

BYLAWS OF THE RIVER DELL BLACKHAWKS SOCCER ASSOCIATION

These Bylaws govern the affairs of the River Dell Blackhawks Soccer Association (the Blackhawks) a New Jersey nonprofit corporation.

ARTICLE 1. OFFICES

§1.01 Principal Office. The Blackhawks' principal office in New Jersey will be located at the home of the presiding President of the Blackhawks. The Club may have such other offices, in New Jersey or elsewhere, as the Blackhawks Board of Directors (the "Board" or "Board of Directors") may determine. The Board may change the location of any office of the Blackhawks as necessary and proper.

ARTICLE 2. MEMBERS

§2.01 Eligible Members. The Blackhawks will have one class of eligible Members. Persons who meet the following qualifications may be an eligible Member:

1. Have paid in full all dues, fees or debts to the Blackhawks and completed all registration materials as may be required by the Blackhawks or,
2. Be the parent (natural guardian) or legal guardian of a child enrolled as a Member of the Blackhawks.

§2.02 Voting Rights. Each member of the Board of Directors is entitled to one vote on each matter subject to a vote by the Board. Each eligible Member is entitled to one vote on each matter submitted to a vote of the Members. Members and Directors who are present at a meeting may vote. Voting by proxy is not permitted.

§2.03 Waiving Interest in Club/Club Property. The Blackhawks own all real and personal property, including all improvements located on the property, acquired by the Blackhawks. A Board Member has no interest in specific property of the Blackhawks. Each Board Member and Member waives the right to require partition of all or part of the Blackhawk's property.

ARTICLE 3. BOARD OF DIRECTORS

§3.01 Management of the Blackhawks. The Board of Directors will manage Blackhawks affairs.

§3.02 Number, Qualifications, and Tenure of Directors. The number of Directors will be no less than five (5) and no more than nine (9). Each Director will serve for a term of two (2) years or until a successor is elected. There is no limit on the number of terms that Directors may serve. Directors must be the parent of at least one child who is a player in

good standing in the Blackhawks youth program which serves players in the eighth grade or lower. Sitting directors whose children age out of the youth program and into the high-school program are considered grandfathered and may retain their board position until they either step down, are elected out, removed by the board, or they no longer have children in either the youth or high-school program.

§3.03 Nominating Directors. Nominations of candidates to the Board of Directors can be made to the Secretary of the Blackhawks Board of Directors. Members may nominate themselves. Nominations are to be made to the Secretary in some form of dated writing, including email, and shall be received by the Secretary no later than 30 days prior to the scheduled election.

§3.04 Electing Directors. Unless otherwise required by extenuating circumstances, elections of all Directors shall take place at the Annual General Meeting (“AGM”) of the Blackhawks. Directors will be elected by the majority vote of the eligible Members of the Blackhawks present at the meeting. Each Director will hold office until a successor is elected and qualifies. A Director may be elected to succeed himself or herself as Director. Directors are eligible to vote and may vote for themselves.

§3.05 Vacancies. Should a vacancy on the Board occur for any reason prior to the AGM, the Board will fill any vacancy in the Board by the affirmative vote of a majority of the remaining Directors at a Special Meeting of the Board to be held as soon as is practicable, even if it is less than a quorum of the Board or if it is a sole remaining Director, provided that all Board Members have been put on at least 3 days written notice of the Special Meeting. Such written notice may include notice by email. A Director selected to fill a vacancy will serve for the unexpired term of his or her predecessor.

§3.06 Regular Meetings. The Board may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

§3.07 Special Meetings. Special Board meetings may be called by, or at the request of, the President or any two Directors or by a sole remaining Director. The person or persons calling a Special Meeting will inform the Secretary of the Board of Directors of the information to be included in the notice of the meeting. The Secretary of the Blackhawks will give notice to the Directors as these Bylaws require. If the office of Secretary is vacant, the required notice shall be given to all of the remaining Directors by the person or persons calling the Special Meeting.

