

**BY-LAWS**  
**OF**  
**NEW JERSEY COLONIALS**  
**HOCKEY ASSOCIATION, INC.**

**ARTICLE I - PURPOSE AND OBJECTIVES**

The New Jersey Colonials Hockey Association, Inc. (the “Association”) is a private non-profit organization supported by fees, donations and other fund-raising activities. The purpose of the Association is to promote the development of youth ice hockey for boys and girls.

The objectives of the program are as follows:

- To enable boys and girls to enjoy participation in an organized competitive ice hockey program.
- To teach each player the rules and skills of ice hockey.
- To promote good sportsmanship and teamwork.
- To develop good moral and social character.

**ARTICLE II - MEMBERSHIP**

The Members of the Association shall include the parents or guardians of children who are registered to participate in the Association’s ice hockey program. Membership shall be for the period commencing with the date of registration in each year established by the Board of Directors and ending on the day after the USA Hockey National Championships for that hockey season.

## **ARTICLE III - BOARD OF DIRECTORS**

SECTION I - GENERAL POWERS - The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have all powers with respect to the management, control and determination of the policies of the Association that are not limited by these by-laws, the articles of incorporation, or the laws of the state of New Jersey. Without limitation thereto, the Board of Directors shall have the power to enter into contracts on behalf of the Association and to delegate to one or more directors the authority to sign contracts which shall be binding on the Association; to hire employees of the Association; to collect, invest and expend funds for and on behalf of the Association; and to exercise all other powers and responsibilities which the Board considers necessary and appropriate to carry out the purpose and objectives of the Association.

SECTION II - NUMBER AND TENURE - There shall be a Board of nine (9) directors, each of whom shall serve a three year term beginning on June 1 of the year of their election. Three directors shall be elected each year. The Initial Board shall be established as provided below.

SECTION III - INITIAL BOARD - The Initial Board shall consist of the nine directors previously elected or appointed to serve as directors of the Morris County Colonial All-Stars, Inc., who shall serve and complete the same term they were elected or appointed to serve. Three directors of the Initial Board shall complete their terms on May 31, 2003, three directors shall complete their terms on May 31, 2004, and three directors shall complete their terms on May 31, 2005. The three directors completing their terms of office as provided herein shall be replaced by three directors elected in accordance with the procedures set out below. The members of the Initial Board shall be eligible to run for re-election.

SECTION IV - REMOVAL - Any Director may be removed for cause by a vote of 7 other directors (or, in the event there are less than 9 Directors in office, a number of Directors equal to at least 75 per cent of the total). Such Director shall be entitled to receive notice of and a hearing concerning the charges prior to the vote at a meeting of Board called for that purpose. Any vacancy so created shall be filled by the appointment of a replacement director as provided by these by-laws.

SECTION V - VACANCIES - Any vacancy in the Board of Directors may be filled by appointment by the vote of a majority of the remaining Directors. A Director so appointed shall hold office for the unexpired term of the person he or she replaces.

SECTION VI - REGULAR MEETINGS - The Board of Directors shall meet on a regular basis to discuss Association business. No meetings shall take place unless there is a quorum. Notice of meetings shall be given to each Director at least five (5) days before the meeting.

SECTION VII - SPECIAL MEETINGS - Special meetings of the Board of Directors shall be held whenever called by the President or by three (3) Directors at such time and place as the person or persons calling the meeting shall designate. Reasonable notice shall be given to each Director before such meeting. No special meeting may take place unless there is a quorum.

SECTION VIII - QUORUM - A quorum shall consist of a majority of the Board of Directors then in office.

SECTION IX - INSPECTION OF BOOKS AND RECORDS - The members of the Board of Directors shall have the right to see all books and records of the Association at any time.

SECTION X - REMUNERATION - No remuneration or compensation of any kind shall be paid to the Directors for their services to the Association; provided, however, that Directors may receive reimbursement for authorized expenditures with appropriate receipts. All payments made to any of the Directors shall appear on the annual financial statement.

SECTION XI - RIGHT OF MEMBERS TO ATTEND BOARD MEETINGS - Meetings of the Board of Directors shall be closed and members shall have no right to attend. Provided, however, that members shall be entitled to present any matters of special concern to the Board at a regular or special meeting by making a request to do so by written notice to the President or Secretary.

#### **ARTICLE IV – ELECTIONS AND NOMINATIONS**

SECTION I- ELECTION OF DIRECTORS - The election of three Directors shall be conducted at the end of each hockey season on a date fixed by the Board and the results shall be announced at the annual spring meeting of members of the Association.

SECTION II- NOMINATIONS COMMITTEE - A nominations committee shall be appointed by the Board of Directors and shall consist of three Board members. The nominations committee shall be responsible for soliciting qualified candidates to run for Board positions, conducting the election process, counting the ballots and reporting the results of the election.

SECTION III - ELIGIBILITY - In order to be eligible to run for election to the Board of Directors or to serve by appointment, a candidate must be the parent or guardian of a child who will have completed two seasons as a registered player on or before May 31 of the year in which the

election is held. Candidates may include persons whose children are not currently registered but who have completed two seasons of play on Colonials' teams in the past.

