

BY LAWS OF THE MOUNTAINTOP LEAGUE, INC.

ARTICLE I - Name and Purpose

Section 1: The name of this non-profit organization shall be The Mountaintop League, Inc.

Section 2: The primary purpose of this non-profit organization is to provide sports and recreational programs in baseball, basketball, soccer and travel soccer and such other programs that the Trustees deem worthwhile for the children of West Orange, as well as the acquisition and preservation of land or water areas or of a particular land or water area, or either thereof, in a natural, scenic or open condition.

Section 3: The Corporation shall not support any political candidate for any elected office, nor shall any of the Corporation's resources or property be used to support any political candidate for any elected office.

ARTICLE II - Shareholders and Members

Section 1: The Corporation does not have and shall not have any shareholders.

Section 2: The Corporation does not and shall not have any members.

ARTICLE III - Board of Trustees and Executive Board

Section 1: The Board of Trustees shall consist of an Executive Board and a panel of five (5) Trustees for each sport program. The Executive Board shall consist of a President, Vice President, Treasurer, Secretary and a Past President. The President, Vice President, Treasurer and Secretary shall each be elected at the Corporation's December meeting. The Past President shall be the immediate former President, or in the event the immediate former President is unable to serve, another former past President shall be nominated and elected by the Board of Trustees at the Corporation's December meeting.

Section 2: The President, Vice President, Treasurer, Secretary and Past President are eligible to serve up to three (3) one (1) year terms for each office from January 1 through December 31 of the calendar year. The President, Vice President, Treasurer and Secretary shall have full voting rights. The Past President shall only vote in the event that a vote of the Executive Board results in a tie. The Past President shall have no other voting rights and shall not be subject to the attendance requirements of an active Trustee.

Section 3: In order to be eligible to run for the Executive Board, candidates must be current members of the Board of Trustees and have served as a member of the Board of Trustees for at least three (3) years. Candidates for the Executive Board must be elected by a two thirds (2/3) vote of a quorum of Trustees at the December Board of Trustees meeting.

Section 4: In order to qualify as a Trustee, a person must be a resident of West Orange, have

attained the age of eighteen (18) and must have served as a team coach, manager, league commissioner major committee chairperson or in a comparable volunteer position for a minimum of one (1) year. All candidates will be required to submit to and pass a background check prior to election.

Section 5: A candidate to become a Trustee of a sport program must be nominated by a current Trustee of that sport and must be approved by a two thirds (2/3) vote of a quorum of the remaining Trustees. A Trustee may serve no more than two (2) terms. Each term shall be three (3) years in length, subject to the below. For purposes of determining years of service, the expiration date of a term and eligibility to run for the Executive Board, a Trustee elected to fill a vacancy or newly-created Board seat between January 1 and June 30 is deemed to have started on January 1 of the year elected. A Trustee elected to fill a vacancy or newly-created Board seat between July 1 and December 1 is deemed to have started on January 1 of the following year.

Section 6: A former Executive Board member who has not served on the Board of Trustees for two (2) full terms (i.e. six years) is eligible to be nominated to the Board of Trustees for one (1) additional term of up to three (3) years, and thereafter is only eligible to become an Advisory Trustee. However, no Trustee shall serve on the Board of Trustees more than a total of six (6) years.

Section 7: A Trustee who has served two (2) terms may become an Advisory Trustee. Advisory Trustees shall have no term limits. To begin or continue to serve as an Advisory Trustee, a Trustee must advise the Secretary at the Corporation's December meeting in his or her final year as a Trustee, and each year thereafter, that he or she wishes to continue to serve as an Advisory Trustee for the following year. Advisory Trustees are permitted to attend the monthly Board Meetings and are permitted to participate in any debate and be heard on any issue before the Board of Trustees. Advisory Trustees are not counted for purposes of determining a quorum and shall have no voting rights.

Section 8. A Trustee may resign at any time by submitting a written letter of resignation to the President.

#### ARTICLE IV - Powers of the Executive Board and Board of Trustees

Section 1: The Executive Board shall manage the affairs and property of the Corporation, at the direction of the Board of Trustees. The Executive Board, if necessary, may take temporary emergent action without approval by a vote of the Board of Trustees. However, a vote of any such action must be taken by the Board of Trustees in accordance with these By-Laws as soon as practicable, but in any event no later than the next scheduled monthly Board of Trustees meeting in accordance with these By-Laws.

Section 2: The Executive Board shall lead and guide the Board of Trustees through the Board's monthly meetings.

Section 3: The President shall be charged with the duty of overseeing and supervising the

functions of the Corporation subject to the direction from the Board of Trustees. The President shall be responsible that the policies and actions of the Corporation are carried out in accordance with the purpose and mission of the Corporation. The President shall have the power to form committees, which may consist of current Board of Trustee members and/or Advisory Trustees, as necessary to carry out the policies and purpose of the Corporation. All committees shall be chaired by a member of the Board of Trustees. The President shall be the signer of any and all instruments that legally obligate the Corporation upon authority provided by the Board of Trustees.

Section 4: The Vice President shall have such powers and duties as assigned to him or her by the President or Board of Trustees and shall assist the President in the furtherance of his duties. The Vice President shall assume the duties of the President in the event the President cannot perform them.

Section 5: The Treasurer shall be charged with keeping and recording the financial records of the Corporation. The Treasurer shall provide financial reports to the Board of Trustees at the monthly Board Meetings. An annual report shall be issued by the Treasurer to the Board of Trustees at the December meeting. An independent financial audit of the Corporation's financial records shall be completed every year and the results shall be presented to the Board of Trustees. All checks written on behalf of the Corporation shall be signed by the President and Treasurer.

