

BYLAWS

of the

RAMAPO ATHLETIC BOOSTERS ASSOCIATION, a New Jersey Non-Profit Corporation

Article I - Name

The name for the non-profit corporation shall be the Ramapo Athletic Boosters Association, a New Jersey Non-Profit Corporation (hereinafter referred to as the "Association").

Article II - Purpose

The Association is a non-profit organization formed exclusively for charitable and educational purposes in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code, which will raise and distribute funds and personal property to support athletic programs at Ramapo High School, Franklin Lakes, New Jersey and make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future revisions to the federal tax code.

Article III - Goals

The goals of the Association include, but are not limited to: (1) promote participation in and support for all athletic programs at Ramapo High School; (2) increase public awareness of the athletic programs at Ramapo High School and their value to the community; (3) promote and instill good sportsmanship and fellowship among students; (4) conduct fund raising activities to enhance the athletic programs at Ramapo High School; and (5) provide awards for student athletes who meet certain criteria set forth by the Board of Trustees.

Article IV - Operations

The management, fiscal policy and operation details of the Association shall be managed by the Board of Trustees in accordance with these bylaws. All activities of the Association shall be approved by the Board of Trustees.

No member, trustee, officer or other private person shall have any right, title or interest in the Association's income, property or assets. No part of the net earnings or income of the Association shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to make payments and distributions in furtherance of the purpose set forth in the Certificate of Incorporation.

No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to make payments and distributions in furtherance of the purpose set forth in the Certificate of Incorporation.

No activities of the Association shall include the carrying on of propaganda or otherwise attempting to influence legislation. The Association 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.

Notwithstanding any other provisions in the bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future revisions to the federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future revisions to the federal tax code.

Article V – Fiscal Operation

Decisions on the disbursements of funds shall be made by the Board of Trustees after receiving the input of the athletic director of Ramapo High School. Donations of \$250.00 or more made for a specific purpose will be used for that purpose only. Expenditures of less than \$3,000.00 may be approved at any meeting of the Board of Trustees. Expenditures of \$3,000.00 or more must be proposed at one meeting and voted on at a subsequent meeting.

Representatives from individual sports may conduct their own fund raising events with prior approval of the Board of Trustees; provided, however, that it does not include a golf outing or any other event which, in the opinion of the Board of Trustees, conflicts with the Association's fundraising activities. Representatives from individual sports may, with prior approval of the Board of Trustees, assume responsibility for Association fund raising programs.

The Board of Trustees shall file the necessary paperwork to qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future revisions to the federal tax code, register in accordance with the provisions of the Charitable Registration and Investigation Act of 1994 and obtain an exempt organization certificate from the State Division of Taxation.

Article VI – Membership

Membership is open to any individual, family or business that is interested in supporting the goals of the Association and pays an annual or lifetime membership fee.

All dues paying members of the Association shall be eligible to be an active member of the Association and may hold office and is entitled to one vote per individual, family or business, whichever is applicable.

Article VII – Meetings

Monthly meetings of the Board of Trustees will be held each month at Ramapo High School, Franklin Lakes, New Jersey on the third Wednesday of the month. The annual meeting of the Board of Trustees will be held on the third Wednesday in June at Ramapo High School, Franklin Lakes, New Jersey.

The annual meeting of the membership will be held on the third Wednesday in June after the meeting of the Board of Trustees at Ramapo High School, Franklin Lakes, New Jersey.

Any changes in the date and time of the annual meetings will be announced not later than two (2) weeks prior to the new date.

Special meetings of the Board of Trustees may be held at the discretion of the Board of Trustees or President with a minimum of seven (7) days advance notice to members of the Board of Trustees. Special meetings of the membership may be held upon petition by ten (10) members with a minimum of fourteen (14) days advance notice to all members.

Official notices of meetings of the Board of Trustees and any changes in meeting dates will be sent via e-mail or mailed to all members of the Board of Trustees and date stamped and posted by the athletic director and principal of Ramapo High School. Notice of meetings of the membership will be mailed to all members and date stamped and posted by the athletic director and principal of Ramapo High School.

