

Highlands Travel Softball

Articles of Association and By-Laws

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Table of Contents

ARTICLE ONE – NAME/SEAL..... 1
ARTICLE TWO – PURPOSES 1
ARTICLE THREE – DIRECTORSHIP..... 2
ARTICLE FOUR – MEETINGS 2
ARTICLE FIVE – VOTING 3
ARTICLE SIX – ORDER OF BUSINESS..... 3
ARTICLE SEVEN – BOARD OF DIRECTORS..... 3
ARTICLE EIGHT – BOARD MEMBER DECORUM 4
ARTICLE NINE – OFFICERS 5
ARTICLE TEN – ELECTION OF OFFICERS..... 6
ARTICLE ELEVEN – SALARIES/COMPENSATION..... 7
ARTICLE TWELVE – COMMITTEES..... 7
ARTICLE THIRTEEN – BOARD MEMBERS..... 8
ARTICLE FOURTEEN – DUES 9
ARTICLE FIFTEEN – AMENDMENTS..... 9
KEY DATES TO REMEMBER10

ARTICLE ONE – NAME/SEAL

Section 1. The name of this organization shall be Allendale Travel Softball a NJ Nonprofit Corporation, dba “Highlands Travel Softball” (Hereinafter, “HTS”). HTS is the organization made up of the governing body - Board of Directors - charged with continuing the purposes, missions and objectives listed in Article Two.

Section 2. HTS shall have a seal, which shall be in the following form: Standard Corporate Seal.

Section 3. HTS may at its pleasure by a vote of the Board of Directors change its name.

ARTICLE TWO – PURPOSES

Section 1. The purpose for which HTS was formed and continues to exist is to promote and further the playing and enjoyment of the game of softball for the children of the Northern Highlands Regional HS sending-district towns of Allendale, Ho-Ho-Kus, Saddle River and Upper Saddle River, all of New Jersey.

Section 2. The mission of HTS is to promote the values of commitment, pride, sportsmanship, discipline and leadership to the children of Allendale, Ho-Ho-Kus, Saddle River and Upper Saddle River by providing them with a positive environment in which they will learn these values together with the fundamentals of the sport, enabling them to increase their self esteem through the enjoyment of competitive softball.

Section 3. The objectives of HTS are to:

1. Build the self-esteem of our players by teaching them the fundamentals of softball to enable them to grow both within and outside the sport.
2. Provide our players and fans with a safe environment in which to conduct our activities.
3. Promote the enjoyment of the sport of softball by providing children who attend practices and are physically capable with an opportunity to learn the game, and play competitive softball.
4. Develop and prepare the children of Allendale, Ho-Ho-Kus, Saddle River and Upper Saddle River to compete in league and regional tournaments as well as play softball at Northern Highlands Regional HS.
5. Operate HTS in a fiscally responsible manner, balancing the values and objectives of the program with the availability of funds.

Section 4. HTS is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to persons or organizations under Section 501 © (3) of the Internal Revenue code (or any corresponding section of any future Federal tax code).

ARTICLE THREE – DIRECTORSHIP

Section 1. The Board of Directors will be comprised of the Officers of HTS and other Directors. New Directors (a.k.a. new Head Coaches) shall be admitted to HTS by a majority vote of the Board of Directors. Directors' terms will be for one (1) year.

Section 2. All Directors must (a) agree to support the purposes of HTS, (b) actively participate in the administration and work of HTS, and (c) actively serve on at least one committee.

Section 3. A list of all Directors of HTS shall be available to all parents and guardians who have children participating in HTS's programs.

ARTICLE FOUR – MEETINGS

Section 1. Regular meetings of the directors of HTS shall be held in January, March, May, July, September, and November on the second Tuesday of these months.

Section 2. Board of Directors meetings shall be open only to Directors of HTS; provided however, that the Board of Directors may in their discretion invite nonmembers to attend any meeting.

Section 3. Unless otherwise provided by statute or these by-laws, the Board of Directors shall act by a majority vote of the directors in attendance at any regular or special meeting at which a quorum is present. (A Quorum is defined as 50% of the total number of directors plus one).

Section 4. The presence of not less than a majority of the Directors shall constitute a quorum and shall be necessary to conduct the business of HTS; but a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled by these by-laws and the Secretary shall cause a notice of this re-scheduled meeting to be sent to all those Directors who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Section 5. The President (a.k.a. Commissioner) may call special meetings of HTS when he or she deems it in the best interest of HTS. Notices of such meeting shall be mailed or emailed to all Directors at their addresses at least ten but not more than thirty days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and who calls it.

