

**BYLAWS
OF
AC SHARKS YOUTH HOCKEY CLUB
AKA
AC SHARKS YOUTH HOCKEY CLUB
a New Jersey nonprofit corporation
("Association")**

**ARTICLE I
Purpose**

- 1.1 The purpose of the AC Sharks Youth Hockey Club (Hereinafter "Association") shall be to provide opportunities for youth at various age levels to learn and play the sport of ice hockey in the spirit of good sportsmanship and fair play. The Association is organized for charitable and educational purposes as per its Articles of Incorporation (AOI)
- 1.2 No part of the net earnings of the Association shall inure to the benefit of any private individual. No part of the activities of the Association shall be carrying on propaganda or otherwise attempting to influence legislation. The Association shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE II
Membership**

- 2.1 *Qualification.* Membership in the Association shall be defined as any parent or guardian having a child who is a registered player of any AC Sharks Youth Hockey Club team, or any person serving on the board of directors
- 2.2 *Voting Rights.* The voting members of the Association shall be the members of the Board of Directors (hereinafter "Board") and those persons who may be elected to voting membership from time to time by the Board of Directors.
- 2.3 To help foster this purpose, all individuals serving as coaches must maintain coaching credentials dictated by USA Hockey. Only certified coaches shall be allowed to coach a team from the bench or to run a practice or clinics, provided, however, that non-certified professional instructors (power skating, etc.) are not required to be certified coaches. All persons aged 18 and older who are volunteering and having contact with youth players must be SafeSport verified as per USA Hockey.

**ARTICLE III
Board of Directors**

- 3.1 *General Powers.* The Board shall constitute the policy-making body of the Association. It shall determine what regular and/or special committees are necessary to carry on the Association and shall authorize all expenditures.

3.2 *Directors.* The Board shall consist of not less than five (5) or more than fifteen (15) voting board members Including officers as per Article IV. The remaining directors shall serve as directors at large who's duties shall be set forth in the association's bylaws and policies and procedures. Members of the Honorary Board (as defined in section 5.4) of the Association shall not be deemed to be members of the Board.

3.3 *Compensation.* Neither Board Members nor Officers shall receive any fee, salary or remuneration of any kind for their services in their capacities as Board Members or Officers, provided, however, that Board Members and Officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers, and provided, further, that Board Members or Officers serving as Master Scheduler, Registrar or Treasurer may receive remuneration to the same extent that a non-Board Member serving as Master Scheduler, Registrar or Treasurer would be remunerated for such services as determined by the board.

3.4 *Nominations and Elections.*

3.4a The Nominating Director/Committee shall provide the board with a slate of candidates for positions as officers and/or directors seven days prior to the annual meeting election or any special/vacancy election having first ascertained the candidates willingness to serve.

3..b*Election and Term of Office.* The members of the Board shall be elected by secret ballot by the Board from a slate presented at the Annual Meeting by the nominating director/committee. There shall be no term limits per se. Term of office is 3 years. The first initial board will be appointed by the initial declared trustees for the first three years and then voted upon at the subsequent annual meeting. Vacancies for director positions may be filled by board action and a majority vote when necessary or as directed by the president. Special elections may be held when multiple vacancies and/or officer vacancies arise as determined by a majority of the board.

3.5 *Duties of Directors.* Members of the Board are required to attend all scheduled Board meetings in each calendar year unless excused. The number of Directors At Large shall be determined by the officers (executive committee) and may be adjusted on an as needed basis. A Director may fulfill more than one duty as needed but shall retain only one vote per individual. Board members may, in addition to the officers set forth in Article IV, fulfill the following duties:

3.5.a Director At Large - Master Scheduler –Duties of a director and responsible for working with the host facility to schedule all practices and games for all teams,

3.5.b Director At Large – Registrar - Duties of a director and responsible for overseeing yearly membership, data management and registration record keeping, and shall report to the Treasurer,

3.5.c Director At Large – Promotion – Duties of a director and responsible for promotions, fundraising, and marketing of the Association and beneficial programs of the host facility to the surrounding communities,

3.5.d Director At Large – Infrastructure – Duties of a director and include reporting necessary repairs, facility issues, and upgrades needed to host facility management,

3.5.e Director At Large – Communications – Duties of a director, regular communications with members/stakeholders, and oversight of the Association web page and social media applications,

3.5.f Director At Large – Operations – Duties of a director and coordinating the integrated activities of the Club and its directors by monitoring and advising the board on the operations of a non-profit organization via bylaws and Policies/Procedures compliance.

