

BYLAWS
OF
MADISON SOFTBALL
a New Jersey nonprofit corporation

ARTICLE I. ORGANIZATION

Section 1. Purposes. The purposes for which the MADISON SOFTBALL League, a New Jersey nonprofit corporation (the "Corporation") is formed are those set forth in the Certificate of Incorporation, as amended from time to time.

ARTICLE II. MEMBERSHIP

Section 1. Membership. The Corporation shall have no members. The activities of the Corporation shall be managed by the Board of Trustees.

ARTICLE III. TRUSTEES

Section 1. Board of Trustees. The Board of Trustees of the Corporation shall consist of a minimum of six (6) persons. Trustees have voting rights.

Section 2. Managing Board Additions/Vacancies. The Board of Trustees may add Probationary Trustees as needed or to specifically fill a vacancy.

A candidate to be a Probationary Trustee needs a nomination from a current Trustee to be considered for a membership vote. Probationary Trustees will not have voting rights. A Probationary Trustee requires a membership vote to become a Trustee.

In all cases, to be elected, the candidate requires the affirmative vote of a majority of the current Trustees.

Whenever a vacancy, however caused, occurs in the Board; the size of the Board may shrink based on the program needs at that time.

Section 3. Term of Trustees. Probationary Trustees have a term of 1 year. If elected a Trustee, they have an initial term of three (3) years. If re-elected after three (3) years, their term expires when they resign or if removed.

Section 4. Removal. A Trustee can be removed from office FOR CAUSE by the vote of a majority of the Board. "FOR CAUSE" shall be defined for the purpose of this Section 4 to include, without limitation, failure to attend three (3) consecutive ANNUAL meetings of the Board or failure to comply with either the NAYS Coaches Code of Ethics or the Madison Youth Sports Code of Conduct. In addition, a trustee may be immediately suspended from the Board pending a final determination that cause exists.

ARTICLE IV. MEETINGS

Section 1. Annual Meeting of the Board. The annual meeting of the Board shall be held on a day selected by the President, to elect Trustees and Officers and to take such other action as shall come before the meeting. The regular Board Meetings may be held without notice by resolution adopted at any meeting of the Board.

Section 2. Special Meetings of the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any two (2) of the Trustees. Such meetings of the Board shall be held upon not less than two (2) days' notice given personally, by email, by telephone, by telecopier, by text, or upon not fewer than five (5) days' notice given by depositing notice in the United States mail, postage prepaid. Such notice shall specify the time, place and purposes of the meeting.

Section 3. Waivers of Notice of Meetings and Adjournments. Notice of meeting need not be given to any Trustee who signs a waiver of notice, or who provides a waiver of notice by email, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Trustee of such meeting prior to the conclusion of the meeting. Neither the business to be

transacted at, nor the purposes of, any meeting of the Board need be specified in the waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourned and if the period of adjournment does not exceed ten (10) days in any one adjournment.

Section 4. Action Without Meeting. The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, a majority of the Trustees or committee members shall consent in writing, which may include email form, to such action. Such written consent or consents shall be filed with the minutes of the meeting.

Section 5. Meeting by Telephone or other Remote Technology. The Board or a committee of the Board may participate in all or any part of a meeting of the Board or such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to communicate with each other.

Section 6. Quorum. A majority of the entire Board, or of any committee thereof, shall constitute a quorum for the transaction of business. The act of the majority of the Board at a meeting at which a quorum is present shall be the act thereof, except that the act of a majority of the entire Board shall be required with respect to any amendment to these Bylaws or the Certificate of Incorporation and with respect to any matter requiring majority vote of the entire Board pursuant to these Bylaws.

Section 7. Procedure. Roberts Rules of Order shall govern all meetings of the Corporation. All meetings will be restricted to Board Members and Probationary Members only.

ARTICLE V. OFFICERS

Section 1. Officers. At its annual meeting, the Board shall elect a President, one or more Vice Presidents, a Treasurer, a Secretary, and such other Officers as it shall deem necessary. Any two (2) or more offices may be

held by the same person but no officer shall execute, acknowledge, or verify any instrument in more than one (1) capacity if such instrument is required by law, by these Bylaws or by resolution of the Board to be executed, acknowledged or verified by two (2) or more Officers. The Board, by resolution adopted by two-thirds of the entire Board, may remove any Officer, with or without cause. The duties and authority of the Officers shall be as determined from time to time by the Board or as assigned or delegated to them by the President pursuant to this Article V. Subject to any such determination, the Officers shall have the following duties and authority:

(a) The President shall be Chief Executive Officer of the Corporation, shall have general charge and supervision over and responsibility for the affairs of the Corporation, and shall preside at all 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. The President may enter into and execute in the name of the Corporation contracts and other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. The President shall have the general powers and duties of management usually vested in the office of the President of a corporation. The President may delegate from time to time to any other Officer, any or all of such duties and authority.

