

FIRST AMENDED BY-LAWS (02/--/11

OF

VOORHEES BASKETBALL ASSOCIATION ("VBA")

DEFINITIONS

1. "Board" means the Board of Directors or the group of persons vested with management of the business and affairs of the VBA irrespective of the name by which the group is designated.
2. "Board Committee" or "Committee" means a body created by resolution of the Board whose members are appointed by the Board and whose functions are designated by the Board.
3. "By-Laws" means the code of rules adopted for the regulation or management of the affairs of the VBA.
4. "Certificate of Incorporation" means the Certificate of Incorporation filed by the VBA with the New Jersey Department of Treasury.
5. "Director" means any member of the Board.
6. "State" means the State of New Jersey.

ARTICLE I

OFFICE, AGENT, PURPOSES AND POWERS

1.1 **REGISTERED OFFICE AND AGENT**

The initial registered office and registered agent of the VBA are designated in the Certificate of Incorporation. The Board may change the registered office and/or the registered agent from time to time.

1.2 PURPOSES AND POWERS

The VBA has been organized as a New Jersey nonprofit corporation. It shall have such purposes as are now or may hereafter be set forth in the Certificate of Incorporation, and shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in the Certificate of Incorporation. The VBA shall, except as otherwise provided in its Certificate of Incorporation, have unlimited power to engage in and to do any lawful act for which a corporation may be incorporated under the New Jersey Nonprofit Corporation Act. The VBA is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the VBA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Specifically, the VBA will pursue the following objectives:

- A. To promote sportsmanship and the true spirit of competition.
- B. To promote health, social, educational and character development.
- C. To help teach and develop fundamental skills and techniques to further one's abilities in the sport of basketball.

D. To create activities to assist in the elimination of juvenile delinquency.

E. To form, manage and operate a boys and girls basketball teams comprised of players meeting the criteria established by the VBA.

F. The philosophy of this organization will be consistent with the philosophy of the American Coaching Effectiveness Program also known as ACEP. Their philosophy is "Athlete first; winning second". With this philosophy, it becomes clear that this organization must act in a way that puts the development of the individual as a priority. Our charges are of differing ages and therefore different social, emotional, physical, and psychological needs. Our goals will reflect an understanding of their needs, as members of our society, not just members of a team.

This philosophy coupled with quality adult leadership can help our children to build self-esteem, learn sportsmanship, develop tolerance, teach leadership skills, and develop a cooperative attitude; all of which are important for them to succeed in their future endeavors.

The program shall be governed by a board of commissioners, consisting of (eleven) elected citizens from Voorhees, Gibbsboro, and or Berlin.

1.3 LIMITATIONS

The VBA is not organized and will not be operated for and does not contemplate pecuniary gain or profit. No part of the property or net earnings of the VBA shall inure to the benefit of any person, except as reasonable compensation for services actually rendered by such person or as distributions in furtherance of the purposes of the VBA as set forth in this ARTICLE I or in the Certificate of Incorporation. The VBA shall not carry on any

activities not permitted to be carried on by a nonprofit corporation under Title 15A of the New Jersey Statutes.

ARTICLE II

BOARD OF DIRECTORS

2.1 POWERS OF THE BOARD

2.1.1 Generally. Except as otherwise provided by law, by the Certificate of Incorporation or by these By-Laws, the Board shall exercise the powers of the VBA, conduct its business affairs, and manage and control its property. The Board is also expressly authorized to make appropriate delegations of authority through management agreements or to Board Committees.

2.1.2 Investment. The Directors shall have the power to invest the assets of the VBA in a manner that is prudent under the circumstances in order to carry out the purposes of the VBA and as provided by the standards for prudent trust investment as provided in N.J.S.A. 36:20-11.1 et seq., the New Jersey Prudent Investor Act.

2.1.3 Contributions to the VBA. The Directors are authorized but not required to accept contributions from individuals or organizations to the VBA. Contributions accepted by the Directors shall become property of the VBA and shall be held, administered and used in furtherance of the VBA's objectives.

2.1.4 Operational Rules and Regulations. The Board shall have the authority to promulgate Rules and Regulations for the Divisions and Conferences as defined in Appendix I. The Operational Rules and Regulations shall be posted on the VBA website and all Members shall accept them as a condition for participation in the leagues sponsored by the VBA.

2.2 COMPOSITION OF BOARD

2.2.1 The program shall be governed by a board consisting of (eleven) elected citizens from Voorhees, Gibbsboro, and or Berlin.