Section 6. At the request of the majority of the Directors, the Board of Directors shall cause a special meeting to be called, but such request must be made in writing at least thirty (30) days before the requested scheduled date.

Section 7. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE – VOTING

Section 1. Except for the election of Officers and Directors, voting at all membership and board meetings, shall be viva voce. For the election of Directors and Officers, ballots shall be provided and there shall not appear at any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

Section 2. At any regular or special meeting of the Board, if a majority so requires, any question may be voted upon in the manner and style provided for the election of Officers and Directors.

Section 3. At all votes by ballot the President shall act as “Inspectors of Election” and shall at the conclusion of such balloting certify in writing the results and such certification and results shall be physically affixed in the minutes book to the minutes of that meeting.

Section 4. In the case when a vote is deadlocked, the President of HTS, after all sides are presented, will cast the tie-breaking vote.

ARTICLE SIX – ORDER OF BUSINESS

- 1. Roll Call
- 2. Reading of the minutes of the preceding meeting
- 3. Reports of committees
- 4. Reports of officers
- 5. Old and unfinished business
- 6. New business
- 7. Good and welfare
- 8. Adjournment

ARTICLE SEVEN – BOARD OF DIRECTORS

Section 1. The business of HTS shall be managed by a Board of Directors consisting of not less than four (4) nor more than fourteen (14) members including the Officers of HTS.

Section 2. Additional Directors (coaches) to be chosen for the ensuing year shall be chosen by the Coaches Selection Committee and the President (Commissioner) and approved by the Board of Directors at the March meeting of HTS in the same manner and style as the officers of HTS.

Section 3. The Board of Directors shall have the control and management of the affairs and business of HTS. Such Board of Directors shall only act in the name of HTS. The

Board shall act only at meetings which shall be held regularly as described in Article 4 or when it shall be specially convened by its President after due notice to all the Directors of such meeting.

Section 4. A majority of the members of the Board of Directors shall constitute a quorum. The board shall act by a majority vote of the Board members in attendance at any meeting at which a quorum is present.

Section 5. Each Director shall have one vote and such voting may be done by proxy if certified to the President by email or written notice.

Section 6. The Board of Directors may make such rules and regulations concerning its meeting as it may in its discretion determine to be necessary.

Section 7. Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year. For any position on the Board of Directors, the candidate must be made available to the Board and, except in extremely unusual circumstances, meet with the existing Board before a vote is cast on his/her position.

Section 8. The President of HTS by virtue of the office shall be Chairperson of the Board of Directors.

Section 9. A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director.

Section 10. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of HTS, provided such rules are not inconsistent with HTS's charter or these by-laws.

ARTICLE EIGHT – BOARD MEMBER DECORUM

Section 1. General Conduct – all members of the Board of Directors shall conduct themselves in a professional manner at all times while executing their duties on behalf of Highlands Travel Softball. Board members shall treat other members, staff, volunteers, and stakeholders with respect and courtesy.

Section 2. Unacceptable Behavior at Meetings – board members shall not engage in disruptive or disrespectful behavior during board meetings. This includes, but is not limited to, shouting, using derogatory language, making personal attacks, or otherwise behaving in a manner that undermines the productivity and effectiveness of the meeting.

Section 3. Maintaining Board Business Confidentiality – board members shall maintain the confidentiality of all discussions, decisions, and information shared during board

meetings and in board-related communications. Board members shall not disclose confidential information to unauthorized individuals or entities, including the media, without prior authorization from the Board of Directors.

Section 4. Enforcement – violation of this bylaws provision may result in disciplinary action, up to and including removal from the Board of Directors and/or other responsibilities such as coaching. The Rules and Ethics Committee shall have the authority to investigate allegations of misconduct and recommend appropriate action to the Board of Directors as deemed necessary to uphold the integrity and professionalism of Highlands Travel Softball. Any enforcement action must be ratified by a majority of the quorum present at any such Board meeting. Three days' notice must be provided to the entire Board of Directors prior to any such vote.

Section 5. Amendment – these bylaws provisions governing board members decorum may be amended by a majority vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed amendment is given in accordance with the Highlands Travel Softball bylaws.

