



# FDR HOCKEY CLUB

## CLUB BYLAWS

### Article I - ORGANIZATION

#### Section 1: Name

The name of this corporation shall be Roosevelt Club Hockey, Inc. (hereinafter the "Corporation" or "FDR CLUB HOCKEY").

#### Section 2: Registered Address

The registered address of the Corporation shall be at a place in Dutchess County, New York selected by the Board of Directors from time to time as the affairs of the Corporation require.

#### Section 3: Non-Profit Status

This Corporation is organized as a State of New York non-profit corporation upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence.

#### Section 4: Exempt Status

This Corporation is organized and shall be operated exclusively as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended and as may be amended in the future.

#### Section 5: Use of Funds

All funds and property of this Corporation shall be used and distributed exclusively for carrying out the purposes the Corporation as set forth in Article II.

#### Section 6: Fiscal Year

The fiscal year of the Corporation shall begin June 1<sup>st</sup> through May 31<sup>st</sup> of the following year.

#### Section 7: Financial Statements

The Treasurer shall, at least once a year or at the request of the Board of Directors, prepare a true statement of the assets and liabilities of the Corporation for the preceding fiscal year. The statement shall be available to any Member on their request.



#### Section 8: Dissolution

In the event of liquidation or dissolution of this Corporation, or in the event that it shall cease to carry out its purposes, all funds and property of the Corporation shall be distributed to non-profit corporations with purposes similar to those set forth in Article II and which are exempt organizations as set forth in Section 4 of this Article I, that the Directors of this Corporation may select or as otherwise provided in the Certificate of Incorporation, and in no event shall any of the funds or property be distributed to any of the members or used for any other purpose.

### **Article II – NATURE AND PURPOSE OF THE CORPORATION**

FDR CLUB HOCKEY is a non-profit organization operating youth hockey programs for the benefit of students in the Hyde Park school district and students of other schools identified as being in FDR Hockey Club's playing district - per the Hudson Valley High School Ice Hockey Association (HVHSIHA).

### **Article III - BOARD OF DIRECTORS/GOVERNANCE**

#### Section 1: Board of Directors

The property and affairs of FDR CLUB HOCKEY shall be managed by a Board of Directors composed of not less than four (4) or more than seven (7) elected Directors. Each Director shall also be a Voting Member as defined in Article V.

- a. Nomination and Election of FDR CLUB HOCKEY Board Members: The existing FDR CLUB HOCKEY Board shall present the Voting Members with a slate of Director Candidates for any open seats. To be elected, each Director must receive at least a majority vote of the Voting Members present at the Annual Meeting. A separate vote will be cast by each Voting Member for each nominated Director. The Voting Members will cast their votes during the Annual Meeting. In the event that the Voting Members do not approve a candidate for Board membership, the Board will have the responsibility of selecting the new candidate for the open position(s).
- b. Term: Each Director shall serve for as long as they have a child in the program. A Director may stay on as a Director with approval of the majority of the Board of Directors.
- c. Removal: A Director may be removed during his or her term by the vote of two-thirds of the Board of Directors with or without cause.
- d. Vacancies and Resignations: Vacancies that occur during the term of a Director shall be filled by vote of the majority of the remaining Directors. In the event of a tie, the vote will be decided by a vote of all members in good



standing. The term of the new person appointed shall run to the end of the term of the vacant Director.

- e. Schedule: The FDR CLUB HOCKEY Board must present its slate of Directors no later than 1-2 weeks prior to the Annual Meeting. The term of each Board Member shall commence upon the date of his or her election at the Annual Meeting.

### Section 2: Meetings

The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Regular or special meetings of the Board may be held at any time upon the call of the President or a majority of directors the order of business at all meetings of members shall be as follows:

- Roll Call
- Reading of the minutes of the preceding meeting
- Treasurer's report
- Report of committees
- Report of Officers
- Old and Unfinished business
- New business
- Adjournments

### Section 3: Notice of Meetings

Notice of Meetings. Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board. Notice of each special meeting of the Board must be given to each director not less than two (2) days before such meeting. Notice may be in writing and sent by mail, addressed to such director at his/her address as it appears on the records of the President, with prepaid postage thereon. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Such notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be given by telephone or sent by facsimile transmission, telegraph, courier service, electronic mail ("e-mail") or hand delivery. Notice of any adjournment of a meeting of the Board to another time or place shall be given to any directors who were not present at the time of the adjournment. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.