2.3 TENURE AND ELECTION OF BOARD

2.3.1 Each Director shall serve a two year term.

2.3.2 To be considered for an elected position on the board a person must be a member in good standing, of legal voting age, of good character and generally known to be free of any criminal record.

2.3.3 Elected positions will be held for two years where a person may be re-elected for consecutive terms.

2.3.4 Nominations will be accepted by the board in January and elections will be held at the annual meeting in February and the new board will convene at the first March meeting.

2.3.5 There will be six incumbent board members in year 2010 with five positions up for election. The six incumbent positions will be up for election in 2011.

2.3.6 Directors will be elected by and from the Members. Election will be by secret ballot. The ballots will be tallied by three incumbent board members and no more than one voting non board member, if requested.

2.4 RESIGNATION AND REMOVAL

A Director may resign at any time by giving written notice to the other Directors. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any Director may be removed, with or without cause, at any time, by a two-third (2/3) vote of the Board.

2.5 VACANCIES

Vacancies on the Board due to death, removal, resignation, or an increase in the

authorized number of Directors, shall be filled by the remaining Directors.

2.6 BOARD MEETINGS

2.6.1 Annual Meeting. The Annual Meeting of the Board shall be held each year during the month of February at such time and place as designated by the Board. At the Annual Meeting, the Board shall cause to be elect the Directors, officers and members of Board Committees, as appropriate, to serve during the upcoming year, and conduct such other business as may come before the Board.

2.6.2 Regular Meetings. Regular meetings of the Board shall be held the third week of March, August, September and at such date, place and time as the Board shall designate or, in the absence of such designation, at such date, place and time as the President shall from time to time designate.

2.6.3 Special Meetings. Special meetings of the Board may be called by or at the direction of the President, or upon written request by a majority of the Directors. Business transacted at all special meetings shall be confined to the business stated in the notice unless otherwise approved by a majority of the Board at such special meeting.

2.6.4 Notice. Notice of the time and place of any meeting of the Board may be given in writing to each Director and Member personally or by mail or other form of written communication permitted under these By-Laws not less than three (3) days nor more than thirty (30) days before such meeting, which notice may be waived by the Directors. Attendance at any meeting, except for the sole purpose of objecting to the holding of the meeting, shall constitute waiver of notice of such meeting. In the case of a special meeting, or when required by law or by these By-Laws, the notice shall also state the purpose for which the meeting is called.

2.6.5 Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting, a majority of the Directors present may adjourn the meeting without further notice.

2.6.6 Voting. Each Director shall be entitled to one vote on any matter before the Board.

2.6.7 Manner of Acting. Unless otherwise required by law, the Certificate of Incorporation or these By-Laws, the approval of a majority of the Directors present at a meeting at which a quorum is present shall be the authorized action of the Board. Any action required or permitted to be taken by the Board under any provision of law, the Certificate of Incorporation, or these By-Laws may be taken without a meeting with the unanimous written consent of all the Directors. Such written consent(s) shall be filed with the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Any certificate or other document relating to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting. All rules and policies approved by the board may be overruled by a two-thirds vote of the general membership.

2.6.8 Attendance at Meetings. The Board, by resolution adopted by a majority of the Directors, may establish requirements for attendance by Directors at meetings of the Board and of any Committees. A Director may participate in a meeting of the Board or any Committee by means of a telephone conference call or by any other means of communication by which all persons participating in the meeting are able to hear all comments made by the other participants. If a Director is unable to attend a

Board or Committee meeting, the Director may designate another Director as proxy to attend such meeting and vote in the absence of the Director on any matters that come before the Board during that meeting. Unless otherwise announced as a closed meeting, all meetings of the Board shall be open to Members.

ARTICLE III

MEMBERSHIP

3.1 MEMBERSHIP QUALIFICATIONS

3.1.1 Each team shall provide up to two adults to the membership who shall act as voting members of the Voorhees Basketball Association general membership must be present to vote.

3.1.2. The children shall have the right to be represented and the board should provide an open avenue for them to be part for the whole process.

3.1.3 "Honorary" membership will be given to anyone (min age 18) who is willing to put forth the effort and cooperation for the betterment for the Voorhees Township Basketball Association. "Honorary" members do not have voting privileges, but should attend meetings and participate in any matters discussed at the meeting. "Honorary" memberships are only open to residents of township and must have a child registered with Voorhees Township Basketball Association program.