ARTICLE NINE – OFFICERS

Section 1. The officers of HTS shall be as follows:

- President (or Commissioner)
- Vice President
- Secretary
- Treasurer

The President (or Commissioner) can act as Secretary and Treasurer if unanimously agreed by the Board of Directors.

Section 2. The President shall preside at all Board of Directors meetings, and by virtue of the office, be Chairperson of the Board of Directors. The President shall oversee the work of HTS, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of HTS, and have such powers as may be reasonably construed as belonging to the chief executive of HTS. The President, unless unanimously approved by the Board, shall refrain from head coaching responsibilities.

Section 3. The Vice President shall in the event of the absence or inability of the President to exercise his or her office become acting President of HTS with all the rights, privileges and powers as if he or she had been the duly elected President. In addition, the Vice President will chair the Rules and Ethics Committee and the Coach Selection Committee.

Section 4. The Secretary shall keep the minutes and records of HTS in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to Directors of HTS, be the official custodian of the records and seal of HTS,

receive, prepare and serve all documents and or correspondence with, or which may be required by, the league(s) in which HTS participates, present to the Directors at any meetings any communication addressed to the Secretary of HTS, submit to the Board of Directors any communications which shall be addressed to the Secretary of HTS, attend to all correspondence of HTS and exercise all duties incident to the office of secretary and to also include responsibility, record reporting and maintenance related to the registration process.

Section 5. The Treasurer:

1. Shall have the care and custody of all monies belonging to HTS, be responsible for such monies or securities of HTS and be one of the officers who shall sign checks or drafts of HTS. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
2. Shall render at stated periods as the Board of Directors shall determine a written account of the finances of HTS and such report shall be physically affixed to the minutes of such board meeting and shall exercise all duties incident to the office of Treasurer.
3. Shall oversee the insurance of HTS as determined by the Board of Directors.

Section 6. Officers shall by virtue of their office be members of the Board of Directors.

Section 7. No Officer or Director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from HTS for duties other than as a director or officer, as long as the Board of Directors approves such compensation.

Section 8. No officer or director shall expend or commit HTS to any process, expense or liability without prior President or Board approval.

ARTICLE TEN – ELECTION OF OFFICERS

Section 1. The Board of Directors shall elect the Officers of HTS.

Section 2. The Board of Directors shall nominate candidates for the offices of President, Vice-President, Secretary and Treasurer every two years at the September meeting.

Section 3. The list of nominees shall be presented at the September meeting of HTS and the floor shall be open for nominations other than those on the list.

Section 4. The election of Officers shall take place by majority vote of all Directors attending the November meeting.

Section 5. Officers' terms will be for a period of two years, (or less if sooner terminated by the action of the Board) beginning at the November meeting of the calendar year. Officers can be re-elected for an unlimited number of successive terms.

ARTICLE ELEVEN – SALARIES/COMPENSATION

Section 1. The Board of Directors shall hire and fix the compensation of any and all employees in which they, in their discretion, may determine to be necessary in the conduct of the business of HTS.

Section 2. No part of the net earnings of HTS shall inure to the benefit of any Trustee, Director, or Officer of HTS, or any private individual (except that reasonable compensation may be paid for services rendered to or for HTS), and no Trustees or Officers of HTS or any private individual shall be entitled to share in the distribution of any of HTS's assets on dissolution of HTS.

Section 3. Upon dissolution of HTS, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 © (3) of the Internal Revenue Code, (i.e. charitable, education, religious or scientific) or any –corresponding section of any future federal tax code or shall be distributed to the Federal Government or to the State or Local Government for a public purpose.

ARTICLE TWELVE – COMMITTEES

The chairperson of each committee of HTS must be a member of the Board of Directors and shall be appointed by the Board of Directors at the November meeting of each calendar year. Their term of office shall be for a period of one year, (or less if sooner terminated by the action of the board), commencing with the March meeting of the calendar year. A Board member may act as chairperson of more than one committee. The Chairperson of each committee, subject to Board approval, may select members for each committee to assist as needed. The members need not be selected from the Board of Directors.

All Committee actions are subject to a majority vote by the Board. In the case of a tie, the President's vote shall be binding. All Board members, including the President and all Officers, are required to recuse themselves from any matters before any committees that may involve a conflict of interest. In the event of any recusals, the President shall name a Board member to a committee on an interim basis until the matter is resolved. In the event the recusal involves the President, the Vice President will name the interim committee member.