§3.08 Quorum. A majority of the number of Directors then in office constitutes a quorum for transacting business at any Board meeting. The Directors present at a duly noticed and held meeting at which a quorum is initially present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. If a quorum is never present, discussions may continue, however, no votes may be taken, no business may be transacted and the meeting must be adjourned and noticed, unless the absent Directors have given notice that they do not intend to be present and consent to the

vote on the subject issues by the Directors present. At any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting. Notice must be given of any adjourned meeting to all Directors at least 3 days prior to the new meeting date.

§3.09 Duties of Directors. Directors will discharge their duties, including any duties as committee Members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Blackhawks' best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Blackhawks or another person that has been prepared or presented by a variety of persons, including Directors and agents of the Blackhawks, professional advisors or experts such as accountants or legal counsel. A Director is not relying on good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

§3.10 Interested Directors. Contracts or transactions between Directors or Members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director or Member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Director with any personal interest in the transaction must make full disclosure of all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other Members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Directors.

§3.11 Actions of Board of Directors. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of Directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

§3.12 Proxies. A Director or Member may not vote by proxy.

ARTICLE 4. DIRECTORS

§4.01 Director Positions. The Blackhawks' Directors will be a President, an Executive Vice President, a Secretary, a Treasurer, a Director of Training, a Director of Operations and Social Media, and a Registrar. The Board may create additional Director positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may not hold more than one office.

§4.02 Election and Term of Office. The Blackhawks' Directors will be elected annually by the Board at the Annual General Meeting as needed. Each Director will hold office until a successor is duly selected. A Director may be elected to succeed himself or herself in the same office.

§4.03 Removal. Any Director elected or appointed by the Board may be removed by a majority of the members of the Board with or without cause.

§4.04 Vacancies. The Board may select a person to fill a vacancy in any office for the unexpired portion of that Director's term.

§4.05 President. The President is the Blackhawks' chief executive officer and a member of the Blackhawks' Board of Directors. He or she will supervise all of the Blackhawks' business and affairs and will preside at all meetings of the Members and of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Blackhawks' behalf if this power is expressly delegated to another Director or agent of the Blackhawks by the Board, these Bylaws, or statute. The President will perform other duties prescribed by the Board and all duties incident to the office of President.

§4.06 Executive Vice President. When the President is absent, cannot act, or refuses to act, the Executive Vice President will perform the President's duties. When acting in the President's place, the Executive Vice President has all the powers of—and is subject to all the restrictions on—the President. The Executive Vice President shall monitor and oversee all Committees within the Blackhawks and shall report with regard to the actions or progress of each Committee at each meeting of the Board. The Executive Vice President will perform other duties as assigned by the President or Board.

§4.07 Secretary. The Secretary will: (a) give all notices as provided in the bylaws or as required by law; (b) take minutes of the meetings of the Members and the Board and keep the minutes as part of the Club's records; (c) maintain custody of the Club's records and must include the date of each meeting; (d) keep a register of the mailing address of each Member, Director, Director, and agent of the Club; (f) perform duties as assigned by the President or the Board; and (g) perform all duties incident to the office of Secretary.

§4.08 Treasurer. The Treasurer will: (a) have charge and custody of - and be responsible for all the Blackhawks' funds and securities; (b) receive and give receipts for moneys due and payable to the Blackhawks from any source; (c) deposit all moneys in the Blackhawks' name in banks, trust companies, or other depositories as these Bylaws provide or as the Board directs; (d) write checks and disburse funds to discharge the Blackhawks' obligations as provided by the Board of Directors; (e) maintain the Blackhawks' financial books and records; (f) prepare financial reports at least annually and report thereon at the AGM; (g) perform other duties as assigned by the President or

the Board; and (h) perform all of the duties incident to the office of Treasurer.

§4.09 Director of Training. The Director of Training will manage the Blackhawks' relationship with training companies, review the performance of training companies and report to the Board, oversee the annual tryouts, and manage any other matters related to soccer training and player development.

§4.10 Registrar. The Registrar manages all registration activities.

§4.11 Director of Operations and Social Media. The Director of Operations and Social Media oversees field preparation and equipment maintenance, and media presence and ensuring consistent messaging to the community via various media forms.

ARTICLE 5. MEETINGS

§5.01 Annual General Meeting (AGM). The Board will hold one annual general open meeting of the Board and Members of the River Dell Blackhawks (AGM). Said meeting is to be held at a duly noticed location in November of each year and all actions taken thereat will remain in effect until the next AGM or until otherwise stated or modified by action of the Board.