3.1.4 Each board member is included as a voting member.

3.2 MEMBERSHIP STANDARDS

3.2.1 Membership in the VBA is conditioned on following the rules, procedures and code of conduct established by the VBA. Any coach, player or other person associated with a team participating in the VBA activities who does not conform to the rules,

procedures and code of conduct established by the VBA may be barred from participation at the discretion of the Board. Furthermore, any Member who does not conform to the rules, procedures and code of conduct established by the VBA will be subject to suspension or expulsion as a Member at the discretion of the Board. **Members are responsible for the conduct of their coaches, volunteers, players or supporters.**

3.2.2 A member in good standing of the Voorhees Township Basketball Association is entitled to the following rights and privileges:

- a) Voting in Voorhees Basketball Association Board elections.
- b) Voting in appropriate Voorhees Basketball Association business.
- c) Voting on Rules and Regulations adopted by the Board.
- d) Eligibility to hold an office within the Voorhees Basketball

Association Board of Commissioners.

- e) Any benefits given to and by the Voorhees Basketball

Association .

3.5 INSURANCE; INDEMNIFICATION

The Board must, as a continuing condition to exist, provide a certificate of current liability insurance coverage designating the VBA, its officers and directors, coaches, players and members as insureds prior to the start of league play each year. The insurance must provide coverage, to include costs, attorney fees and awards, for claims against VBA, its officers and directors whether brought for actions or inactions against VBA, and/or its officers and directors or for any claims from the activities or inactivity of the Members, coaches, volunteers, players or supporters.

ARTICLE IV

OFFICERS

4.1 OFFICERS

The Board will appoint the officers. The officers of the VBA shall be President, Vice-President for Intramural, Vice-President for Travel, Secretary, and Treasurer. Any person may hold two or more offices except that no person may hold both the offices of President and Secretary. The Board may also appoint, at its discretion, an assistant Secretary and assistant Treasurer, and such other officers, agents or fiduciaries as it shall deem appropriate.

4.2 APPOINTMENT AND TENURE

All officers of the Corporation shall be appointed by the Board at the Annual Meeting of the Board. Each shall hold office until the next Annual Meeting or until he or she resigns or is removed by the Board

4.3 RESIGNATION AND REMOVAL

An officer may resign at any time by giving written notice to the Board. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specific in said notice. An officer may be removed at any time by a two-third (2/3) vote of the Board.

4.4 VACANCIES

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

4.5 DUTIES OF OFFICERS

4.5.1 President. The President shall be the chief executive officer of the VBA and shall preside as chairman at all meetings of the Board. The President shall perform all

duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

4.5.2 Vice-President Intramural. The Vice-President Intramural shall perform such duties as may be assigned by the Board or the President. The Vice-President Intramural shall be charged with assuring that the In-House program is run efficiently. (In the absence of the President or in the event of the President's disability, inability, or refusal, to act, the Vice-President of either Intramural or Travel, as elected by the board, shall perform the duties of the President.)

4.5.2a Vice-President Travel. The Vice-President Travel shall perform such duties as may be assigned by the Board or the President. The Vice-President Travel shall be charged with assuring that the Travel program is run efficiently. (In the absence of the President or in the event of the President's disability, inability, or refusal, to act, the Vice- President of either Intramural or Travel, as elected by the board, shall perform the duties of the President.)

4.5.3 Secretary. The Secretary shall provide for the keeping of minutes of all meetings of the Board and shall assure that such minutes are filed with the records of the VBA. The Secretary shall give or cause to be given appropriate notices in accordance with these By-Laws or as required by law, and shall act as custodian of all corporate records. The Secretary shall perform all duties incident to the office and such other duties as may be assigned from time to time by the President or the Board.

4.5.4 Treasurer. The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the VBA and, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the President or the Board. If required by the Board, the Treasurer shall provide a bond for the

faithful discharge of the Treasurer's duties in such sum and with such surety as the Board shall determine. The Board shall authorize payment by the VBA of the premium for any such treasurer's bond. The Treasurer shall provide a financial report, as designated by the board, at each board meeting.

4.5.5 Conference Commissioners. The VBA consists of various age groups, as described in the Operating Rules and Regulations. Each age group consists of one or more Conferences. Each Conference will be managed by a Commissioner. Each Commissioner is responsible for the day-to-day operation of the Conference under his or her jurisdiction, subject to the oversight of the Board.

ARTICLE V

GENERAL PROVISIONS

5.1 REPORTS

The Board shall cause the following reports to be prepared and available for review by Members:

- (a) A current list of Directors and officers;
 - (b) The financial statement for the VBA's immediately preceding fiscal year;
- and
- (c) A budget for the VBA's current fiscal year.

