

BYLAWS

OF

**BURLINGTON TOWNSHIP SPORTS CLUB  
FOUNDATION  
A NJ NONPROFIT CORPORATION**

INCORPORATED UNDER THE LAWS

OF THE

STATE OF NEW JERSEY

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## Table of Contents

Article I:	Name, Office and Incorporation
Article II:	Purpose
Article III:	Members
Article IV:	Board of Directors
Article V:	Meetings
Article VI:	Committees of the Board
Article VII:	Books and Accounts
Article VIII:	Indemnification
Article IX:	Authority for Check or Draft Endorsement
Article X:	Restricted Fund Accounts
Article XI:	Fiscal Year
Article XII:	Dissolution
Article XIII:	Amendment and Interpretation
Article XIV:	Bylaws to Be Maintained at Main Business Office of the Foundation

# **BURLINGTON TOWNSHIP SPORTS CLUB FOUNDATION**

## **A NJ NONPROFIT CORPORATION**

### **BYLAWS**

#### **ARTICLE I - NAME, OFFICE, AND INCORPORATION**

The name of the foundation shall be Burlington Township Sports Club Foundation, a NJ Nonprofit Corporation (herein after known as the “Foundation”). The principal office will be 1402 Salem Road, Burlington Township, New Jersey 08016. The mailing address will be PO BOX 1650, Burlington, New Jersey 08016. The Foundation is incorporated as a New Jersey non-voting, membership nonprofit corporation under the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 et seq. (the “Act”).

#### **ARTICLE II - PURPOSE**

The exclusive purpose for which the Foundation is being organized and operated under Section 501(c)(3) of the Internal Revenue Code (“Code”) for charitable and educational purposes as provided in the Articles of Incorporation, to include but not limited to: (i) providing supplemental funding for athletic programs within Burlington Township; (ii) providing scholarships (up to \$2,000 per year) to graduating seniors who participated in Burlington Township athletic programs; (iii) making distributions to support various other not for profit organizations operating within Burlington Township and (iv) performing all other acts and things not prohibited to a corporation organized under the laws of the State of New Jersey relating to nonprofit corporations, which are necessary, desirable, or appropriate to facilitate the accomplishment of the foregoing purposes and in conformance with Article 3 of the articles of incorporation.

#### **ARTICLE III - MEMBERS**

**Section 1. Membership:** Membership in the Foundation is open to any resident of Burlington Township. Members must attend 75% of the General Meetings in order to be eligible to vote.

**Section 2. Committee Members:** Committees are a body of appointed members, consisting of at least three (3) but no more than five (5), to make recommendations to the Board of Directors on a potential or planned project or change, to assist in carrying out the purposes of the Foundation. All committee members must attend meetings as scheduled. Committee members cannot be a Commissioner of their organization and/or association. All Committees will have representation of at least one member of the Foundation’s Board of Directors.

**Section 3. Groups Members:** A Group Member is a designated representative of a particular organization and/or association (cannot be a Recreation Commissioner of the Township). Group Members are not eligible to vote.

**Section 4. Voting Rights of Members:** Only members who have attended the required number of meetings shall have the right to vote at the General Meetings of the Foundation's Board of Directors, as outlined in Article V, Section 2. Members may vote on non-financial matters such as election of new officers, amendments to By-Laws, etc.

#### **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1. Officers:** The Board of Directors of the Foundation shall consist of the President, Vice President, Secretary, Gaming Treasurer and Financial Treasurer, and such other Officers as may from time to time be specified.

**Section 2. Compensation:** The Board of Directors shall serve without compensation.

**Section 3. Nomination, Election, Term of Office:** The Board of Directors shall be elected annually at the General Meeting of the Foundation in December (nominations will be made in November). The only agenda item for the December meeting will be the election (no other business will be discussed). All Board of Directors positions are for two years (with the exception of the initial term for Vice President, Secretary and Gaming Treasurer, which will be for one (1) year). The President and Treasurer are elected in even years and the remaining Board positions are elected in odd years. Only members in good standing (those who attended 75% of the General Meetings) are eligible for nomination to the Board of Directors. Nominations for the Board of Directors may only be made by other members in good standing. In the event an open Board of Directors position is not filled, the Board of Directors may elect (by majority vote) an individual who does not meet the requirements of a member in good standing. In the event of death, disability, removal or resignation of any Board position of the Foundation, the Board of Directors shall elect a successor to serve out his or her term.