A majority of the members of the Board of Trustees shall constitute a quorum for a meeting of the board of directors. A quorum for a meeting of the membership shall be a minimum of eight (8) members. Unless otherwise provided in these bylaws, a majority vote of the members present at the meeting is required for any action taken.

All meetings shall be opened to the public with public participation to be determined by the president at his/her discretion. The meeting shall be organized and controlled by the officers in accordance with the provisions of Roberts Rules of Order.

Article VIII - Board of Trustees/Officers

The Association shall be operated by a Board of Trustees, which shall be comprised of eight (8) officers. No member of the Board of Trustees or officers shall be entitled to any compensation or remuneration for services rendered on behalf of the Association.

The eight (8) officers of the Association are: president, vice-president, treasurer, secretary, fall sports liaison, winter sports liaison, spring sports liaison and membership chairperson. The athletic director of Ramapo High School shall be a non-voting ad hoc member of the Board of Trustees. Each male and female varsity sport shall be permitted to designate a delegate to participate in any meeting of the Board of Trustees. The delegate shall be a parent of a student who is designated by the coach of every varsity sport. An alternate delegate shall also be appointed by the coach. If a delegate is unable to attend a meeting, it is his/her responsibility to contact the team alternate and have him/her attend the meeting. The delegate shall make a recommendation on any agenda item but is not entitled to a vote.

Article IX - Duties of Board of Trustees

All members of the Board of Trustees, delegates and athletic director of Ramapo High School are required to attend monthly meetings and assist or coordinate various fundraising activities endorsed by the Association. Each and every member of the Board of Trustees is pledged to provide each activity and sport with the necessary

support to help student athletes perform to the best of their abilities. Delegates shall represent the needs of their particular sport and act in the best interest of all sports.

Article X - Duties of Officers

The president shall preside at all regularly scheduled and special meetings of the Association. He/she shall appoint all committees created by the Board of Trustees to assist the Association to further the purpose and goals of the Association. He/she shall exercise all powers that are incidental to the office of president.

The vice president shall, in the absence of the president, assume all duties and powers of the president.

The treasurer shall collect all monies raised by and due to the Association. He/she shall expend monies authorized by the Association. It shall be incumbent upon the Treasurer to give an updated report of the financial conditions of the Association at each monthly meeting, give a complete financial accounting at the annual meeting and assist the Association's accountant in preparing all financial reports required by law. He/she shall exercise all powers that are incidental to the office of treasurer.

The secretary shall maintain all records of the Association and provide a copy of such records to the Athletic Director of Ramapo High School. He/she shall record the minutes of all meetings, provide notice of meetings and perform the usual duties incidental to the office of secretary.

The Fall Sports Liaison shall serve as an advisor and representative for all sports that participate in a Fall Season.

The Winter Sports Liaison shall serve as an advisor and representative for all sports that participate in a Winter Season.

The Spring Sports Liaison shall serve as an advisor and representative for all sports that participate in a Spring Season.

The Membership Chairperson will be responsible for all publicity and recruiting/enlisting new members.

The Athletic Director of Ramapo High School shall serve as a liaison between Ramapo High School and the Association and shall recommend funding projects to the Board of Trustees.

Article XI - Election of Trustees/Officers

The persons listed as trustees in the Certificate of Incorporation shall hold office during the first year of the Association's existence and shall remain in office until the election of their successors in accordance with the provisions of the bylaws.

The initial officers shall be appointed by the Board of Trustees who shall hold office until a successor is elected pursuant to these bylaws.

The president will present a Nominating Committee consisting of five (5) current members of the Board of Trustees at the meeting of the Board of Trustees each March.

This committee will be chaired by an existing officer of the Association selected by the president.

The Nominating Committee will develop a slate of trustees/officers to be presented at the April meeting of the Board of Trustees. At this same April meeting, all members will have the right to propose an alternate slate to the one recommended by the Nominating Committee. Notification of the slate(s) will be mailed to all members no later than fourteen (14) days in advance of the meeting of the membership in May of each year.