§5.02 Special Meetings. Special meetings of the Board of Directors or Members may be called by any Director on the Board on at least three days' notice to all members unless there are emergent circumstances of where such notice is otherwise not practicable.

§5.03 Place of Meeting. The Board may designate any place inside New Jersey as the place of meeting for any AGM or for any Special Meeting called by the Board.

§5.04 Notice of Meetings. Written or printed notice of meeting will be provided to all eligible Members, parents and Board members.

§5.05 Eligibility to Vote at Open Meetings. All current Members in good standing are eligible to vote on any business raised at the Annual General Meetings of the River Dell Blackhawks.

§5.06 Actions of Membership. The Blackhawks will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting Members in good standing, present and entitled to vote at a meeting will be sufficient to entitle action by the River Dell Blackhawks. Voting will be by ballot or voice, except that any election of Directors will be by ballot if demanded by any eligible Member at the AGM.

ARTICLE 6. COMMITTEES

§6.01 Establishing Committees.

A. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing Members of a committee. A committee will include two or more Members. The Board may also delegate to the President the power to appoint and remove Members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee. Establishing a committee or delegating authority to it will not relieve the Board, or any individual Director, of any responsibility imposed by these Bylaws or otherwise imposed by law.

B. No committee has the authority of the Board to:

1. Amend the Club's Articles of Incorporation;
2. Adopt a plan of merger or of consolidation with another organization or corporation;
3. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Club's property and assets;
4. Authorize voluntary dissolution of the Corporation;
5. Revoke proceedings for voluntary dissolution of the Corporation;
6. Adopt a plan for distributing the Blackhawks' assets;
7. Amend, alter, or repeal these Bylaws;
8. Elect, appoint, or remove a Member of a committee or a Director of the Blackhawks;
9. Approve any transaction to which the Blackhawks is a party and that involves a potential conflict of interest as defined by these Bylaws; or
10. Take any action outside the scope of authority delegated to it by the Board.

§6.02 Term of Office. Each committee Member will continue to serve on the committee at the discretion of the Board of Directors and until a successor is appointed. However, a committee Member's term may terminate earlier if the committee is terminated or if the Member dies, ceases to qualify, resigns, or is removed as a Member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee Member's term.

§6.03 Chair and Vice-Chair. One member of each committee will be designated as the committee Chair, and another member of each committee will be designated as the Vice-Chair. The Chair and Vice-Chair will be appointed by the President. The Chair will call and preside at all meetings of the committee. When the Chair is absent, cannot act, or refuses to act, the Vice-Chair will perform the Chair's duties. When a Vice-Chair acts for the Chair, the Vice-Chair has all the powers of--and is subject to all the restrictions on--the Chair.

§6.04 Notice of Meetings. Written notice of a committee meeting is not required.

§6.05 Quorum. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the Chair may adjourn and reconvene the meeting once without further notice. Committee members may participate at any committee meeting by proxy.

§6.06 Actions of Committees. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

§6.07 Rules. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE 7. TRANSACTIONS

§7.01 Contracts. The Board may authorize any Director or agent of the Blackhawks to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Blackhawks. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

§7.02 Deposits. All the Blackhawks' funds will be deposited to the credit of the Blackhawks in banks, trust companies, or other depositaries that the Board selects.

§7.03 Gifts. The Board may accept, on the Blackhawks' behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Blackhawks. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Blackhawks' and the Club's federal and state tax status.

§7.04 Potential Conflicts of Interest. The Blackhawks may not make any loan to a Director of the Club. A Member, Director, or committee member of the Blackhawks may lend money to—and otherwise transact business with—the Blackhawks except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Blackhawks has the same rights and obligations relating to those matters as other persons transacting business with the Blackhawks. The Club may not borrow money from—or otherwise transact business with—a Member, Director, or committee member of the Blackhawks unless the

transaction is described fully in a legally binding instrument and is in the Blackhawks' best interests. The Blackhawks may not borrow money from--or otherwise transact business with Member, Director, or committee member of the Blackhawks without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

