

**EGG HARBOR TOWNSHIP POLICE ATHLETIC LEAGUE
(A NEW JERSEY NON-PROFIT COPORATION)
BY-LAWS**

**ARTICLE I
NAME - OPFFICES**

1.1 Name. The name of this corporation is “**Egg Harbor Township Police Athletic League, Inc.**”, herein called E.H.T.P.A.L. or PAL .

1.2 Offices. The principal office of the corporation shall be located in the Township of Egg Harbor, within the County of Atlantic in the State of New Jersey. The corporation also may have offices at such other places as the Board of Directors from time to time may determine.

**ARTICLE II
PURPOSES**

2.1 It shall be the general purpose of the PAL to improve police/youth/community relations, by police officer and civilian involvement in the PAL as well as Township sponsored activities, with the intent to instill the values of citizenship, community pride and respect for police officers, their duties and the laws of the Township and State.

2.2 To promote and advance the needs and welfare of youth without regard to race, religion, color, age, sex, national origin or handicap within the Township of Egg Harbor and Atlantic County.

2.3 To participate actively in constructive endeavors for the promotion and safeguarding of the interest and general welfare of the youth of the community.

2.4 To provide meeting places where the youth of the community may enjoy educational, social benefits, and athletic activities under competent supervision and excellent role models.

2.5 To cooperate and become associated with and contribute to other non-profit corporations or organizations which are tax exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or hereafter amended, in an effort to avoid duplication of services provided by PAL and generally to promote the work of such corporations or organizations carried on within Egg Harbor Township and nearby communities.

**ARTICLE III
MEMBERSHIP – APPLICATIONS - FEES**

3.1 MEMBERSHIP

Members of PAL shall consist of the following classes:

A. Youth Members:

1. Shall be no older than 18.
2. May live anywhere, however preference shall be given to those that live in County of Atlantic and Egg Harbor Township.
3. Youth applications shall be submitted to and approved by the Executive Director.
4. A program fee, determined by the board, will be paid prior to a member being accepted to the organization. If a member fails to pay the program fee, their membership will become inactive. Special consideration will be given and program fee waived to any family who may have difficulty with the payment of such fees. The director shall make any such determination(s).

B. Coordinators:

1. Will be appointed or hired, if necessary, by and report to the Executive Director with the approval of the Board.
2. Will complete a criminal history release.
3. Will be role-models and mentors to youth members.
4. Will be responsible for:
 - a. Recruitment of volunteers needed to run his/her programs effectively.
 - b. Establishing a parent support group for his/her group.
 - c. Cleaning and maintenance of facilities used by his/her group.
 - d. The appropriate behavior of the youth and adult members of his/her program.
 - e. The safety of youth and adult members in his/her group.
 - f. Keeping the Executive Director informed and up to date on all group activities.

C. Volunteer Members:

1. Shall be 18 years old or older.
2. Shall complete a criminal history release.
3. Will be a role-models and mentors for youth members.

4. Will be approved by the director as a volunteer prior to participating in any activity.

3.2 RIGHTS AND PRIVILEGES OF MEMBERSHIP

- A. Youth members, coordinators and volunteers of PAL in good standing shall be entitled to participate in all activities held under the auspices of the PAL subject to the regulations thereof.
- B. Youth members, coordinators and volunteers that conduct themselves in a disorderly, disruptive or in a manner inconsistent with accepted standards shall be brought before the Executive Director for review of their involvement with PAL. The director, based on his/her decision, may deem it necessary to administer the appropriate action, such as reprimand, suspension or expulsion from the organization. Youth members, coordinators and volunteers may appeal the director's decision to the Board of Directors within 30 days. The Board of Director's decision will be final. The decision of the director will be in effect until the decision of the Board.

ARTICLE IV GOVERNING BODY

4.1 THE BOARD OF DIRECTORS

- A. The Board shall consist of the Executive Director hired by the Board. A President, Vice-President, Treasurer, and Secretary all of which will be elected by the Board annually and up to 5 trustees. The President of the Youth Leadership Council, elected by the YLC or their designee will have a non-voting seat on the Board.
- B. Vacancies. In case the office of President becomes vacant, the Vice President shall serve as President until the next annual election takes place, the Vice President vacancy will then be appointed by the President. If the office of the Secretary or Treasurer of the corporation becomes vacant, the Board of Directors may elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the next annual meeting. In the event that any Officer cannot conduct the duties of their office for a period exceeding sixty (60) days, the Board of Directors has the authority to determine the position to be vacant.
- C. Voting. Board members shall have the right to vote as members of the Corporation on all matters which are required by law, the Certificate of Incorporation, these Bylaws, policies, on other matter brought before the Board and on new members to the Board. Each member of the Board shall be entitled to one (1) vote in person or by proxy on each matter.
 1. President: It shall be the duty of the President to appoint committees, preside over meetings and lead the Board in establishing policy for the corporation. The president shall preside at all meetings of the Board of the corporation. The President shall develop the agenda for meetings with the assistance of the

Executive Director. The President of the Board shall appoint the members and chair people of all standing and ad hoc committees, The President shall always be last in voting, in the case of a tie. The President shall have the right to request a secret ballot vote on certain matters at his/her discretion.