Voting for trustees/officers will take place at the meeting of the membership in May of each year with the elected trustees/officers serving from June 1 to May 31 of each consecutive year. A simple majority of members present is required for election.

Members of the Board of Trustees may resign by submitting a written notice to the Board of Trustees. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Trustees. Acceptance of the resignation by the Board of Trustees shall not be necessary to make it effective.

Trustees/Officers may be removed from his/her position for reasonable cause and by due process by the Board of Trustees after a hearing at which they have reasonable opportunity to oppose such action. Any member of the Board of Trustees missing three (3) consecutive meetings will have his/her membership reviewed at the next meeting for further action.

In the event that an officer other than the president resigns or is removed from office prior to the normal end of the current term of office, the Board of Trustees shall appoint a member who will serve for the time remaining in the current term.

In the event that the president resigns or is removed from office prior to the normal end of the current term, the vice-president shall assume all the duties of the President for the balance of the current term.

Article XII - Limitation on Liability

Except as otherwise provided by law, all trustees, officers and members shall not be personally liable for the debts, liabilities or obligations of the Association. All trustees and officers shall not be personally liable to the Association or its members for damages for breach of any duty owed to the Association or its members, except that the trustee or officer shall not be relieved from liability for any breach of duty based upon any act or omission (1) in breach of such person's duty of loyalty to the Association or its members, (2) not in good faith or involving a knowing violation of law, or (3) resulting in receipt by such person of an improper benefit.

Article XIII - Not-for-Profit Statement

The Association is a not-for-profit corporation recognized by Section 501 (c)(3) of the Internal Revenue Code. It is not organized for pecuniary profit or financial gain for any trustee, officer or member of the Association. No asset of the Association shall be distributed to any trustee, officer or member of the Association.

Article XIV - Statement of Non-Discrimination

The Association shall not discriminate on the basis of age, color, ethnicity, gender, national origin, disability or handicap, race, religion, sexual orientation or veteran status. This policy will include, but is not limited to, recruiting, membership, organization activities or opportunities to hold office.

Article XV - Amendments

These bylaws may be amended by the Board of Trustees or by members of the Association by a majority vote of the members present at a duly convened meeting, provided that the members are notified at least thirty (30) days in advance with a copy of the proposed amendments.

Article XVI- Dissolution

Upon dissolution of the Association, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify for an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future revisions to the federal tax code, as the Board of Trustees shall determine.

James P. Mucaluro
President

Charles M. Powell
Secretary

Fall Sports Liaison

Chad P. Frant
Membership Chairperson

Vice President

Michael Jackson
Treasurer

Patricia A. McKenna
Spring Sports Liaison

Dated:

NOTICE OF MEETING OF BOARD OF DIRECTORS

PLEASE TAKE NOTICE that a meeting of the Board of Directors of the Ramapo Athletic Boosters Association, a New Jersey non-profit corporation, will be held at ____ o'clock __m. on _____ 200____, at _____ for the purpose of:

, Secretary

Dated:

NOTICE OF MEETING OF MEMBERS

PLEASE TAKE NOTICE that a meeting of the members of the Ramapo Athletic Boosters Association, a New Jersey non-profit corporation, will be held at __ o'clock __m. on _____
_____ 200__, at Ramapo High School, 331 George Street, Franklin Lakes, New Jersey 07417 for the purpose of:

, Secretary

Dated:

WAIVER OF NOTICE OF
MEETING OF BOARD OF DIRECTORS

The undersigned, each being a director of the Ramapo Athletic Boosters Association, a New Jersey non-profit corporation, waive all notice required by the Corporation's by-laws and the laws of the State of New Jersey, of the time and place of a meeting of the Board and fix _____, _____, as the date, _____ o'clock as the time and _____, New Jersey as the place of such meeting.

