

# WSA BYLAWS

## **WSA YOUTH SOCCER ASSOCIATION A CORPORATION NOT FOR PROFIT BY LAWS**

(REVISION APPROVED EFFECTIVE 2/2/2014)

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## **ARTICLE I**

### **PURPOSES**

The WSA Youth Soccer Association (Corporation) is formed for, and its activities shall be limited to, charitable, scientific and educational purposes, within the meaning of Section 501(c) (3) of the United States Internal Revenue Code of 1954, as the same may from time to time be amended. The Corporation is organized and is to be operated to instruct and educate individuals of all ages and skill levels in the sport of soccer. The Corporation shall conduct clinics, workshops, lessons and seminars at municipal parks and recreational areas. The Corporation's instruction program is to be open to all residents of Westfield, New Jersey for a nominal fee. The trustees of the Corporation shall be composed of individuals of all segments of the community who are interested in the sport of soccer. No compensation shall be paid to the Corporation's directors or officers, and the Corporation's instructional activities are to be performed by volunteers without pay. The Corporation's income is to be used principally in furtherance of the objectives of the corporation stated above, and any differences between income and expenses shall be made up by contributions from interested members of the community. Except to the extent necessary to carry out the purposes of the Corporation, the Corporation shall not establish rules, set standards for equipment, or sponsor league competition for the sport of soccer. In furtherance of such charitable, scientific and educational purposes, and not for any other objectives and purposes, the Corporation may exercise the following powers to the extent permitted by law:

- (1) To accept, hold, invest, reinvest and administer funds exclusively for such charitable, educational and scientific purposes and, to that end, to take and receive, by bequest, devise, gift or benefit of trust, and to purchase, construct upon or lease, any property, real, personal, tangible or intangible, wheresoever located and without limitation as to value;

- (2) To hold, sell, lease, donate, assign, expend, convey and otherwise dispose of any property so received, purchased or otherwise acquired, and invest and reinvest the principal thereof, and receive the income thereof; to add any such income to principal and to deal with, use, expend, convey, donate, assign or otherwise transfer the property of the Association, whether principal or income, exclusively for such charitable, educational and scientific purposes;
- (3) To the extent permitted by law, to exercise its rights, powers and privileges by holding meetings of its Members, its Trustees, its Officers and its Board of Directors, and by having one or more offices, branches, subdivisions and agencies in any part of the world;
- (4) Alone or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation; provided, however, that the Corporation may not exercise any power, either express or implied, in such manner as to disqualify the Association from exemption from income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be amended.

It is the intention of the Corporation at all times to qualify and remain qualified as exempt from income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be amended. Accordingly:

- (A) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Association shall inure to the benefit of any member or individual; nor shall any of such earnings nor any of the property or assets of the Association be used other than for the objectives and purposes of the Corporation set out in Article Second of the Corporation's Certificate of Incorporation.
- (B) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall the Corporation participate in, or intervene in (by the publishing or distributing of statements or otherwise), any political campaign on behalf of any candidate for public office.
- (C) In the event of a liquidation, dissolution, termination, or winding up of the Association, whether voluntary, involuntary or by operation of law, none of the property or assets of the Corporation shall be made available in any way to any individual, corporation or other organization, except to corporations or other organizations located in the United States which qualify as exempt from income tax under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, or organizations contributions to which are deductible under Section 170 (c) (1) of said Code, as such sections may be amended.
- (D) No corporation or other organization shall be eligible as a donee, grantee, assignee, distributee or other transferee of the Corporation unless such corporation or other organization shall be located in the United States and shall be qualified as exempt from income under Section (c) (3) of the United States Internal Revenue Code of 1954 or be an organization contributions to which are deductible under Section 170(c)(1) of such Code, as such sections may be amended.
- (E) All activities of the Corporation shall be conducted in accordance with the provisions of Title 15 of New Jersey statues pertaining to non profit corporations.
- (F) The Corporation shall also comply with the rules of the New Jersey State Youth Soccer Association and the United States Soccer Federation.