Section 6: The Secretary shall issue all meeting notices and maintain the attendance at all meetings. The Secretary shall also maintain a roster of the Board of Trustees, Executive Board members and active Advisory Trustees, and maintain a record of the terms of each serving member. The Secretary shall count any votes that are made, including any proxy votes, and draft and maintain all meeting minutes. The Secretary shall have a copy of the current By-Laws at every Board of Trustee meeting.

Section 7: The Board of Trustees shall conduct the business, financial matters and property of the Corporation consistent with the purpose and mission of the Corporation. Except as otherwise stated herein or required by law, the Board of Trustees shall act by simple majority vote of a quorum of the Trustees. A majority of the full Board of Trustees (not including vacancies) shall constitute a quorum. The Board of Trustees shall retain an independent accountant to conduct a yearly audit of the organization's financial records. The independent accountant retained by the organization shall prepare the necessary tax forms for review by the Board of Trustees prior to filing. In connection with the preparation of the organization's taxes for filing, the independent accountant shall also prepare a report regarding the Corporation's financial status and compliance with I.R.S. regulations for review by the Board of Trustees.

Section 8: The addition of a new sports program must be made by motion for consideration by the Board of Trustees. A new sports program approved by the Board of Trustees shall have five (5) Trustees. However, during the first two (2) years the new sport operates, it shall have only (1) vote with respect to matters voted on by the full Board of Trustees. The new sport may apply to the Board of Trustees for full voting right status after its second year of operation. A new sport shall receive full voting right status of its Trustees upon a majority vote by the full Board of

Trustees (not including vacancies) on its application for full voting right status.

Section 9: The members of the Board of Trustees that make up the membership of each sports program shall conduct the business and affairs of that particular sport consistent with the purpose and mission of the Corporation, subject to review, if necessary, by the Board of Trustees and Executive Board.

Section 10: The Board of Trustees shall elect members to the Executive Board and Board of Trustees.

Section 11: The Board of Trustees shall have the power to remove any member of the Board of Trustees or Executive Board for conduct detrimental to the purpose and mission of the Corporation. A vote for removal under this section shall only proceed after the allegations have been presented to the accused Trustee or Executive Board Member in writing, signed by a Member of the Executive Board. A hearing thereafter shall then be held before the full Board of Trustees and Executive Board permitting the accused Trustee or Executive Board member to be heard regarding the allegations against him or her. A three quarters (3/4) vote of the full Board of Trustees and Executive Board (not including vacancies) is required to remove a Trustee or Executive Board member under this Section. No proxy votes are permitted under this Section.

Section 12: The Board of Trustees shall have the power to remove a Trustee by a two thirds (2/3) vote of the full Board of Trustees (not including vacancies) if a Trustee fails to attend three (3) consecutive monthly Board meetings or if a Trustee fails to attend three quarters (3/4) of the prior 12 monthly Board meetings.

#### Article V - Voting

Section 1: A quorum shall exist when a majority of the members of the Board of Trustees and Executive Board are present. Advisory Trustees are not counted in determining if a quorum exists. Proxy votes are not counted in determining if a quorum is present.

Section 2: Proxy votes on specific issues is permitted if the proxy ballot is received by the Secretary at least 24 hours before the meeting where the vote on the specific issue is going to take place.

Section 3: Unless otherwise specified in these By-Laws, a majority of the votes that are cast (including proxy votes) at any meeting where a quorum exists shall be an official act of the Board of Trustees.

#### Article VI - Meetings

Section 1: The Board of Trustees shall meet monthly. The December monthly meeting shall constitute the Corporation's annual meeting where any elections with respect to any open Executive Board of Board of Trustee positions shall take place.

Section 2: The Secretary shall take minutes of the monthly Board of Trustee meetings. Minutes of the prior monthly Board of Trustee meeting shall be circulated for approval at the subsequent monthly Board of Trustee meeting. The Secretary shall be responsible for the keeping of all prior approved Board of Trustee meeting minutes.

Section 3: The Treasurer shall provide copies of all financial reports to the Board of Trustees at every monthly meeting for examination by the Board of Trustees. If necessary, the Executive Board may request the presence of the organization's accountant to address any concerns with the organization's monthly financial reports.

#### Article VII - Compensation and Conflict of Interest

Section 1: All Board of Trustees and Members of the Executive Board serve without any financial compensation of any kind.

Section 2: The spouses of all current members of the Board of Trustees and Executive Board shall also not be paid employees of the Corporation.

Section 3: All children of past or present members of the Board of Trustees or Executive Board shall not be permitted to be awarded any scholarships provided by the Corporation.

Section 4: All Trustees have a duty to disclose any potential conflict of interest that may arise during their terms to the Executive Board and Board of Trustees. Should any actual conflict of interest arise during the term of a Trustee, that Trustee shall be replaced by appointment by that sport's Trustees to complete the prior term of the conflicted out Trustee.

#### VIII - Dissolution Clause

Section 1: In the event of dissolution of the Corporation, all property of the Corporation will be sold and all outstanding debts shall be settled and the Corporation dissolved in accordance with the applicable law.

#### IV - Amendments

Section 1: These BY-Laws may be amended consistent with the purpose and mission of the Corporation only by a two thirds (2/3) vote of the full Board of Trustees (not including vacancies).