#### Section 4: Quorum

A majority of the members of the Board must be present to constitute a quorum at any regular or special meeting and the affirmative action of a majority of the directors present at any meeting at which a quorum is present shall be required for the taking of any action by the Board of Directors.

#### Section 5: Attendance

#### Section 6: Parliamentary Procedure

All meetings shall be governed by rules of parliamentary procedure. Roberts Rules of Order shall govern questions of procedure.

#### Section 7: Limited Liability

No Director shall be liable in any manner for any debts or obligations of the Corporation and shall not be subject to any manner of assessment by virtue of his membership.

#### Section 8: Resignation

Any member of the Board of Directors may resign and/or withdraw from membership in FDR CLUB HOCKEY at any time upon written (mail, email or fax) notice of his/her desire to do so delivered to the President or Secretary.

#### Section 9: Policy Statements

Written statements of FDR CLUB HOCKEY policy may be adopted, altered, amended or repealed, in whole or in part by the affirmative vote of a majority of the Board of Directors at any meeting of the Board of Directors.

#### Section 10: Consent by Directors

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent thereto is provided by all members of the Board, the case may be, and such written (mail, email, or fax) consent is filed with the minutes of the proceedings of the Board.

#### Section 11. Participation by Teleconference or Other Electronic Means

Any one or more Directors who are not physically present at a meeting of the Board may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.



## **Article IV- OFFICERS**

### Section 1: Number

The Officers shall consist of: a President, Vice-President, Secretary, Treasurer and any remaining Board member or members can be named by the President as a Member-at-Large. The number of Officers may be increased or decreased by a vote of the Members of the Board.

### Section 2: Election, Qualification and Term of Office

Officers will serve for as long as they have a child in the program and may stay on as a Director with approval of the majority of the Board of Directors. All Officers must be a parent of a current player and must be a member in good financial standing. Good financial standing means that all past due monies, pre-registration fees and any other fees to FDR CLUB HOCKEY have been paid to the organization at the time deemed by the Board for election of Officers. Officers shall serve without compensation.

### Section 3: Removal

Any officer may be removed, either with or without cause, by the vote of a majority of the Board of Directors. Vacancies occurring due to the removal of an Officer shall be filled by a vote of the Members of the Board

### Section 4: Resignation

An Officer may resign at any time, by a written (mail, email or fax) notice to the Board, President or the Secretary.

### Section 5: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular election or appointment to such office.

### Section 6: Powers of Officers

The Board of Directors shall have the authority to fix or limit the powers and authority of the officers of the Corporation to conduct transactions between the Corporation and other parties, contracts proposed to be entered into by or on behalf of the Corporation, and all other areas of business operation in which the officers of the Corporation may engage.

### Section 7: Not Specified



### Section 8: President

The President shall be the Chief Executive of the Corporation. He shall preside at all meetings of the Board and Voting Members. He shall have the responsibility for the general management of the affairs of the Organization and shall see that all orders and resolutions of the Board are carried into effect.

- a. The President shall have the authority to take any action deemed necessary to act in the best interest of the Organization including, ordering the suspension of any player, coach or other person affiliated with any Member, the actions of which violates any league rule or USA Hockey rule. Any action by the President relating to any disciplinary matter shall be final, except that the Board may, by unanimous vote of all Members, overrule or alter any disciplinary action taken by the President.
- b. The President does not vote on issues until and unless there is a tie. At which time he would be required to cast one vote, thus eliminating the tie.
- c. The President will determine the agenda for Board meetings. The agenda will be sent to the Board at least three days prior to meeting, to serve as a reminder to any Officer reporting back on topic, so the information is available for the meeting. Also, upon receipt of agenda, notify all if anything else should be added or was omitted.

### Section 9: Vice President

The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as shall be assigned by the President. Including whatever is required to fulfill FDR CLUB HOCKEY, USA Hockey and HVHSIHA requirements. The Vice-President shall serve as liaison to the rinks, the referees' association and security.

- a. The Vice-President shall monitor rosters and eligibility of coaches and players.
- b. The Vice-President shall be responsible for maintaining all League score sheets and records of discipline. He will be responsible for the compilation and maintenance of all statistics with regard to penalties and game eligibility during the course of the year. He will be in routine communication with the Board advising of suspensions, hearings and any other action required in the course of discipline.
- c. The Vice-President shall act only in the temporary capacity of the President in the event of the absence or disability of the President. He shall be extended the powers and functions of the President for that temporary period. He will be liable for acting within the scope of these bylaws and all Rules and Regulations set forth by the Board.