The permanent Committees shall be:

1. Rules and Ethics Committee
2. Coaches Selection Committee
3. Uniforms and Equipment Committee
4. Fundraising, Picnic and Communication Committee
5. Fields, Scheduling, and Umpire Committee

Section 1. The Rules and Ethics Committee shall be responsible handling all complaints, disciplinary hearings, or other controversial matters brought to the attention

of the Board that are not related to the normal course of business. The Vice President will chair this committee. Two (2) additional Board members will also be named to the committee, subject to Board approval.

Section 2. The Coaches Selection Committee shall be responsible for the recommendation to the Board of a Head Coach at each level. The Committee is also responsible for developing and enforcing the coaches and players code of conduct and coordination between all levels on issues pertinent to the well being of HTS and participating children. The Committee will develop methods to determine the effectiveness of the Head Coaches, including anonymous surveys or other means as determined by the Committee. The Vice President will chair this committee. Two (2) additional Board members will be nominated by the President, subject to Board approval.

Section 3. The Uniform and Equipment Committee shall be responsible for the acquisition and/or renovation of all player equipment and for the design and procurement of team uniforms. All expenditures will require President and/or Board approval. The Committee's primary focus shall be the safety of our children. The President will chair the Uniform and Equipment Committee and will nominate two (2) additional Board members to the committee, subject to Board approval.

Section 4. The Fundraising, Picnic and Communication Committee shall be responsible for fund raising, the organization of the HTS annual picnic, marketing, and communication. The Committee should develop means to keep the community informed about the activities of the HTS. The committee shall determine the most appropriate way to communicate HTS financial statements to HTS-participating families. The Committee shall work with the Treasurer to determine the financial requirements of HTS and develop fund raising activities to meet current and future planned requirements. The Chairperson and two (2) additional members of the Committee will be nominated by the President and submitted for Board approval.

Section 5. The Fields, Scheduling and Umpire Committee is to ensure HTS has access to fields of sufficient quality and size for practice and games. This committee will name an individual who will be the designated contact person for all Scheduling matters. In addition, the committee will be responsible for field maintenance coordination, and for the procurement of umpires, if necessary, for HTS games. The Chairperson and two (2) additional members of the Committee will be nominated by the President and submitted for Board approval.

ARTICLE THIRTEEN – BOARD MEMBERS

Section 1. The Board of Directors will consist of Head Coaches of HTS teams and up to six at-large members selected and approved by the Board each year.

Section 2. The Board of Directors, as described in Section 1 of this Article, shall be re-appointed by the President at the January meeting of HTS. Directors will serve for one-

year terms. In the event that more than one head coach has been nominated at one or more levels, then the appointment is subject to a majority vote of the Board of Directors. This vote shall be by secret ballot and can be entered by proxy according to the rules of HTS.

Section 3. Coaches Selection Committee shall present Head Coach recommendations to the Board of Directors at the March meeting of HTS for discussion. At the March meeting, the floor shall be open for Head Coach recommendations other than those made by the Coaches Selection Committee.

Section 4. The Board of Directors will appoint the new Head Coaches at the March meeting. In the event that more than one head coach has been nominated for the youngest team, then the appointment is subject to a majority vote of the Board of Directors. This vote shall be by secret ballot and can be entered by proxy according to the rules of HTS.

Section 5. Each head coach shall present a proposed list of assistant coaches to the Board of Directors at the May board meeting at the same time teams are determined after tryouts for approval. The Board of Directors shall review each proposed assistant coach and vote according to the rules of HTS.

Section 6. All coaches must attend a training seminar and be certified by a program designated by the board and approval by the league in which HTS participates. (Presently the Rutgers "SAFETY" Program, and Concussion training).

Section 7. No person may participate in coaching in any game or practice without having been approved by the Board and having attended the designated training program and been certified as provided herein.

ARTICLE FOURTEEN – DUES

There shall not be any dues or other fees payable to HTS by virtue of a person's Directorship in HTS.

ARTICLE FIFTEEN – AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the members.

President - Signature and Date

Secretary - Signature and Date

KEY DATES TO REMEMBER

1. NOVEMBER MEETING – Re-election of officers if two year term has ended.
2. JANUARY MEETING –Re-appointment or new appointment of existing head coaches by the Board.
3. MARCH MEETING – Appointment of new director(s) [head coach(es) of 3/4 Grade team(s)]. Appointment of at-large members. Appointment of committee chairpersons.
4. MAY MEETING – Submission of assistant coaches' names and appointment.