

The South Jersey  
Ice & Athletic Center



**SOUTH JERSEY ICE & ATHLETIC CENTER**

Association  
By-Laws

Revised December 1, 2022

Revision submitted for your consideration by KS Cleveland on December 13, 2022.  
2<sup>nd</sup> revision submitted for consideration by A Rhoads on December 18, 2022.

## ARTICLE I: NAME AND PURPOSE

### A. NAME:

1. The name of this organization shall be the South Jersey Ice & Athletic Center Association whereafter referred to as the "Association".

### B. PURPOSE:

1. The principal office of the Association shall be located in the state of New Jersey. The Association shall be incorporated in the State of New Jersey and registered within the meaning of IRS publication 557 as a 501(c)3 charitable foundation.
2. The purpose of the South Jersey Ice and Athletic Center is the design, building, operation, and maintenance of the South Jersey Ice & Athletic Center facility. This facility will consist of ice rinks, a restaurant, athletic training space, additional athletic venues and all the support and ancillary facilities/services necessary to effective and efficient operations. This facility will serve the population of Southern New Jersey by providing a host venue for: youth ice hockey, scholastic (high school and college) ice hockey, adult ice hockey, special needs programs, figure skating, public skating, athletic training, social interaction and additional athletic endeavors as appropriate to the means of the facility. It is the goal of this Association to promote participation in a healthy and fun, athletic and recreational activities to an underserved population in the southeastern region of the state of NJ.

## ARTICLE II: ORGANIZATIONAL STRUCTURE

### A. MEMBERSHIP

1. The Association shall have no voting members outside of the board of directors.

### B. BOARD OF DIRECTORS

1. Powers. This Association shall have powers to the full extent allowed by law. All powers and activities of this Association shall be exercised and managed by the Board of Directors of this Association directly or, if delegated, under the ultimate direction of the Board of Directors.
2. Number of Directors. The Board of Directors shall consist of not less than three (3) Directors, the initial number of Directors to be determined by the founding Board of Directors. The number of directors may from time to time by resolution of the entire Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. As used in this Article, "entire Board of Directors" means the total number of Directors

entitled to vote. The Board of Directors shall have no more than twelve (12) voting members. Each Director shall be at least 18 years of age.

3. Election and Term of Directors. The members of the Board of Directors shall be elected by the Directors at a regular meeting, of the Board of Directors. Members of the Board of Directors shall serve for an initial term of three years with succeeding terms to be of 2 years or until a successor has been elected at the next regular meeting marking the end of the Director's term, provided that the Officers of the Association shall by virtue of their office be Directors for as long as they hold the office.
  - a. Resignation. Any Director may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery.
  - b. Removal. Any Director may be removed from such office, with or without cause, by a vote of, at minimum, three-fourths of the directors present at any regular or special meeting of the Board called expressly for that purpose.
  - c. Vacancies. Vacancies on the Board of Directors shall be filled by majority vote of the remaining members of the Board of Directors present at a meeting for the unexpired term.
4. Meetings will be held, at minimum, once every month, either in-person, or electronically. All regular meetings will be posted on the Association website or notification sent via electronic means at least 7 days before being held. Special meetings may be held as long as a two-thirds of the voting directors approve the calling of the meeting.
  - a. Board Members may not miss more than five (5) consecutive meetings per calendar year without good cause.
  - b. Meeting will be presided over by the President of the Association or in the absence of the President, the Vice President or Secretary.
  - c. Quorum. A quorum is necessary for the Board of Directors to take action. The presence of greater than 50% of the Board of Directors represents a quorum.
5. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each voting director shall have one vote. Voting by proxy is permitted.
6. Unanimous Written Consent In Lieu of a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively unanimously consent to such action. Such written consents shall be

filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

7. Compensation. Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performances of their duties. Directors may provide reasonable for fee services to the Association in accordance with the Association Conflict of Interest Policy.
  - a. All Directors must abide by and sign the Association Conflict of Interest Policy prior to serving on the Board of Directors. Violations of the COI will be determined and adjudicated by the Board of Directors.