#### Section 10: Treasurer

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall deposit all such funds to the credit of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, making proper vouchers for such disbursements, and shall render to the Board of Directors or the Members, whenever the Board may so require a statement of all transactions as Treasurer or the financial condition of the Corporation and in general, the Treasurer shall perform all the duties as from time to time may be assigned by the Board of Directors, or the President.

- a. The Treasurer shall have the care and custody of all of the funds and securities of the Corporation. He shall carry the responsibility of depositing all funds, in the name of the Corporation, in a bank account so directed by the Board.
- b. He shall, when so directed by the Board, sign and execute all contracts in the name of the Corporation. All such contracts shall be cosigned by the President.
- c. The Treasurer shall also sign all checks, drafts, notes and orders for the payment of monies duly authorized by the Directors of the Board. All such instruments shall be cosigned by the by the President or one of the Vice-Presidents.
- d. He shall be responsible for the reconciliation of activities and accounts. He shall report and present his reconciliation at each Board meeting. A complete report of all activities for the previous period shall be included in the report. These are to include, but not be limited to, report of account balances, a detailed reporting of the income and expenditures of FDR CLUB HOCKEY. A copy of such report shall be distributed, at the meeting, to each Member of the Board for their review. He shall be prepared to exhibit his books and account for their review. He shall be prepared to exhibit his books and account to any Member of the Corporation, in a reasonable period of time, upon request. The Bank will mail statements to the President, who shall review same to assure that expenditures are consistent with the activities of FDR CLUB HOCKEY and consistent with decisions of the Board.
- e. At the beginning of each fiscal year the Treasurer will present to the Members a budget for its approval. Thereafter, any expenditures of FDR CLUB HOCKEY in excess of 10% of the amount in a budget category or an expenditure not covered by an established category must be approved at the next Board meeting.
- f. At the end of each fiscal year, he shall have said books and accounts audited by a committee appointed by the Board or by a certified public account if so required by the Board, and shall present the results of such audit in writing at



the Annual Meeting of the Members, at which time he shall also present an annual report setting forth the full financial conditions of the Corporation.

- g. The Treasurer can request that an Assistant Treasurer be appointed to assist him in transacting the business of the Corporation. The Assistant Treasurer shall only act in the temporary capacity of the Treasurer in the event of the absence or disability of the Treasurer. He shall be extended the powers and functions of the Treasurer for that temporary period. He will be liable for acting within the scope of these by-laws and all Rules and Regulations set forth by the Board. The Assistant Treasurer will only vote if he currently holds a position as a Member of the Board.

#### Section 11: Secretary

The Secretary shall keep the minutes of meetings of the Board and the Annual Membership Meeting. Such minutes shall be completed and distributed within seven days of said meeting, and amended or approved at the following meeting.

- a. He shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board. He shall attend to the giving and serving of all notices of the Corporation and shall have charge of such books and papers as the Board may direct. He shall attend to such correspondences as may be assigned to him and perform all duties incidental to his office. He shall keep a membership roll, consisting of Officers, Members and General Members, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their place of residence and when they became members.
- b. The Secretary can request that an Assistant Secretary be appointed to assist him in transacting the business of the Corporation. The Assistant Secretary shall act only in the temporary capacity of the Secretary in the event of the absence or disability of the Secretary. He shall be extended the powers and functions of the Secretary for that temporary period. He will be liable for acting within the scope of these bylaws and all Rules and Regulations set forth by the Board. The Assistant Secretary will only vote if he currently holds a position as a Member of the Board.

#### Section 12: Committees

- a. Any Officer, designate from among its members an executive committee or other committees as necessary. These committees shall consist of three or more voting members. These committees shall serve at the pleasure of the Board.





## **Article V –MEMBERSHIP AND VOTING RIGHTS**

### **Section 1: Member Selection:**

The Members of FDR CLUB HOCKEY consist of parents and players of the current team. Parents have voting rights for the players with only 1 vote per family. In the case of 2 players enrolled in FDR Hockey Club, the family would get 2 votes, one per child.