## **ARTICLE II**

### **OFFICES**

**SECTION 2.1 PRINCIPAL OFFICE:** The principal office of the Corporation in the State of New Jersey shall be at such place in the Town of Westfield as may be determined from time to time by the Board of Directors.

**SECTION 2.2 OTHER OFFICES:** The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

## **ARTICLE III**

### **MEMBERSHIP**

**SECTION 3.1 CLASSES OF MEMBERS:** The Corporation shall have three classes of members:

\* Honorary/Non Voting: Those long time members who are no longer interested in attending meetings but wish to be kept informed of the activities of the Corporation by means of receiving copies of the minutes.

\* Member/Non Voting: Those members who have missed three consecutive meetings without notifying any Board Member of their inability to attend and those members who have been in the association less than three months.

\* Member/Voting: Any member who has been voted into the Association and does not fall into Honorary/Non Voting or Member/Non Voting classes.

**SECTION 3.2 PROSPECTIVE MEMBERS:** Prospective members must be proposed by at least two voting members of the Corporation. These members must submit a written recommendation to the Secretary of the Corporation. The written recommendation should include the proposed member's background i.e. length of residence in Westfield, family status including names of family members, his/her address and phone number and any other pertinent details. In addition, the letter should also state why the proposed member wishes to join the Corporation, what involvement he/she has had in soccer and his/her intentions regarding participation in the Corporation.

**SECTION 3.3 MEMBERSHIP COMMITTEE:** The Membership Committee shall be comprised of up to three Members one of who shall be the Secretary of the Corporation. One member of the membership committee will call or meet with the prospective member to outline the structure of the Corporation and what is expected of a member. After this call or meeting the Membership Committee will present their recommendation to the Board.

**SECTION 3.4 VOTING FOR NEW MEMBERS:** After the recommendation of the Membership Committee is presented to the Board, the Board will vote whether to recommend the individual for membership to the members. A majority vote of the Board members present will determine if the nomination goes to the general membership. A majority of the voting members present at the next General Membership meeting will determine the acceptance or rejection of the nominee.

**SECTION 3.5 NOTIFICATION OF NEW MEMBERS:** The Secretary of the Corporation will notify the proposed member of his/her acceptance or rejection. If accepted, the Secretary will forward a copy of the BY LAWS, a current roster and a list of proposed scheduled meetings. The members who proposed the

new member will bring him/her to the next meeting and introduce him/her to the membership. In addition, the Secretary will notify the Vice President of Operations of the name of the new member.

**SECTION 3.6 VOTING RIGHTS:** Each voting members shall be entitled to one vote on each matter submitted for a vote.

**SECTION 3.7 TERMINATION OF MEMBERSHIP:** The Board of Directors by a vote of 2/3 of the Board present may suspend or expel a member for cause after an appropriate hearing. A voting member who misses three consecutive meetings without notifying a Board member of his/her inability to attend will automatically become a non voting member. If a non voting member fails to attend a meeting in a 6 month period he/she will be considered, by the Board, for honorary member status. If the Board decides that honorary status is not appropriate, his/her membership in the Association will be terminated.

**SECTION 3.8 RESIGNATION:** Any member may resign by notifying any member of the Board but such registration shall not relieve the member of any obligations to the Corporation.

## **ARTICLE IV**

### **MEETINGS**

**SECTION 4.1 ELECTION MEETING:** An election meeting of the members shall be held on the first Monday in March (or within a reasonable time thereafter) in each even year. Outgoing officers will remain in their position through July one. Incoming officers will transition into the responsibilities from election and take complete control on July one.

**SECTION 4.2 REGULAR MEETING:** The regular business meeting of the Corporation shall be held on the first Monday of each month at such time and place as fixed by the President and/or Secretary. This day may be changed by the President or Acting President as the need arises.

**SECTION 4.3 BOARD MEETING:** The President may call a meeting of the Board at anytime in order to carry out their responsibilities.

**SECTION 4.4 SPECIAL MEETING:** Special meetings of the members may be called by the President or a majority of the board or a majority of the voting members.