5.2 CONFLICT OF INTEREST

The CONFLICT OF INTEREST POLICY attached to these By-Laws as Appendix I applies to all transactions or arrangements affecting the VBA. All Directors

and officers of the VBA shall conduct his or her activities in compliance with this CONFLICT OF INTEREST POLICY.

5.3 LIMITATION OF LIABILITY

To the fullest extent permitted by New Jersey law now in effect and as amended from time to time, a Director, officer or any other authorized person acting for or on behalf of the VBA shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless the person has breached or failed to perform the duties of his or her office under New Jersey law, and the breach or failure to perform constitutes self-dealing, willful misconduct or gross negligence. This provision shall not apply to exonerate any person from responsibility or liability pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

5.4 DISTRIBUTION ON DISSOLUTION

No Director, officer, or any other private individual shall be entitled to share in the distribution of any of the VBA's assets on dissolution of the VBA. In the event of dissolution, the Directors and officers will wind up the affairs of the VBA and distribute the assets of the VBA for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

5.5 INSPECTION OF RECORDS

Records maintained by the VBA shall be open to inspection by the Members no later than then (10) days after receipt of a written request, addressed to the President and the Secretary of the VBA. Inspection shall be made in person and includes the right to make copies at the expense of the person requesting the inspection.

5.6 FISCAL YEAR

The fiscal year of the VBA shall end on August 31.

5.7 SEAL

The Board may provide for a corporate seal in such form and with such inscription as it shall determine.

5.8 WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the New Jersey Not For Profit Corporation Act, or the Certificate of Incorporation, or these By-Laws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice where such waiver is permitted by New Jersey law. All such waivers shall be filed with the VBA's records or be made a part of the minutes of the relevant meeting.

5.9 PROCEDURE

The Board may adopt rules of procedure that are not inconsistent with the Certificate of Incorporation or these By-Laws.

5.10 CONSTRUCTION OF TERMS AND HEADINGS

Words used in these By-Laws shall be read as the masculine, feminine or neuter gender and as the singular or plural, as the context requires. The captions or headings

in these By-Laws are for convenience only and are not intended to limit or define the scope or effect of any provision of these By-Laws.

5.11 PERMITTED FORMS OF WRITTEN COMMUNICATION

Any written communication provided for in these By-Laws (e.g., notices, consents, approvals and waivers) can be expressed on paper or transmitted electronically through facsimile, email, or such other means.

5.12 STATE LAW

Any matters concerning the VBA that are not covered by the Certificate of Incorporation or these By-Laws shall be governed by the New Jersey Nonprofit Corporation Act (New Jersey Statutes Title 15A).

ARTICLE VI

AMENDMENT TO THE BY-LAWS AND AMENDMENT TO CERTIFICATE OF INCORPORATION

6.1 PROCEDURE

6.1.1 Amendment to By-Laws. These By-Laws may be amended or restated by a two-thirds (2/3rds) vote of the Board in attendance at any Board meeting at which a quorum is present.

6.1.2 Amendment to Certificate of Incorporation. The Certificate of Incorporation may be amended or restated by a two-thirds (2/3rds) vote of the Board in attendance at any Board meeting at which a quorum is present.

Appendix I

VOORHEES BASKETBALL ASSOCIATION, INC.

CONFLICT OF INTEREST POLICY

Article I - Purpose

The purpose of the conflict of interest policy is to protect the Voorhees Basketball Association, Inc.'s ("VBA") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the VBA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II - Definitions

1. Interested Person - Any director or officer who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the VBA has a transaction or arrangement,

b. A compensation arrangement with the VBA or with any entity or individual with which the VBA has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the VBA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that

are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the VBA Board decides that a conflict of interest exists.

Article III - Procedures

1. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion thereof, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest -

a. An interested person may make a presentation at the Board meeting but, after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Board may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board shall determine whether the VBA can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably

possible under circumstances not producing a conflict of interest, the Board shall determine, by a majority vote of the disinterested Directors, whether the transaction or arrangement is in the Board's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy -

a. If the Board has reasonable cause to believe an officer or Director has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.

b. If, after hearing the officer's or director's response, and after making further investigation as warranted by the circumstances, the Board determines the officer or Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Article IV
Records of Proceedings**

The minutes of the Board shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including

any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V
Compensation**

Any person who receives compensation, directly or indirectly, from the VBA for goods or services is precluded from voting on matters pertaining to such compensation.

**Article VI
Affirmation of Conflict of Interest Policy**

Each officer and Director who serves the VBA affirms that he or she:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that the VBA is a nonprofit organization that exists to carry

out the purposes expressed in its Certificate of Incorporation and By-Laws.