of these Bylaws, each of the following defined terms is defined in the Section of these Bylaws indicated below:

Defined Term Section

Act Section 3.1
Babe Ruth Section 2.1
Babe Ruth Board Section 6.1
Babe Ruth Officers Section 7.2
Babe Ruth Secretary Section 7.2.2
Babe Ruth Treasurer Section 7.2.3
Board Section 4.1
Board of Trustees Section 4.1
BRBI Section 1.1.2
BR Bylaws Section 2.3
BR President Section 7.2
Bylaws Section 1.2
Code Section 1.1.1
Election Meeting Section 3.6
Lifetime Member Section 3.3.2(a)
Little League Section 2.1
Little League Board Section 6.1
Little League Officers Section 7.1
LLBI Section 1.1.2
LL Constitution Section 2.2
LL President Section 7.1
Player Section 3.3.1
Quorum Section 4.7.1
Sub-Board Section 6.1
Sub Organization Section 2.1
Superintendent Section 3.3.2(b)
Travel Section 2.1
Trustees Section 4.1
Volunteer Section 3.3.2