**SECTION 4.5 NOTICE OF MEETING:** Each member will receive a written notice of regular scheduled meetings either by means of a postcard, email, or the minutes of the prior regular meeting. For election or special meetings, written notice, either mail or email, will be sent to each member not less than 10 days or more than 50 days before the date of such meeting. The purpose(s) of the election or special meeting will be stated in the notice. ALL NOTICES FOR ANY MEETING SHALL BE SENT BY THE SECRETARY OR THE VICE PRESIDENT OF ADMINISTRATION IF THE SECRETARY IS UNAVAILABLE.

**SECTION 4.6 QUORUM:** The members of the Board of Directors present shall constitute a quorum at any board meeting. The voting members present shall constitute a quorum at a meeting of the general membership. The act of the majority at the respective meeting shall be the act of the Board of Directors or General Membership. With regard to email voting; requires a yea vote from 51% of all Board members for passage.

## **ARTICLE V**

### **TRUSTEES**

**SECTION 5.1 NUMBER OF TRUSTEES:** There shall be at least four persons and not more than seven persons designated as Trustees of the Corporation. These individuals will be members of the Board and shall be subject to all the rules and regulations pertaining to the removal of officers.

**SECTION 5.2 FILLING TRUSTEE POSITIONS:** Four of the Trustees shall be from the immediate past Administration and shall be the President, the Vice President/Administration, the Secretary and Vice President/Operations. If for whatever reason any of the above individuals choose not to accept the position of trustee, the vacant position(s) shall be offered to Past Vice President Travel/Boys, Past Vice President Travel/Girls, Past Vice President/In-town, Past Vice President/Inter-County, Vice President / Premier Programs, Vice President / Player Development, Vice President / Programs & Registration and Treasurer, in order of their years of service on the Board. If there is a tie for years of Board service, then years of membership in the Corporation shall govern. Should a tie still exist the position will be put to a Board vote. Only those officers who have been elected and served in an elected position for the prior two years are eligible to be trustees. If the four positions can not be filled by immediate past officers then those positions shall remain vacant until the next election. These four positions shall be for two years. The remaining three positions shall be filled by individuals with long standing involvement in the affairs of the Corporation. The nominations for these three positions can be made by any voting member of the association, reviewed by the board and approved by a majority of the voting members present at the meeting when the vote is taken. These three Trustees shall remain in office for three years unless they are nominated and elected for an additional term(s).

**SECTION 5.3 VACANCIES:** If there is a vacancy in any of the "three" trustee positions new nominations can be made by any voting member of the Corporation, reviewed by the Board and voted on at the next Regular Meeting.

**SECTION 5.4 RESIGNATIONS:** Any Trustee may resign anytime by oral tender of resignation at any meeting or by oral tender to the President of the Corporation or giving written notice to the Secretary of the Corporation. The effective date will at the time of notification if a date is not specified but such resignation shall not relieve the Trustee of any obligations to the Corporation.

**SECTION 5.5 COMPENSATION:** Trustees shall not receive compensation for services to the Corporation in their capacities as Trustees or otherwise.

## **ARTICLES VI**

### **BOARD OF DIRECTORS**

**SECTION 6.1 GENERAL POWERS:** The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors consists of the Officers and Trustees of the Corporation.

**SECTION 6.2 DUTIES OF THE BOARD OF DIRECTORS:** The Board of Directors shall be responsible and have sole authority for:

- (a) Interpreting the BY LAWS, and establishing, enforcing and publishing the rules and regulations of the Corporation.
- (b) Acting upon all requests concerning player tryouts.
- (c) Determining the number of traveling teams the Corporation will field each fall and spring.

- (d) Approving the make up of all traveling teams.
- (e) Making temporary rules or regulations for specific cases not provided for in the BY LAWS which are deemed necessary by the Board of Directors to carry out the objectives and purposes of the Corporation.
- (f) Suspending, terminating or otherwise disciplining any coach, team manager or player, after a proper hearing, by a majority of the Board members present at the hearing.