, Director

Dated:

CERTIFICATE OF INCORPORATION

RAMAPO ATHLETIC BOOSTERS ASSOCIATION,
a New Jersey Non-Profit Corporation

FILED

JAN 26 2004

State Treasurer

1. Name of corporation

Ramapo Athletic Boosters Association, a New Jersey Non-Profit Corporation
(hereinafter referred to as "corporation").

2. Purpose for which the corporation is organized

The corporation is a non-profit organization formed exclusively for charitable and educational purposes in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code, which will raise and distribute funds and personal property to support athletic programs at Ramapo High School, Franklin Lakes, New Jersey and make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future revisions to the federal tax code.

No member, trustee, officer or other private person shall have any right, title or interest in the corporation's income, property or assets. No part of the net earnings or income of the corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purpose set forth in the Certificate of Incorporation.

No activities of the corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation. 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.

Notwithstanding any other provisions in the Certificate of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future revisions to the federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future revisions to the federal tax code.

The corporation shall not discriminate on the basis of age, color, ethnicity, gender, national origin, disability, handicap, race, religion, sexual orientation or veteran status.

0100919119

3. Qualifications for members

All dues paying members shall be eligible to be a member of the corporation.

4. Classes of members

The members of the corporation are not divided into classes.

5. Members

The corporation shall have members.

6. Method of electing trustees

The persons listed as trustees in the Certificate of Incorporation shall hold office during the first year of the corporation's existence and shall remain in office until the election of their successors in accordance with the provisions of the bylaws.

7. Management and conduct of the corporation

The corporation shall have all powers conferred by law upon non-profit corporations and shall be authorized to adopt bylaws, provided that it is not inconsistent with the laws of the State of New Jersey. The bylaws of the corporation may provide for lesser voting requirements than otherwise required by law.

8. Address of corporation's registered office

Ramapo High School
331 George Street
Franklin Lakes, New Jersey 07417

9. Name of corporation's registered agent

Todd Meyer

10. Number of trustees constituting the first board of trustees

Seven (7) trustees who shall serve without compensation.

11. Name and address of the trustees

James J. Hogan
435 Clinton Avenue
Wyckoff, New Jersey 07481

Eric Schofield
77 Harding Road
Wyckoff, New Jersey 07481

Mark Cundari
106 Lisa Court
Wyckoff, New Jersey 07481

Marion Heenenhan
485 Pulis Avenue
Franklin Lakes, New Jersey 07417

Mark Durfee
717 Barrister Court
Franklin Lakes, New Jersey 07417

James Macaluso
304 Briarwood Drive
Wyckoff, New Jersey 07417

Kathy Schulz
411 Hartung Drive
Wyckoff, New Jersey 07481

12. Name and address of the incorporator

James J. Hogan
435 Clinton Avenue
Wyckoff, New Jersey 07481

13. Duration of the corporation

Perpetual

14. Method of distribution of assets of the corporation upon dissolution

Upon dissolution of the corporation, the trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such

manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify for an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future revisions to the federal tax code, as the corporation's trustees shall determine.

15. Effective date of certificate

Date of filing.

16. Limitation of Liability

Except as other provided by law, all trustees, officers and members shall not be personally liable for the debts, liabilities or obligations of the corporation. All trustees and officers shall not be personally liable to the corporation or its members for damages for breach of any duty owed to the corporation or its members for damages for breach of any duty owed to the corporation or its members, except that the trustee or officer shall not be relieved from liability for any breach of duty based upon any act or omission (1) in breach of such person's duty of loyalty to the corporation or its members, (2) not in good faith or involving a knowing violation of law, or (3) resulting in receipt by such person of an improper benefit.

WITNESS:

Lisa Robinson

James J. Hogan
James J. Hogan

Sworn and subscribed
to before me this 21st
day of January, 2004.

Lisa Robinson
Notary Public

LISA ROBINSON
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 4, 2008

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

RAMAPO ATHLETIC BOOSTERS ASSOCIATION, A
NEW JERSEY NON-PROFIT CORPORATION

0100919119

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
Certificate of Incorporation on January 26th, 2004
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
27th day of January, 2004

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer