

Constitution and By-Laws of the Lakeland Lancer Diamond Club

ARTICLE I **NAME**

The name of this organization shall be the Lakeland Lancer Diamond Club Incorporated. This organization is not affiliated with any other organization and all of its articles are covered in this Constitution and By-Laws.

ARTICLE II **PURPOSE**

The purpose of this organization shall include:

- A. To support the activities and promote the welfare of the game of baseball within the Lakeland Regional High School Baseball teams and exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions of organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

ARTICLE III **CODE OF CONDUCT**

SECTION 1: All members will conduct themselves in a manner, which furthers the purpose(s) of this organization as stated in Article II. As supporters of the Lakeland Baseball Teams, we will take no active part in administration, coaching decisions or policies, unless requested.

SECTION 2: No member shall take any action, written or verbal, that is illegal by the Statutes of the State of New Jersey, or which is determined to be detrimental to this organization's purpose.

ARTICLE IV **CONFLICT OF INTEREST**

SECTION 1: If a Trustee or Officer believes that he or she may have a conflict of interest with respect to any particular transaction, he or she shall promptly and fully disclose the potential conflict to the Executive Committee through the designated Officer charged with corporate ethics responsibilities.

- 1) From which the Corporation purchases supplies, materials, or property;
- 2) Which renders any service to the Corporation;
- 3) Which enters into leases or assignments to or from the Corporation;
- 4) To which the Corporation sells any of its products, materials, facilities or properties;
- 5) Which has any other contractual relations or business dealing with the Corporation.

SECTION 2: No Trustee or Officer shall have any direct or indirect financial interest in, or receive any compensation or other benefits as a result of, transactions between any individual, corporation, firm or association.

SECTION 3: If any Trustee or Officer is about to assume an interest or other outside relationship which might result in a conflict of interest, it is the Trustee's or Officer's responsibility to promptly and fully disclose all of the pertinent information to the aforementioned Officer charged.

SECTION 4: Where a Trustee or Officer is a Trustee of any other corporation, firm or association or is otherwise interested, such potential duality of interest shall be disclosed to the Executive Committee, and made a matter of record through an annual procedure and also when the interest becomes a matter of direct action.

SECTION 5: Any Trustee or Officer having a duality of interest shall not vote or use his or her personal influence on any matter, wherein the duality creates a conflict of interest, and he or she shall not be counted in determining the quorum for that portion of the meeting concerning the matter that presents the conflict. The minutes of the meeting shall reflect that a disclosure was made, as well as the abstention from voting and the status of attendance to the quorum.

ARTICLE V

VIOLATIONS OF THE CONSTITUTION AND BY LAWS

SECTION 1: For violations of the Constitution and By-Laws, the Executive Committee shall observe the following procedures and may impose the following penalties, at its discretion:

- A.** No member of this organization may be suspended or otherwise disciplined except in accordance with the procedures established in the Constitution and By-Laws.
- B.** The Executive Committee may convene a hearing to consider a member for reprimand, suspension and / or termination from the organization for failure to abide by this Constitution and By-Laws. If a hearing is convened, the member will be given at least fourteen (14) days notice by certified mail and shall be requested to attend such hearing.
- C.** A member may appeal any disciplinary action of the Executive Committee to the general membership.

ARTICLE VI

MEMBERSHIP

SECTION 1: Membership in this organization shall be open to any person who has attained the age of eighteen (18) years by January 1 of the year that he or she seeks membership.

SECTION 2: To be eligible for membership in this organization, an applicant shall file a membership application with the organizations Secretary, along with the appropriate fees.

SECTION 3: All members shall pay annual dues in the amount specified by the Executive Committee. Failure to submit fees to the Secretary or Treasurer may result in loss of membership.

SECTION 4: The membership of this organization shall be in one of three categories:

- A. ACTIVE MEMBERS:** Members in good standing who have paid their dues. These members are eligible to be nominated to the Executive Committee, serve on committees, and have a voice and vote.
- B. HONORARY MEMBERS:** Honorary membership may be extended to any person by the Executive Committee, subject to the approval of the General Membership. Honorary members may not pay dues. Honorary members may speak at meetings but shall not have any voting privileges. They may serve on committees in an advisory capacity only.
- C. PAST PRESIDENTS:** Past Presidents shall become non-dues paying active members provided they do not have a child in the Lakeland Baseball program. Past Presidents may serve as non-voting members of the Executive Committee.

ARTICLE VII

LISTING OF MEMBERSHIP

SECTION 1: The Secretary shall print annually a list of the members of the organization. The list shall include members names, addresses, and home telephone numbers. This list shall be made available to all members of the organization.