2. Vice President. At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and exercise the powers of the President. To the extent authorized by law, a Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors.
 3. Treasurer: The Treasurer will assure that the corporation's bookkeeper is keeping accurate financial records and shall give written reports stating all activities that transpired since the last general membership meeting. The Treasurer will prepare and submit a budget by January of each year to the Board. The Treasurer shall ensure the custody of all funds, property, and securities of the corporation in line with all NJ regulations and laws.
 4. Secretary: The Secretary shall keep all minutes of the organization's business conducted at all general membership and committee meetings. He/she will also notify members as to meeting dates and cancellations.
 5. **Trustees: Trustees shall provide guidance and direction to the Board and vote on all matters.**
- D. Terms of Office. Each Board member, excluding the Executive Director, can serve up to nine consecutive years on the Board of Directors. The first term will be for one year, the second term will be for two years, the third term will be for three years and the fourth term will be for three years. Directors can be elected to four successive terms or until s/he resigns or is removed for cause during their period in office. After serving for nine years, Directors will be eligible to return to the Board after a year off the Board. The Executive Director may serve on the BOD so long as he/she is the Executive Director.
- E. Eligibility and Election of Directors. Directors must be 25 years of age or older, and shall be selected for their willingness to serve the corporation and for the knowledge and skills they may contribute to conduct of the affairs of the corporation. The Directors shall be elected by the Board of Directors with a recommendation of the Executive Director at the Annual Meeting or any other meeting to fill a vacancy.
- F. Removal of Directors. Any Director of the corporation may be removed from office with cause (malfeasance, misfeasance, excess absences (more than 3 meetings per year) by the affirmative vote of two-thirds of the other Directors then in office. Action to remove a Director or Officer may not be taken unless the Director facing removal has been given due notice in writing and has been given an opportunity to appear before the Board.

- G. Vacancies. The Board of Directors may fill any vacancy among the Directors by appointing a successor Director to serve the remainder of the vacating Director's term. Any person appointed to fill a vacancy on the Board of Directors shall hold office until the next annual meeting at which the successor is duly elected and assumes office. Notwithstanding the foregoing, the Board of Directors may authorize the President to make interim appointments to fill vacancies of Directors which occur during unexpired terms, to serve until elections can be held at the next annual meeting or appointments can be made.
- H. Emeritus Board Members. The Board may grant a Board Member Emeritus status. The Board shall from time to time, but no less frequently than annually, review the list of current and former Board members to identify potential candidates for emeritus status. To be eligible for emeritus status, a Board member shall have served on the Board for 6 or more years. An Emeritus Board Member may attend meetings of the Board and may serve on committees as a member, but shall not have the right to vote at Board meetings.
- I. Honorary Advisory Board Members. The Board may appoint persons to the Honorary Advisory Board. The primary responsibility of an Honorary Advisory Board Member is to elevate the Board's profile among potential supporters and partners, as their schedule and responsibilities allow.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS – VOTING

- 5.1 Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be in December. It is held for purposes of electing the Board of the Corporation, approve the annual budget, reporting on the affairs of the Corporation and transacting such other business as may properly come before the Board. The annual meeting shall be held at such time and place as the President of the Board of Directors shall designate.
- 5.2 Regular Meetings. Regular meetings of the Board of the corporation (one of which shall be the annual meeting) shall be held at least six (6) times a year, unless otherwise scheduled by the Board of Directors, at the principal office of the corporation or at such other place as the President shall designate, on such dates and at such times as the Board of Directors may determine by resolution. Teleconference meetings are also acceptable.
- 5.3 Special Meetings. Special meetings of the Board may be called by the President or by the President upon receipt of a written request from at least two (2) Board Members, and shall be held at such place as the President calling the meeting shall designate.
- 5.4 Notice of Meetings. Notice of the time, place, manner and purpose of all meetings shall be given by email to each Board Member. Notice of any special meeting shall be given not less than three (3) days prior to the date of the meeting. Such notice

shall be directed to each member at the member's email address. The President shall send, or cause to be sent, notice of meetings.

5.5 Quorum. At any meeting of the Board of Directors, the presence of a majority of the Board shall constitute a quorum.

ARTICLE VI CONFLICTS OF INTEREST

6.1 Conflict of Interest. All Officers and Board Members shall scrupulously avoid any conflict between their respective personal, professional or business interests and the interests of the organization, in any and all actions taken by them on behalf of the organization in their respective capacities. If any Officer, Board Member, or Committee Member of the organization has any direct or indirect interest in, or relationship with, any individual or organization that proposes to enter into any transaction with the organization, including but not limited to transactions involving:

- 6.2 The sale, purchase, lease or rental of any property or other asset;
- employment, or rendition of services, personal or otherwise;
- The award of any grant, contract, or subcontract;
- The investment or deposit of any funds of the organization;

Such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he has an interest, or otherwise attempting to exert any influence on the organization, or its components to affect a decision to participate or not participate in such transaction.

ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

7.1 Committees. There will be 4 standing committees, which will oversee the work of designated action groups Governance, Finance and Operations, Fundraising, and Executive. From time to time the Board of Directors may authorize by resolution additional standing committees and ad hoc committees as shall be necessary.

7.2 Appointment. All committees and chairpersons shall be appointed by the President of the Board. Non-Directors shall be eligible for appointment as members of committees, but may not serve as the chairperson of any committee in the absence of specific authorization by the Board of Directors.

ARTICLE VIII THE EXECUTIVE DIRECTOR

8.1 The Executive Director shall be hired by Board of Directors. He/she shall be administrator, spokesman, handle all public relations and all correspondence. He/she shall be empowered to sign, together with the Chairman of the Board of Directors or Treasurer, all legal instruments such as contracts and checks and shall be permitted to expend funds necessary to the operation of the organization. In the absence of a sitting Board, he/she shall be the CEO and assure the smooth operation of the corporation.

- 8.2. The Executive Director shall be a member of the Board of Directors and all standing and special committees.
- 8.3. He/she will maintain frequent communications with the Board and shall update the Board at their regularly scheduled meetings as to happenings between meetings.
- 8.4. The Executive Director shall present an annual report to the Board.
- 8.5. He/she shall carry all the actions and resolutions the Board of Directors.
- 8.6. The Executive Director will be an active or retired police officer of the Egg Harbor Township Police Department. (August 10, 2011)

ARTICLE IX
AGENTS AND REPRESENTATIVES

9.1 Authority. The Board of Directors, with the recommendation of the Executive Director, may appoint additional agents and representatives of the corporation to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

ARTICLE X
CONTRACTS AND ADMINISTRATION OF FUNDS

10.1 Agency. The Board of Directors, except as these Bylaws otherwise provide, may authorize any Officer or agent 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 a specific instance.

ARTICLE XI
FISCAL YEAR

11.1 Fiscal Year. The fiscal year of the corporation shall be January 1 through December 31.

ARTICLE XII
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS, DISSOLUTION

12.1 No Private Inurement. No Board Member, Officer, employee, committee member, or other person connected with the corporation, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the corporation at any time, provided, however, that this shall not prevent the payment to any such person of reasonable compensation, as determined by the Board of Directors, for services rendered to or for the corporation and/or for reimbursement of reasonable expenses incurred in connection with such services.

12.2 Procedure Upon Dissolution. In the event of a liquidation, dissolution, termination, or winding up of the corporation, the Board of Directors shall, after provision for all liabilities, distribute any remaining assets or property of the corporation for one or more exempt purposes within the meaning of Code section 501(c)(3) to such organization or organizations then located in the United States and qualified under Code section 501(c)(3), or to a state or local government

for a public purpose, as the Board of Directors shall deem appropriate. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey. Exclusively for such purposes or to such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII EXEMPT ACTIVITIES

13.1 Preservation of Exempt Status. Notwithstanding any other provision of these Bylaws, no Board Member, Officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation which is not permitted to be taken or carried on (1) by an organization exempt from federal income tax under Code section 501(c)(3), or (2) by an organization, contributions to which are deductible under Code sections 170(c), 2055(a)(2), or 2522(a)(2).

13.2 Prohibition on Lobbying. No substantial part of the activities of the corporation shall be the carrying on of lobbying, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

13.3 Public Inspection of Annual Returns. The corporation shall make available for public inspection a copy of its three most recent annual returns, such returns containing all required information representing direct and indirect transaction relationships between itself and other tax-exempt organizations not described in Code section 501(c)(3), e.g., lobbying groups or political organizations.

ARTICLE XIV INDEMNIFICATION

14.1 Indemnification by corporation. Each present and future Board Member of the corporation, each present and future Officer of the corporation and each present and future member of any committee of the Board of Directors, and the legal representatives of such persons, shall be indemnified by the corporation to the fullest extent permitted by the New Jersey Nonprofit Corporation Act, as may be amended from time to time.

14.2 Indemnification Not in Restriction of Other Privileges. The right of indemnification described in section 14.01 above shall be in addition to, and not in restriction or limitation of, any other privilege or power with respect to indemnification or reimbursement which the corporation or the individual seeking indemnification may have, pursuant to N.J.S.A. 15A:3-4 or any other source.

ARTICLE XV AMENDMENTS

15.1 Amendments to Bylaws. The Board of Directors shall have the power to make, alter, amend, and repeal these Bylaws of the corporation by affirmative vote of two-thirds of the Directors. Before changing these Bylaws, the Directors will have a 30-day notice.

Date of Adoption: _____

Authorizing Signature of the President: _____

Authorizing Signature of the Executive Director: _____