#### C. OFFICERS:

1. There shall be four (4) officers on the Board of Directors: President, Vice President, Treasurer and Secretary. The initial terms of the officers shall be three years. The duties of the officers are as follows:
  - a. PRESIDENT: It shall be the duty of the president to appoint committees, preside over all meetings and oversee all organizational activities. The president shall have the right to vote on all matters only in the event of a tie break but must always cast his/her vote last. The president shall have the right to request a ballot vote on all matters so requiring. The president shall have the final interpretation of all by-laws, code of ethics and rules. Any ruling will need to be amended to these by-laws.
  - b. VICE-PRESIDENT: The vice president shall assume the duties of the president when he/she is absent or temporarily unable to serve, assist and direct appropriate staff/contractors, and assume the duties of secretary when he/she is absent or temporarily unable to serve.
  - c. TREASURER: The Treasurer shall be responsible for and oversee all financial matters of the Association. The Treasurer shall keep and maintain, or cause to be kept and maintained, the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Association, shall ensure contractors, staff, and/or vendors properly receive and give receipts for moneys due and payable to the Corporation, and deposit all funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The treasurer has the authority of payment of monthly expenses provided that the expenses are usual and

normal to the maintenance and operations of the Association. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The treasurer may, with permission of the Board of Directors, engage a certified public accountant to review the Association financial statements, file appropriate tax forms, and other services as needed. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

d. SECRETARY: The secretary shall keep a record of the Association's business conducted at all General Membership Meetings and official BOD meetings. The secretary shall be responsible for all correspondence approved by the BOD. The secretary shall be responsible for all activities with securing sponsors for the regular season in all divisions and inform members of upcoming meetings. The treasurer shall keep a record of the Association's receipts and disbursements and give a verbal report on the same, stating all financial activities that have transpired since the last General Membership meeting.

2. A term of office shall be three (3) fiscal years and they will be elected by majority vote of the board of directors annually and within 30 days of the fiscal year end date.

### ARTICLE III: COMMITTEES

A. Committees may be appointed by the Association President in order to carry out specific tasks as necessary. Committees shall report all relevant activities to the Board of Directors as directed.

### ARTICLE IV: PROFESSIONAL SERVICES, MANAGEMENT, AND EMPLOYEES

A. The Board of Directors may engage or hire various vendors, contractors and employees as needed to fulfill the purpose of the Association and in accordance with all laws and regulations and with the Association Conflict of Interest Policy. The Executive Director will serve as an ex-officio non-voting member of the Board of Directors and will not be counted as part of the minimum/maximum number of directors, nor have any other director rights nor be constrained by term limits.

B. The Board of Directors may engage an Executive Director or Management Firm to advise, assist, and support the activities of the Board of Directors, Officers or Committees as it deems necessary and with the standards of reasonability.

- C. The Board of Directors may engage and/or hire an Operations Director at such time as is feasible to manage the day to day operations of the facility. The Operations director will be empowered to hire additional staff, engage vendors, make schedules and develop relationships with appropriate customers as necessary and in accordance with their Board of Directors approved job description. The Operations Director will serve as an ex-officio non-voting member of the Board of Directors and will not be counted as part of the minimum/maximum number of directors nor have any other director rights, nor be constrained by term limits.

#### ARTICLE V: INDEMNIFICATION

- A. Authorized Indemnification. Unless prohibited by law the Association shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of the Association, or (b) in addition is serving or served, in any capacity, at the request of the Association, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement provided the Association shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.
- B. Prohibited Indemnification. The Association shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

#### ARTICLE VI: AMENDMENTS TO BYLAWS

- A. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the Directors at least three (3) business days in advance of the Board meeting at which they will be considered for adoption. The vote of a two-thirds (2/3) majority of the voting Directors then in office or in lieu of a meeting the unanimous written consent of the Directors shall be required to adopt a Bylaw amendment.

ARTICLE VII: COMMITMENT TO INCLUSION

- A. It is the policy of the Association to be inclusive and to accommodate everyone in our community to the best of our ability and to provide opportunities for participation to all regardless of race, sex, gender identification, sexual orientation, national origin, native language, religion, age, disability, marital status, citizenship, genetic information, pregnancy, or any other characteristic protected by law.

First Reading..... December 14th, 2022  
Second Reading.....