SECTION 2: A membership does not lapse. A member may meet his / her financial obligation to the organization by April 15th of the fiscal year to remain a member in good standing. A member who is delinquent in paying dues may not have his / her name printed in the list of membership.

SECTION 3: The fiscal year of this organization shall run from July 1st to June 30th

ARTICLE VIII

ELECTION OF OFFICERS

SECTION 1: Nominations for officers shall be made every 2 years by the general membership. Elections for officers shall be held immediately after all nominations have been made. The election of officers shall be conducted at the general membership meeting in March.

SECTION 2: Only active organization members in good standing may cast ballots for officers or members of the Executive Committee. Honorary members and any member not in good standing may not cast a ballot in any election.

SECTION 3: The term of officers and members of the Executive Committee shall commence on July 1 of the year of election. However, no change of administration shall take place until the organization's books have been properly closed for the proceeding fiscal year. Such certification shall be in writing and signed by the Treasurer and President.

SECTION 4: In the event of the resignation, disability or death of any Executive Committee Member the Executive Committee may so deem to call a special election meeting of the membership for the purpose of electing an Officer to the vacated position on the Executive Committee. The Executive Committee may also decide to wait until the next regular monthly meeting of the membership to elect an Officer to the vacated position on the Executive Committee.

ARTICLE IX

EXECUTIVE COMMITTEE / OFFICERS

SECTION 1: The Executive Committee of this organization shall consist of the following Officers: one (1) President, two (2) Vice Presidents, one (1) Secretary, one (1) Treasurer, and one (1) Sergeant-at-Arms. All Officers shall be elected for a two (2) year term and the President and Vice Presidents shall not be eligible to succeed themselves. There shall be no more than one (1) member of the same household serving on the Executive Committee during the same term of office, unless no other members are nominated.

SECTION 2: The *President* shall preside at all meetings. The President may call special meetings as the need arises. He shall sign all official documents and papers. The President shall appoint members of all committees except the Executive Committee, and he shall serve as ex-officio member of all committees to see that they function as assigned. The President shall cast the deciding vote in any ballot that would otherwise result in a tie vote. He shall enforce the provisions of the Constitution and By-Laws and perform all duties that are generally attached to the office of President, at all times endeavoring to further the best interests of the organization.

SECTION 3: The *Vice-Presidents* shall jointly execute the duties of the President in the absence of the President and shall automatically become Co-Presidents in the case of the disability, resignation or death of the President. The Vice-Presidents shall also perform the duties of President whenever requested to do so by the President. In such case where the Vice-Presidents shall become Co-Presidents because of the disability, resignation or other death of the President, the Executive Committee is empowered to select one of the Co-Presidents to serve as President until the original term of the office expires. In such case, the remaining Co-President will revert to Vice President for the remainder of the original term.

SECTION 4: The *Treasurer* shall assume care of all monies of the organization. No monies will be paid out unless ordered to do so by the Executive Committee, and all expenditures must be written and approved budget limitations records shall be kept of all receipts and other disbursements, showing the amount and date of each. Accounts shall at all times be open to the inspection of any member upon request.

SECTION 5: The *Secretary* shall attend all meetings of the organization and all committees shall send, prior to the next regular meeting, a report of business considered. Proceedings of all meetings shall be recorded in a book especially provided for that purpose. Notice shall be given to all members of regular and special meetings and to all members of the appointment committees.

SECTION 6: The *Secretary and the Treasurer* shall perform such other duties as the Constitution and By-Law, Executive Committee, President and membership shall require for the proper functioning of the organization. All expenses incurred by the Secretary or the Treasurer shall be defrayed when they are within the budgetary limits and approved by the Executive Committee.

SECTION 7: The *Sergeant-at-Arms* will call all meetings to order. The Sergeant-at-Arms will maintain order at all meetings and ensure all meetings be conducted in an orderly and professional manner. The Sergeant-at-Arms will also assist other Executive Officers as needed.

SECTION 8: The activities of the Corporation shall be managed by its Executive Committee. The Executive Committee shall possess and exercise all the general powers granted to non profit Corporations under section 15A:3-1 (a) or the New Jersey Nonprofit Corporation Code, including the powers to:

1. Maintain the Corporation for perpetual duration;
2. Sue and be sued, complain and defend and participate as a party or otherwise in any judicial, administrative, arbitrative or other proceeding, in the name of the Corporation;
3. Have, use and alter, at its discretion, a Corporate seal;
4. Take and hold by lease, gift, purchase, grant, devise or bequest and property, real or personal, necessary or desirable for attaining the objects and carrying into effect the purposes of the Corporation as set forth in Article II and to purchase, lease or otherwise acquire, own, hold, improve use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated subject to any future alteration or modification made by general law as to the amount of real and personal property to be held by the Corporation;
5. Sell, convey, mortgage, create a security interest in, lease, exchange, transfer and otherwise dispose of the Corporation's property and assets;