3.5.g Director At Large – Nominations – Duties of a director and soliciting volunteers from the membership to serve on the board, compiling a slate of candidates, and presenting the slate to the board at the annual meeting,

3.5.h Representatives To various leagues of participation shall be assigned to existing board members,

3.5.i Ex-Officio Board Members – The board may include non-voting ex officio members who are representatives of various stakeholders including but not limited to the host facility, affiliated programs, and or any other body as determined by the board. Ex Officio members do not have voting rights and do not count toward the board minimum/maximum.

3.13 *Removal.* Any member of the Board may be removed from office, for cause, on an affirmative vote of the majority of the Board whenever, in its judgment, the best interests of the Association will be served thereby provided that the following due process is followed: the opportunity to know the cause, to be notified of the meeting, and be afforded the opportunity to address the board prior to any vote for removal taking place. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

ARTICLE IV

Officers

4.1 *Officers.* The Officers of the Association shall be: President, 1st Vice President, Secretary and Treasurer.

4.2 *Election.* The Officers of the Association shall be elected by secret ballot by a majority of the Board members at the annual meeting as set forth in section 3.4, supra.

4.3 *Term of Office.* Officers of the Association shall serve for a term of three (3) years. Officers may serve successive terms.

4.4 *Vacancy.* The Executive Committee may temporarily fill a vacancy for any Officer at any time during the term if the need so arises until such time as a special election can be held in accordance with Article III section 4.

4.5 Officers may fulfill the duties of various directors at large in the event of vacancies or necessity as determined by the president.

4.6 *President.* The President shall be the Chief Executive Officer and shall preside at all Board meetings and meetings of the Executive committee. The president shall serve as the director of coaching and act as the liaison with facility/rink management, hockey director, figure skating club and other organizational stakeholders. The President shall be an ex-officio member of all committees except the nominating committee. The President shall make an annual report to the Board. The Nominating committee shall only nominate an individual to the office of President who has been a Board member for at least two (2) years.

4.7 *Vice President.* The Vice President shall, perform all duties and exercise all powers of the President in the absence of the President. The Vice President shall perform such other duties as delegated by the President. The Vice Presidents shall have been a Board member for at least one (1) year.

4.8 *Secretary.* The Secretary shall attend to proper notification of meetings, keep an accurate record of all meetings of the Board, and provide minutes for each meeting to all board members and members upon request.

4.9 *Treasurer.* The Treasurer shall execute all financial transactions approved by the Board, keep records of said transactions, submit reports to the Board as needed and render an annual report. The books must be closed prior to the annual meeting in June. The Treasurer shall be responsible to see that all necessary State and Federal tax returns are filed. The Treasurer shall have oversight over the Director At Large – Registrar.

ARTICLE V

Executive and Other Committees

5.1 *Executive Committee.* The Executive Committee shall consist of the Officers of the Association. The Executive committee shall exercise all powers of the Board between meetings.

5.2 *Creation of Committees.* There shall be such standing committees as are necessary for the conduct of business and programs. The President shall appoint the chairman of each standing committee with the approval of the Executive Committee.

5.3 *Special Committees.* Special committees may be created by the President with the approval of the Executive committee. The President may invite any chairman of a special committee to attend Board meetings while the committee is functioning.

5.4 *Honorary Board.* The Honorary Board shall consist of former members of the Board appointed at the discretion of the Executive Committee. Membership of the Honorary Board shall be reviewed annually by a committee composed of the current and past presidents of the Association or by the Executive Committee.

5.4.1 *Candidates for Membership.* Candidates for membership to the Honorary Board shall consist of past presidents, chairmen of fundraising events and any member of the Association whose past services have provided a major contribution to our purpose.

5.4.2 *Duties of the Honorary Board.* There are no obligations or duties required by members of the Honorary Board.

Article VI Meetings

6.1 *Annual Meetings.* There shall be an annual meeting of the voting members of the Association in June of each year for the election of officers, presentation of annual reports of officers and standing committees and such other business as may properly come before the meeting. Announcement of the annual meetings of the voting members of the Association will be given to voting members, by regular mail, email or other agreed to digital means, at least 14 days prior to such meeting. Notice of the annual meeting shall be provided to all members at least 14 days prior to such meeting via public display on the Association website and by any additional means deemed appropriate by the executive committee.

6.2 *Regular Meetings.* The Board shall meet at least three (3) times during the hockey season on dates to be determined by the President. At least 7 days notice of regular meetings will provided to the board via mail or electronic communications such as email or other agreed to digital means.

6.3 *Special Meetings.* Special meetings of members may be called by the President or by a majority of the Board. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for the Board to consider. Special meetings shall be held upon not less than three (3) or more than fourteen (14) days notice given by mail or by electronic communication (E-mail) unless the notice period is waived by all participants or an emergency is declared. Such notice shall specify the time and place of the meeting.

6.4 *Place of Meeting.* The time and place of meetings of members may be designated by the President and/or the Executive Committee (as defined in Section 5.1 hereof) of the Association.

6.5 *Virtual/Telephone Meetings.* The Board or a committee of the Board may participate in a meeting of the Board or such committee, by means of a virtual meeting, telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

6.6 *Action Without Meeting.* Any action of the Board may be taken without a meeting if consent in writing set forth the action so taken signed by all of the members of the Board is filed in the minutes of the Board. Such consent shall be the same effect as a unanimous vote.

6.7 *Waiver of Notice, Adjournment.* Notice of a meeting need not be given to any member who signs a waiver of notice whether before or after the meeting, or who attend the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such member of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

6.8 *Quorum*. Two-thirds (2/3) of the members of the Board shall constitute a quorum thereof for the transaction of business. The act of the majority of the members of the Board at a meeting at which a quorum is present shall be the act thereof.

ARTICLE VII Miscellaneous

7.1 *Registered Office and Agent*. The Association shall maintain in the State a registered office and a registered Agent at such office, and may have other offices within or without the State.

7.2 *Contracts*. The Board may authorize any officer or agent of the Association. In addition to the officers authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances.

7.3 *Checks, Drafts, etc.* All orders for the payment of money or evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer or the President. In the absence of the Treasurer and/or President the Vice President can sign.

7.4 *Deposits*. All Association funds shall be deposited to the credit of the Association in such banks, or other depositories as the Board may select.

7.5 *Loans*. No loan shall be contracted on behalf of the Association and no negotiable paper shall be issued in its name unless authorized by the vote of the Board. When authorized by the Board to do so, any officer of the Association may affect loans and advances at any time for the Association from any bank, trust company, or other institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances.

7.6 *Gifts*. The Board may accept on behalf of the Association any contribution, gift, bequest or devise for any general, or for any special purpose.

7.7 *Records*. The Association shall keep, at the registered or principal office as well as any designated location, complete books of account, minutes of the proceedings of directors and committees having any authority of the Board, and a record with names and addresses of directors. All records may be inspected by any director, or the director's agent or attorney for any proper purpose at any reasonable time.

7.8 *Fiscal Year*. The fiscal year of the Association shall end on June 30 of each year.

7.9 *Immunity*. The Association shall adhere to the provisions of N.J.S.A. 2A:53A-7 and N.J.S.A. 2A:53A7.1, as enacted by the Senate and General Assembly of New Jersey, extending immunity to the trustees, directors, officers, and members of non-profit corporations for any damages resulting from the performance of the duties of their office, as well as N.J.S.A. 15A:2-8(c) and 15A:3-4.

ARTICLE VIII Dissolution

8.1 The method of distribution of assets on dissolution will be as follows:

On dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member or officer of the corporation, but the remaining assets will be distributed to an entity voted upon by the Executive Board and approved by the membership for purposes of its ice hockey program provided it is exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX Distribution of Income

9.1 The Association will distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

9.2 The Association will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

9.3 The Association will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue code, or corresponding provisions of any subsequent federal tax laws. 99.4 The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code, or corresponding provisions of any subsequent federal tax laws.

9.5 The Association shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X Amendments

10.1 These Bylaws may be altered, amended, or repealed or new bylaws adopted by affirmative vote of a majority of the Board. Such action may be taken at any regular or special meeting of the Board for which notice of the proposed action shall have been given in accordance with the Bylaws.