SECTION IV - ELECTION PROCEDURE - Persons wishing to run for office shall make known their intention to the nominations committee and must have a petition signed by ten (10) members of the Association. Candidates who have qualified to run for election to the Board shall submit a written statement of their qualifications and goals which shall be provided to all members of the Association along with a written ballot prior to the Annual Spring Meeting of the Association. The parents or guardians of players shall be entitled to cast one vote per family for three of the candidates. To count as a bona fide ballot, there must be a vote for three of the persons listed on the ballot.

## **ARTICLE V - OFFICERS**

SECTION I - ELECTION - The Officers of the Association shall be elected by a majority vote of the members of the Board of Directors at an organizational meeting at the first Board meeting in June of each year. The officers so elected shall hold office for a term of one year. In the event a vacancy should occur during the year, the Board shall elect a replacement by a majority vote and the person so elected shall serve for the remaining term of office.

SECTION II - TITLES AND RESPONSIBILITIES - The Association shall have the following officers who shall have the duties described below:

1. President – The President shall serve as the chief executive officer of the Association and shall have general supervision of the affairs of the Association. The President shall keep the Board of

Directors fully informed about the activities of the Association. He or she shall preside at all meetings of the Board of Directors and at the Annual General Meeting of the Association. He or she shall have authority to sign in the name of the Association all contracts authorized by the Board of Directors. He or she, along with the treasurer, shall have authority to countersign checks or other financial instruments on behalf of the Association. He or she shall perform such other duties as shall from time to time be assigned by the Board of Directors.

2. Vice President - The Vice President shall carry out the duties of the President in the absence or disability of the President.

3. Treasurer - The Treasurer shall serve as the chief financial officer of the Association and shall have responsibility for the care, custody and safekeeping of the Association's funds and securities. The Treasurer shall be responsible for maintaining the Association's financial books and records of account. He or she shall deposit or cause to be deposited the Association's funds in the name and to the credit of the Association at such bank accounts at such depositories as the Board of Directors may from time to time determine. He or she shall disburse funds of the Association as may be ordered by the Board, taking proper vouchers for the disbursements. The Treasurer shall provide regular reports of income and expenses to the Board and shall provide an annual financial statement to the Board. Along with the President, he or she shall have authority to countersign checks or other financial instruments on behalf of the Association.

4. Secretary - The Secretary shall keep minutes of the meetings of the Board of Directors and shall be responsible for scheduling meetings and taking attendance at Board meetings.

5. General Manager - The General Manager shall be responsible for supervising team managers and arranging for the provision of uniforms and equipment to all players.

SECTION III - COMMITTEES - The Board shall be authorized to establish such committees as it believes are necessary or useful to carry out the purpose and objectives of the Association.

## **ARTICLE VI - COACHES AND PLAYERS**

SECTION I - SELECTION OF COACHES - Coaches shall be employees at will of the Association. All decisions concerning the employment of coaches shall rest solely with the Board of Directors.

SECTION II - TRYOUTS - Tryouts for positions on the Association's teams shall be conducted at the beginning of each hockey season or at such times as the Board may consider necessary and appropriate. Tryouts shall be conducted over a reasonable period of time to facilitate the maximum participation of potential hockey players and to ensure a fair and equitable selection process. Tryouts shall be conducted under the supervision of the Director of Hockey and the coaches.

SECTION III - SELECTION OF PLAYERS - The Board of Directors shall determine the number of players to be selected for each team. Each coach shall select players for his or her designated team at the tryouts, provided, however, the Board of Directors reserves the authority to make final selections and to override any individual player selections based on a majority vote of the Board. Any Board member whose child is trying out for a team shall be required to recuse himself or herself from any discussions or decisions concerning the selection of players to that team.

## **ARTICLE VII - DISCIPLINARY PROCEEDINGS**

It shall be a condition of membership in the Association or on any of the Association's teams that any member of the Association or any player may be suspended or dismissed from the Association by the Board of Directors for conduct deemed to be contrary to the purpose and objectives of the Association, provided that no such suspension or dismissal shall be effective until the person affected has been afforded the opportunity to be heard by the Board of Directors at a meeting held on reasonable notice.

## **ARTICLE VIII - MEMBERSHIP MEETINGS**

Meetings of the members of the Association shall be held in the fall and spring of each hockey season at such place and such times as the Board of Directors shall determine.

## **ARTICLE IX - ACCOUNTING YEAR**

Unless and until the Board of Directors shall determine otherwise, the accounting year of the Association shall begin on the first day of April and end on the 31st day of March in each year. The treasurer of the Association shall have the Association's financial records and books reviewed by a qualified outside accounting firm annually and shall furnish the accounting firm's review to the other Board members. The Treasurer shall ensure that any Federal, state or local tax returns which the Association may be required to file shall be timely filed and shall be authorized to engage an outside accounting firm approved by the Board for this purpose.

**ARTICLE X - AMENDMENTS**

These by-laws may be altered, amended or repealed by the vote of 7 Directors (or, in the event there are less than 9 directors in office, a number of Directors equal to at least 75 percent of the total) at a meeting called for such purpose.

**ARTICLE XI - EFFECTIVE DATE**

These by-laws shall be effective as of April 26, 2002.

**ARTICLE XII – DISSOLUTION**

SECTION I - The Association may be dissolved by the vote of 7 Directors (as, in the event there are less than 9 directors in office, a number of Directors equal to at least 75 percent of the total) at a meeting called for such purpose.

SECTION II – Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 the Court of Common Pleas 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.