- a. At each annual meeting of FDR CLUB HOCKEY, or another meeting published by the Board, the members will be informed of all necessary business of the Corporation and as required, elect Officers to fill vacated positions for the following year.
- b. Only Members in good financial standing and/or who are pre-registered for the following season may vote in the election. A parent is the voting member and only 1 parent may vote, or one vote per family, except where there are more than one FDR CLUB HOCKEY player pre-registered in the family, the family will get 2 votes maximum, regardless if there are more than 2 players in a family.
- c. A majority of the Members of the Board shall constitute a quorum for the transaction of business or of any specified item of business.
- d. Every Member is entitled to one vote at a meeting convened by the Board, or to express consent or dissent without a meeting. If said Member is also an Officer, he will be allowed only one vote.

### **Section 2: Non Discrimination**

FDR CLUB HOCKEY does not discriminate on the basis of race, color, gender, religion or sexual orientation.

### **Section 3: No Compensation**

No Volunteer Member, Board Member, Committee Member or Coach shall receive compensation, monetary or otherwise, for their involvement with FDR CLUB HOCKEY.

### **Section 4: Termination of Membership**

- a. Membership may be terminated due to lack of payment of the required FDR CLUB HOCKEY fees.
- b. Membership may be terminated at any time for conduct that is found to be detrimental to the best interests of FDR CLUB HOCKEY, HVHSIHA or USA Hockey by the Board of Directors. In the case of a Player Member, their membership may be terminated for the detrimental conduct of the Player Member or that of his or her parent, guardian or other family member. Termination procedures of the Board of Directors shall be as follows:
  - a. The Board of Directors, at any duly constituted meeting, may vote to demote, discipline, suspend or terminate any member when the conduct in question is considered detrimental to the best interests of FDR CLUB HOCKEY, HVHSIHA or USA Hockey.



- b. The Member(s) involved shall be given written notification by the Board of Directors of the date, time and place of the meeting of the Board of Directors when the matter will be considered and the Member(s) may attend the meeting and shall be given an opportunity to address the Board of Directors.
- c. In the case of a Player Member notice shall be given to the coach(es) of said member who shall also be entitled to attend and be given an opportunity to address the Board of Directors.
- d. A two-thirds affirmative vote of those Directors present at such meeting shall be required before any action is taken against a Member.
- e. The President of FDR CLUB HOCKEY may in his Sole discretion, suspend or otherwise restrict temporarily a Member's right to participate in any FDR CLUB HOCKEY activity pending a meeting of the Board of Directors and in the case of Player Members, the foregoing power to suspend or restrict participation in FDR CLUB HOCKEY activities shall extend to the Player Member's parents, guardians and other family members.

#### **Article VI –COACHES**

All Coaches who participate with FDR CLUB HOCKEY will be subject to USA Hockey Rules and Requirements, Certification Rules and Requirements and Code of Ethics. Additionally, FDR CLUB HOCKEY will reimburse the costs of USA Hockey Coaching Certification to coaches, assistant coaches and board members who successfully pass certification testing and actively participate in FDR CLUB HOCKEY league activities. FDR CLUB HOCKEY will reimburse each coach for the USA Hockey CEP certification costs with receipt and under the following conditions:

- a. The Clinic must be USA Hockey and FDR CLUB HOCKEY Board approved,
- b. To receive reimbursement the coach must be in a FDR CLUB HOCKEY coaching position
- c. The coach must successfully complete the clinic and submit the official card ID number to FDR CLUB HOCKEY for filing

#### **Article VII –INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each person who at any time is, or shall have been, a director or officer of the Corporation and is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil criminal, administrative or investigative by reason of the fact that he or she is or was, a director and/or officer of the Corporation, or is or has served at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorneys' fees), judgments,



finances and amounts paid in settlement actually and reasonably incurred by him or her in connection with any such action, suit or proceeding to the full extent permitted by law. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which such director or officer may be entitled under any By-Law, agreement, vote of Members or disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### **Article VIII - AMENDMENTS TO THE BY-LAWS**

These By-Laws may be altered, amended or repealed, in whole or in part, and new By-Laws may be adopted, in whole or in part, by the affirmative vote by the majority of the whole Board of Directors given at any meeting. No amendment may be made unless the By-Laws, as amended, are consistent with the requirements of law and of the Certificate of Incorporation.

***Amended by the Board on September 25th, 2019. Accepted and Ratified on Month Day, 2019.***