**Section 4. The President: Powers and Duties:** The President shall have general supervision over the affairs of the Foundation. The President or their designee shall attend and preside over all Board meetings and general meetings; oversee all committee meetings, serve as ex officio member of all committees, appoint all committee member chairs, shall call to order any special meetings if deem necessary, maintain knowledge of the Foundation and personal commitment to its goals and objectives, understand all gaming rules and regulations and other requirements as may from time to time be specified.

**Section 5. The Vice President: Powers and Duties:** The Vice President shall carry out any special assignments as requested by the board President, understand the responsibilities of the board President and be able to perform these duties in the President's absence, participate as a vital part of the board leadership, maintain knowledge of the Foundation and personal commitment to its goals and objectives, serve as Chair on selected Committees and other requirements as may from time to time be specified.

**Section 6. The Secretary: Powers and Duties:** The Secretary shall attend all board meetings, general meetings and record and review all minutes, assume responsibilities of the President in the absence of the board President and Vice President, provide notice of board meetings, general and committee meetings when such notice is required, maintain all board records and ensure their accuracy and safety, maintain knowledge of the Foundation and personal commitment to its goals and objectives, serve as Chair on selected Committees and other requirements as may from time to time be specified.

**Section 7. Gaming Treasurer:** The Gaming Treasurer shall attend all Board Meetings, General Meetings and understand all gaming rules and regulations, inform groups members of proper reporting, to serve as board liaison to Fundraising Committee, work with Financial Treasurer to ensure that appropriate financial reports are made available to the board on a timely basis, review annual audit, maintain knowledge of the Foundation and personal commitment to its goals and objectives and other requirements as may from time to time be specified.

**Section 8. Financial Treasurer:** The Financial Treasurer shall attend all Board Meetings, General Meetings, understand all state and federal rules and regulations, inform groups' members of proper reporting, prepare and present the annual budget to the board for approval, to inform and keep groups' members up-to-date on all financial accounting in preparation of audit, to ensure that appropriate financial reports are made available to the board on a timely basis, to prepare and ensure that appropriate financial reports are made available to the auditors on a timely basis, review annual audit, serve as financial officer of the organization and as chair of the finance committee, manage along with the finance committee the Board's review of and action related to the board's financial responsibilities, maintain knowledge of the Foundation and personal commitment to its goals and objectives and other requirements as may from time to time be specified.

## **ARTICLE V - MEETINGS**

**Section 1. Board of Directors:** The Board of Directors will meet on a monthly basis.

**Section 2. General meeting:** The General Meetings of the Foundation's Board of Directors, along with representatives from the Committees and Groups will be held in February, May, August, November and December (for Board elections only). These meetings are also open to the General Public.

**Section 3. Committee meetings:** Committee member meetings will be held as needed.

**Section 4. Notice of Meetings.** Written notice of the time, place and, in the case of special meetings, the purpose or purposes of all meetings of the Foundation shall be given by the President at least ten (10) days prior to the day named for such meeting. Written notice may be in the form of posting to the local newspaper or via

electronic communication. No business shall be considered at any special meeting except as is stated in the written notice for such meeting.

**Section 5. Quorum.** A simple majority shall be sufficient to constitute a quorum for the transaction of business at any meeting.

**Section 6. Action by the Written Consent.** Unless otherwise restricted by the Certificate of Incorporation, these Bylaws, or otherwise by law, any action required or permitted to be taken at any meeting thereof may be taken without a meeting consent thereto in writing, and the writing or writings are filed with the minutes of the subsequent Foundation meeting.

**Section 7. Teleconference Meetings.** Any meeting can be conducted by telephone or similar communications equipment so long as all of the members participating can hear and speak to each other.

**Section 8. Resignation.** Any Board member may resign by written notice to the Foundation. The resignation shall be effective upon receipt thereof by the Foundation or at a subsequent time as shall be specified in the notice of resignation.

**Section 9. Removal.** Any Board member may be removed for cause such as theft, insubordination, violence or anything else deemed detrimental to the objectives of the organization. Removal is approved by a majority vote of the Board of Directors.

## **ARTICLE VI - COMMITTEES OF THE BOARD**

**Section 1. Designation by the Board; Composition.** The Board of Directors may, by resolution adopted by a majority of the entire Board of Directors, alter or eliminate the committees of the Board described in Section 2 below, or create one or more other committees

**Section 2. Delegation.** Any such committee, to the extent provided in such resolution or these Bylaws, shall have and exercise all the authority of the Board of Directors and the management of the Foundation as delegated to it by these Bylaws or the Board of Directors, except as otherwise restricted by law or provided in the Article of Incorporation. No committee shall have the authority to make, alter or repeal any Bylaw of the Foundation; elect or appoint any Director; remove any officer or Director of the Foundation; or amend or repeal any resolutions therefore adopted by the Board.