**SECTION 6.3 ACTIONS OF THE BOARD:** Any action required, permitted or taken by the Board may be done at any meeting of the Board by a majority vote of those present. A vote by mail, email or conference call shall require a majority vote of the entire Board for approval.

**SECTION 6.4 APPOINTMENTS:** The Board of Directors may from time to time, by resolution passed by a majority of the Board of Directors designate an executive committee or other such committees as it may determine, each committee to consist of two or more members of the Corporation. Any such Committee, to the extent provided in the resolution, shall have and exercise any powers and authority of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the Seal of the Corporation to be affixed to all papers which may require it, all subject to any exceptions provided by law. The Board of Directors may designate one or more members as alternate members of any committee, who may replace any absent or disqualified member at the meeting of the committee. In the absence or disqualification of any member of any committee and of any alternate member designated by the Board of Directors, the members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member to act at the meeting in the place of any absent or disqualified member. Any such committee may adopt rules governing the method of calling and time and place of holding its meeting. Unless otherwise provided by the Board of Directors, the members present of any such committee shall constitute a quorum for the transaction of business and the act of a majority of the members present shall be the act of such committee. Each such committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors whenever requested to do so. Any and all members of such committees may be removed, with or without cause, by

a resolution adopted by a majority of the Board of Directors.

**SECTION 6.5 AUDIT:** An auditor will be appointed by the Board of Directors to conduct a biannual audit of all financial transactions of the Corporation and will file a report as of December 31st, to the Board of Directors in January and such report will be submitted to the General Membership at the regular February meeting.

**SECTION 6.6 STANDING COMMITTEES:** There shall be the following standing committees to have powers specified from time to time by the Board of Directors: Future or Long Term Planning, Field Maintenance, Publicity & Public Relations, Coaches' & Referees' Development and Membership. These committee Chairpersons shall be appointed by the President and their tenure shall not exceed two years, unless reappointed by the new President.

## **ARTICLE VII**

### **NOMINATION AND ELECTION OF OFFICERS**

**SECTION 7.1 NOMINATIONS OF OFFICERS:** A nominating committee made up of three trustees shall nominate a slate for each election. The slate will be mailed to each member of the Corporation 10 days



prior to the February meeting in each even year. At the regular February meeting the slate will be put into nomination as well as the name of any member who wishes to oppose any member of the slate. Each member may only run for one elected position in any election. The nominations will be closed at the end of the February meeting.

**SECTION 7.2 ELECTION OF OFFICERS:** Officers shall be elected for a period of two years at the biannual election meeting, at the March General Membership Meeting.

Each officer shall hold office until his/her successor is elected or until his/her resignation or removal.

**SECTION 7.3 Transition Period:** the outgoing officer will remain in office with the full responsibility of his/her position until the first of July following the election. The incoming (newly elected) officer for each position will begin to assume responsibilities and assist the outgoing officer from the date of election to the first of July. Responsibilities can be transferred earlier as the two officers see fit.

**SECTION 7.4 VACANCIES AND NEWLY CREATED POSITIONS:** The President has the responsibility and authority to fill any vacant or newly created office position. These appointees will remain in office until the next scheduled election.

## **ARTICLE VIII**

### **OFFICERS**

**SECTION 8.1 ELECTED POSITIONS:** The following are the elective positions of the Corporation and the responsibilities of each position:

**President:** The President shall be the Chief Executive Officer of the Corporation. S/he shall preside at all meetings of the Corporation, have a vote at any Board meeting but shall not vote at any General Membership meeting except in the event of a tie vote. S/he shall appoint all Chairpersons of the standing committees. In addition, S/he shall be responsible for the

- \* TRAVELING COACHES COMMITTEE
- \* FUND RAISING COMMITTEE
- \* FUTURE OR LONG TERM PLANNING

**Vice President/Administration:** The Vice President of Administration shall, along with the President constitute the Office of the President and be the acting President in the absence or inability to act of the President. S/he will also assume the duties of the Secretary as they pertain to notification of meetings and the recording of minutes if the Secretary is unable to perform those duties. In addition, s/he shall be responsible for the