6. Purchase, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, exchange, mortgage, lend, create a security interest in, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporate entities, associations, partnerships or individuals, or direct or indirect obligations of any domestic or foreign government of instrumentality thereof;
7. Make contracts and guarantees and incur liabilities, borrow money, issue bonds and secure any obligations by mortgage or creation of a security interest in the property, franchises and income of the Corporation;
8. Lend money, invest and reinvest funds of the Corporation, and to take and hold real and personal property as security for the payment of funds loaned, invested and reinvested;
9. Conduct the activities and operations of the Corporation, have offices and exercise all powers granted to the Corporation by the New Jersey Nonprofit Corporation Act anywhere in the universe;
10. Elect or appoint employees and agents of the Corporation and define the duties and fix the compensation, if any, of said employees and agents of the Corporation;
11. Participate with others in any corporate entity, partnership, limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking or arrangement which the participation involves sharing or delegation of control with or the others;
12. Have and exercise all other powers necessary or convenient to affect any of the purposes for which the Corporation is organized.

SECTION 9: The Executive Committee is responsible for overall policy and direction of the Corporation, and may designate responsibility for the day to day operations to the Committees, members and / or agents.

ARTICLE X

MEETINGS

SECTION 1: The organization shall conduct regular meetings as follows: A meeting date to be established in the months of March, April, May, and June.

SECTION 2: Election of the Executive Committee officers shall take place every 2-years at the March general membership meeting.

SECTION 3: Special meetings may be called at any time at the discretion of the President or the majority of the Executive Committee members. Sufficient time must be allowed for the Secretary to inform the membership of any special meeting. Additional meetings may also be arranged by the majority vote of the membership.

SECTION 4: No official business may be transacted at any Executive Committee meeting unless a quorum is present. A quorum shall consist of a minimum of four (4) Executive Committee members.

ARTICLE XI **COMMITTEES**

SECTION 1: The president shall have the authority to name committees and appoint a committee chairperson as deemed necessary. The President shall also have the authority to designate the number of members on any committee and outline the duties and responsibilities of all committees.

SECTION 2: The Standing Committees and Liaisons of this organization shall include:

- A. Scholarship and Awards Committee
- B. Facility Enhancement Committee
- C. Corporate Sponsorship Committee
- D. Wall of Fame Committee
- E. Equipment Committee
- F. Lakeland Board of Education / Athletic Director / Coach Liaison

ARTICLE XII **AMENDMENTS**

SECTION 1: Any amendments to this Constitution and By-Laws must be made at a regular meeting, or a special meeting called for that purpose. All amendments must be passed by a vote of two-thirds (2/3) of the members present and voting.

SECTION 2: Two (2) weeks notice must be given in writing for any proposed amendments to the Constitution and By-Laws

ARTICLE XIII **DISTRIBUTION AND RATIFICATION**

SECTION 1: Copies of this Constitution and By-Laws shall be distributed to all members of this organization. Ratification shall be by two-thirds (2/3) vote of those members present and voting. No ratification shall occur until all members have had this Constitution and By-Laws for two (2) weeks.

ARTICLE XIV **NON-DISCRIMINATION**

Nothing in this Constitution and By-Laws shall be constructed as discriminating against any person on the basis of race, creed, sex, color or national origin.

ARTICLE XV
ORANIZATION DISSOLUTION

SECTION 1: In the event of dissolution of the corporation, its assets will be distributed to qualified 501 (c)(3) organizations whose purposes are consistent with the purposes of the corporation including a distribution to Lakeland High School (a New Jersey school district).

SECTION 2: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purpose set forth in this Certificate.

SECTION 3: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XVI
ORDER OF BUSINESS

SECTION 1: All regular business shall be conducted according to the Robert's Rules of Order. All committees may adopt their own rules of procedure.

SECTION 2: The following adopted order of business is to be followed at all regularly scheduled meetings.

- A. Call to order
- B. Minutes of the previous regular or special meeting
- C. Correspondence
- D. Treasurer's Report
- E. Report of Standing Committees
- F. Report of Special Committees
- G. Old Business
- H. New Business
- I. Speakers, programs, etc.
- J. Adjournment

ARTICLE XVII
TRUSTEES

The First Board of Trustees of the Corporation declared in its certificate of incorporation shall be its initial members. It shall cause to adopt a Constitution and By-Laws and arrange for the initial organizational meeting(s) of the corporation including the election of Officers and Executive Committee.