(b) Vice Presidents shall have such duties and possess such authority as may be delegated by the President.

(c) The Treasurer shall have custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall file any and all tax returns and reports, including annual reports required of nonprofit corporations. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President or the Board.

(d) The Secretary will keep or cause to be kept records of all materials involving the Corporation, shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board for a minimum period of one (1) year. The Secretary shall have charge of the seal of the Corporation and shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board.

ARTICLE VI. COMMITTEES

Section 1. Committees of the Board. The President, with the consent of a majority of the Board, may appoint from among the Trustees such committees as he/she deems advisable in the interests of the Corporation, and each committee shall report at regular meetings of the Board.

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of such committee. The President of the Corporation shall appoint from its members a chairman.

Section 2. Nominating Committee. Individual Trustees may nominate candidates for probationary membership in advance of the annual meeting. A Nominating Committee consisting of three (3) Trustees may be appointed by the President to serve for such term as shall be designated by resolution of the Board, if needed. The Committee shall submit a slate of candidates for Probationary Trustees to be elected at the annual meeting of Members.

ARTICLE VII. FISCAL YEAR

Section 1. The fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE VIII. BOOKS AND RECORDS

Section 1. Books and Records. The Corporation shall keep correct and

complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the trustees entitled to vote. All books and records of the Corporation may be inspected by any trustee or his agent or attorney for any proper purpose at any reasonable time.

Section 2. Treasurer's Records and Reports. The Treasurer shall cause to be kept a proper record of all monies received by the Corporation from all sources, and keep proper vouchers indicating the amount and nature of all expenditures. The monies of the Corporation shall be deposited in the name of the Corporation and all payments shall be made in its name.

Section 3. President's Report. The President shall present an annual report to the Board reviewing the season ended and making such forecast for the season approaching as he or she deems reasonable.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a vice president of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from

time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts. The President or Treasurer may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE X. DISSOLUTION

Section 1. Dissolution. Upon dissolution of the Corporation, the Trustees shall, after payment of the liabilities, distribute all of its remaining assets to such nonprofit charitable organizations as are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future federal tax code, or to the State of New Jersey or a local government, and as shall in the opinion of the Trustees be best able to effect the purposes of the Corporation.

ARTICLE XI. AMENDMENTS

Section 1. Amendments to Bylaws. These Bylaws may be altered, amended or repealed by the Board. Written notice, which may include email form, of any such Bylaw change to be voted upon by the Board shall be given prior to the Board vote. Notwithstanding the quorum requirements of Article IV, Section 6, the act of a majority of the entire Board shall be required to alter, amend or repeal these Bylaws or the Certificate of Incorporation.

ARTICLE XII. MISCELLANEOUS

Section 1. Corporation to be Non-Partisan. It is the policy of the Corporation to be non-partisan. The Corporation shall not endorse or give the appearance of endorsing or opposing any political party or candidate. Nor shall any member of the Board act in any manner which would suggest that the Corporation endorses or opposes any political party or candidate.

Section 2. Force and Effect of Bylaws. These Bylaws are subject to the

provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Corporation's Certificate of Incorporation as each 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 to the extent of such inconsistency.

Section 3. Compensation. Neither the Trustees nor Officers shall receive any fees, salary or remuneration of any kind for their services as Trustees and/or Officers, provided, however, that they may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers or other evidence of expense. Nothing herein shall preclude Trustees and/or Officers from receiving fair compensation for providing goods or services to the Corporation, provided the Board approves the supply or performance of goods or services and the payment therefor.

Section 4. Indemnification. The Corporation shall indemnify, and by this bylaw does indemnify, all of its directors, officers, agents and employees serving as such from time to time after the date of the adoption of this bylaw, both during their terms of office and thereafter, against all reasonable expenses, liabilities, judgments, fines and amounts paid in settlement or actually incurred by them in the performance of their duties as directors, officers, agents or employees of the Corporation, to the fullest extent permitted by law. This indemnification may, in the discretion of the Board of Directors of the Corporation, include advances of reasonable expenses in advance of final disposition of any action, suit or proceeding. This indemnification shall not be exclusive of any other rights to which said directors, officers, agents or employees may be entitled. This indemnification shall insure to the benefit of the heirs, executors and administrators of said directors, officers, agents and employees of the Corporation.