- \* PUBLICITY COMMITTEE
- \* DISCIPLINE COMMITTEE
- \* FOREIGN TRIP COMMITTEE
- \* COACHES'S AND REFEREES' DEVELOPMENT COMMITTEE

**Vice President/Operations:** The Vice President of Operations shall be responsible for the procuring of the fields from the Board of Education and the Recreation Commission for the traveling program, the in-town program, inter-county programs and any other soccer programs hosted in Westfield. S/he shall also be responsible for the purchasing, maintaining and keeping inventory of all the equipment and materials of the Corporation. In addition, s/he shall be responsible for the \* Field Maintenance Committee

**Vice President/Boys Travel:** The Vice President of Boys Travel shall be responsible for the organization of the Boys spring and fall traveling programs as it pertains to tryouts, evaluations, selection and registration. S/he may appoint committees to handle one or more of the above activities. S/he shall also coordinate with the Vice President of Girls Travel.

**Vice President/Girls Travel:** The Vice President of Girls Travel shall be responsible for the organization of the Girls spring and fall traveling programs as it pertains to tryouts, evaluations, selection and registration. S/he may appoint committees to handle one or more of the above activities. S/he shall also coordinate with the Vice President of Boys Travel.

**Vice President/In-town Administration:** The Vice President of In Town Administration shall work closely with the Vice President In Town Operations to coordinate the overall management of the WSA in-town recreation programs. The Vice President of In-town Administration shall be responsible for the in-town programs as it pertains to registration, team selection, and player gear distribution. S/he may, in coordination with the Vice President-In Town Operations appoint committees to handle one or more of the above activities.

**Vice President/In-town Operations:** The Vice- President of In-Town Operations shall work closely with the Vice President of In-Town Administration to coordinate the overall management of the WSA in town recreation programs. The Vice President of In-Town Operations shall be responsible for the In-Town programs as it pertains to, coaches, field preparation, field equipment and referees. S/he, in coordination with the Vice President In-Town Administration, may appoint committees to handle one or more of the above activities.

**Vice President/Inter-County:** the vice president of inter-county shall be responsible for the inter-county programs as it pertains to registration, team selection, coaches and referees. S/he may appoint committees to handle one or more of the above activities.

**Vice President/ Middle School Premier Programs:** The Vice President of Middle School Premier Programs shall work closely with the Vice President of High School Programs to coordinate the overall management of the WSA premier programs. The Vice President of Middle School Premier Programs shall be responsible for the U14 and younger select team programs as it pertains to registration, team selection, coaches and referees. In coordination with the Vice President Middle School Premier Programs, the two VPs may appoint committees to handle one or more of the responsibilities.

S/he

**Vice President/ High School Premier Programs:** The Vice President of High School Premier Programs shall work closely with the Vice-President of Middle School Premier Programs to coordinate the overall management of the WSA premier programs. The Vice President of High School Premier Programs shall be responsible for the U15 and older select team programs as it pertains to registration, team selection, coaches and referees. In coordination with the Vice President Middle School Premier Programs, the two VPs may appoint committees to handle one or more of the responsibilities.

**Vice President/Player Development:** The Vice President of Player Development shall be responsible for the assignment of coaches and training partners (in coordination with the Office of the

President, Vice Presidents of Travel, Vice Presidents of In-Town, Vice President of Inter-County, Vice Presidents of Premier programs and the coaching committee). S/he may appoint committees to handle one or more of the above responsibilities.

**Vice President/Programs & Registration:** The Vice President of **Programs & Registration** shall be responsible to manage the entire registration process. S/he may appoint committees to handle one or more of the responsibilities.

**Secretary:** The Secretary shall be responsible to keep minutes of the proceedings of its members, Trustees, Officers, Board of Directors and committees having any of the authority of the Board of Directors as well as a record of the names and addresses of the members, especially those entitled to vote. S/he is also responsible for notifying the membership of all meetings and Chairing the Membership Committee. S/he shall also be in charge of picking up and distributing the mail.