**Section 3. Members and Chairs.**

The Board of Directors, unless otherwise stated herein, may, by resolution, adopted by a majority of the Board of Directors, fill any vacancy in any such committee, appoint one or more persons to serve as alternate members of any such committee to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members, abolish any such committee as necessary, or remove any person from membership on such committee at any time, with cause. The President of the Board of Directors shall appoint the chairs of all Board Committees, subject to the approval of a majority of the entire Board.

**Section 4. Committee Reports.** Each committee of the Board formed pursuant to this Article VI shall keep regular minutes of its meetings and actions taken at a meeting of any such committee shall be reported to the Board at its next meeting following such committee meeting; except that, when the meeting of the Board is held within two (2) days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at the second meeting following such committee unless otherwise required by law to be earlier reported.

**ARTICLE VII - BOOKS AND ACCOUNTS**

The Foundation shall keep books and records of account and minutes of the proceedings of the Board of Directors, the committees of the Board, if any.

**ARTICLE VIII - INDEMNIFICATION**

The Foundation shall indemnify, in the manner and to the full extent permitted by the Act, as amended, any “corporate agent” of the Foundation (as such term is defined in Section 15A:3-4 of the Act) who was or is a party to, or is threatened to be made a party to, any “proceeding” (as such term is defined in Section 15A:3-4), whether or not by or in the right of the Foundation, by reason of the fact that such person is or was a corporate agent of the Foundation. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination that indemnification of the corporate agent is proper in the circumstances. The Foundation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her. To the full extent permitted by law, the indemnification provided herein shall include reasonable “expenses” (as such term is defined in Section 15A:3-4 of the Act) and in the manner provided by law, any such expenses may be paid by the Foundation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Foundation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Foundation may be entitled under any agreement, vote of the Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

## **ARTICLE IX - AUTHORITY FOR CHECK OR DRAFT ENDORSEMENT**

Checks or drafts drawn for the purpose of Foundation business must have signatures of two (2) voting officers of the Foundation, one of whom must be the Treasurer or President, with the exception of specific exemptions as approved by the Board of Directors. The officers must be suitably bonded at the Foundation's expense.

## **ARTICLE X - RESTRICTED FUND ACCOUNTS**

The Board of Directors, by resolution, may instruct the Treasurer to establish fund accounts (checking or savings) to be designated for specific use by the Foundation. All institutional accounts will be opened in the Foundation's name and under the Foundation's Taxpayer Identification Number.

## **ARTICLE XI - FISCAL YEAR**

The fiscal year of the Foundation shall commence on January 1st and end on December 31st of each year.

## **ARTICLE XII - DISSOLUTION**

Upon liquidation, dissolution, termination or winding up of the affairs of the Foundation, and after all debts and expenses have been satisfied, its assets shall be distributed by the Board of Directors to any organization that will benefit the youth of the Burlington Township Recreation Department and in conformance with Article 9 of the Articles of incorporation.

## **ARTICLE XIII –AMENDMENT AND INTERPRETATION**

**Section 1. Amendment to Bylaws.** The Board of Directors, upon ten (10) days written notice to all members, at any regular meeting or a special meeting called for that purpose, may alter, amend or repeal any Bylaw by a majority vote of the Members. The written notice shall include a copy of the proposed amendments.

**Section 2. Interpretation of Bylaws.** All questions of interpretation of these Bylaws shall be decided by majority vote of the members of the Board of Directors in office and all such decisions shall be final.

**Section 3. Articles of Incorporation.** The Board of Directors, upon ten (10) days written notice to its members, may alter, or repeal the Article of Incorporation by a majority vote of its Members.

**Section 4. Certificate of Incorporation.** The Board of Directors, upon ten (10) days written notice to its members, may alter, or repeal the Certificate of Incorporation by a majority vote of the Directors in office.

#### **ARTICLE XIV - BYLAWS TO BE MAINTAINED**

The Bylaws of the Foundation shall be maintained at the main business office of the Foundation as such main business office shall be designated by the Board of Directors of the Foundation.

#### **ARTICLE XV - CONFLICT POLICY**

The Foundation will have a conflict policy that requires disclosure of any potential conflicts of interest. Each board member shall receive a copy of the conflict policy annually. The board members will acknowledge by signature that they have received a copy of the policy and they understand the policy.