**Treasurer:** The Treasurer shall have charge of all the funds and securities of the Corporation which 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 Directors may select. S/he shall be responsible for the paying of all bills, submitting the appropriate income tax forms and preparing the necessary referee checks for the traveling programs. S/he shall keep correct and complete books and records of all accounts. In addition, S/he shall submit a report on the financial condition of the Corporation at least once a quarter to the members at the regular scheduled meeting or on request by a majority vote of the Board of Directors.

**SECTION 8.2 RESIGNATIONS:** Any officers may resign at any time by oral tender of resignation at any meeting or by oral tender to the President of the Corporation or giving written notice to the Secretary of the Corporation. The effective date will be at the time of notification if a date is not specified but such resignation shall not relieve any Officer of any obligations to the Corporation.

**SECTION 8.3 REMOVAL OF OFFICER:** Any officer of the Corporation may be removed by the members, with or without cause, at any special meeting called for that specific purpose, by a two-thirds vote of the voting members present.

**Section 8.4 COMPENSATION AND BOND:** No compensation shall be paid to any of the Officers of the Corporation. The Corporation may secure the fidelity of any or all of its officers, agents or employees by bond or otherwise.

**SECTION 8.5 DELEGATION OF DUTIES:** In case of the absence of any Officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may confer for the time being the powers or duties, or any of them, of such Officer upon any other Officer or upon any Member.

**SECTION 8.6 Annual Budgets:** on an annual basis each officer will present to the board a budget proposal for their respective area. All budgets will be reviewed by the board and will be voted on during the June general meeting (or within a reasonable time thereafter) where reasonable.

## **ARTICLE IX**

### **MISCELLANEOUS**

**SECTION 9.1 CONTRACTS:** The Board of Directors may authorize any of the officers of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

**SECTION 9.3 GIFTS:** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or any special purpose, of the Corporation.

**SECTION 9.4 BOOKS AND RECORDS:** All books and records of the Corporation may be inspected by any member, or his or her agent, for any proper purpose at any reasonable time.

**SECTION 9.5 FISCAL YEAR:** The Fiscal year of the Corporation

Shall begin on January 1st of each year.

## **ARTICLE X**

### **SEAL**

The seal of the Corporation shall consist of a flat-faced circular die with the name of the Corporation in a circle and the words "New Jersey" and the year of its incorporation in the center. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

## **ARTICLE XI**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given by statute, or under any provision of the Certification of Incorporation or these BY LAWS, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. In the case of a member, such waiver of notice may be signed by such member's attorney or a proxy duly appointed in writing. Attendance of a Member at a meeting of members, or attendance of a Trustee at a meeting of the Board of Directors or any committee thereof, or attendance of an Officer at a meeting of the Board of Directors or any committee thereof, shall constitute a waiver of notice of such meeting, except when such member, trustee or officer, as the case may be, attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members, Trustees, Officers or members of a committee need be specified in any written waiver of notice.

## **ARTICLE XII**

### **AMENDMENTS**

These BY LAWS or any part of them may be altered or repealed, and revised BY LAWS may be adopted, at the biannual election meeting, or at any special meeting called for that purpose, by a two-thirds vote of the voting members present. Before any changes may be passed by the members, a copy of the changes must be mailed or sent by email to all the members of the Corporation, by the Secretary or Vice President of Administration of the Association at least 10 days prior to the meeting. The Board of Directors shall also have the power, by a majority of the members present, to alter or amend or repeal these BY LAWS or any part, and to adopt revised BY LAWS, on an emergency basis, but any such action of the Board of Directors must be submitted for a vote at the next regular or special meeting of the membership.

The Board of Directors shall not have the power to alter or amend or repeal a BY LAW which the members have adopted and by its terms states that such a BY LAW may be altered or amended or repealed only by

action of the members. This Section may be altered, amended or repealed only by action of the voting members.