§7.05 Prohibited Acts. As long as the Blackhawks exist, and except with the Board's prior approval, no Member, Director, or committee member of the Blackhawks may:

- a. Do any act in violation of these Bylaws or a binding obligation of the Blackhawks.
- b. Do any act with the intention of harming the Blackhawks or any of its operations.
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the Blackhawks' intended or ordinary business.
- d. Receive an improper personal benefit from the operation of the Blackhawks.
- e. Use the Blackhawks' assets, directly or indirectly, for any purpose other than carrying on the Blackhawks' business.
- f. Wrongfully transfer or dispose of Blackhawks property, including intangible property such as good will.
- g. Use the Blackhawks' name (or any substantially similar name) or any trademark or trade name adopted by the Blackhawks, except on behalf of the Blackhawks in the ordinary course of its business.
- h. Disclose any of the Blackhawks' business practices, trade secrets, or any other information not generally known to the community to any person not authorized to receive it.

§8.01 ARTICLE 8 - COACHING

SECTION 1 – STATEMENT: Coaching is a privilege, not a right. All coaches must be approved through the River Dell Blackhawks Board of Directors, and must have met all requirements of both Oradell and River Edge Recreation Departments. No coach has the right to participate in any way with the children/players of the Blackhawks unless they have fulfilled the requirements. Coaches must always be willing to learn. Coaches should make an effort to educate themselves with knowledge of the game of soccer. All coaches of Blackhawks must conduct themselves in the proper manner while volunteering their time for the Blackhawks and its players. Any negative comments made by coaches to players should followed by positive reinforcement in accordance with the guidelines set by the Positive Coaching Alliance. Any negative feedback towards parents or other leagues will not be tolerated. All concerns from coaches should be presented to a member of the Board to be addressed.

SECTION 2 – COACHING APPLICANTS: All coaching candidates shall submit either verbally or by application to the President. of the Blackhawks. Interested coaches should apply at registration or at least two months prior to the start of the season. Coaches will be selected based on a positive attitude, communication skills, leadership

qualities, and willingness to support the Blackhawks' objectives set forth within these Bylaws. Technical soccer expertise is desired but not mandatory. The Board of Directors will consider each applicant during annual registration each spring. A normal seventy-five percent vote is required to approve any and all coaches. In the event that an applicant submits a coaching request late or within season, they may not be permitted on fields, or to assume any coaching position until all requirements with Borough Recreation Departments are fulfilled and final Blackhawks Board of Directors approval is granted. Just because a person volunteers to coach does not mean that person will coach until approved by the Board.

- A. **ANNUAL REVIEW:** All Coaches shall be familiar with these bylaws, and the Northern Counties Soccer Association's (NCSA's) Rules of Play. Coaches will be reviewed annually, and an individual may lose the right to coach if the Board of Directors determines that individuals have shown themselves not suitable for a coaching position. Behavior, membership complaints, and prior warnings will be taken into consideration. If necessary, the Board may order a coach to cease all activity with the Blackhawks immediately.

SECTION 3 - CONDUCT REPRECUSIONS: In the event that any Coach is ejected from a League game, they will be suspended for the following week's game and additional action may be taken by the Board upon further investigation. Coaches will be held accountable for their actions. Any suspensions handed down by the Board of Directors will become a matter of public knowledge and reported to CAC, OAC, River Edge Recreation and the Oradell Recreation Departments. All coaches must agree to abide by any judgments handed to them as a result of their actions by the Blackhawks or the NCSA.

Blackhawks coaches and trainers will be responsible for the cost of any and all fines they incur as a result of yellow and/or red cards, game forfeiture, and etc.

SECTION 4 – HEAD COACH: Upon accepting the responsibility, the Head Coach is responsible for all aspects of running the team, and must assume all the following, but not limited to:

1. **All communication and information to parents and players.**
2. **Maintenance of the first aid kit at all times.**
3. **Communication with parents and Assistant Coaches.**
4. **Distribute all Blackhawks news to members/parents of the team.**
5. **Head Coach is responsible for the actions of the players and Assistant Coaches.**

- A. **TERM:** (1) one-year term.

- B. **CONDUCT LIABILITY:** As the Leagues in which we play state; "Head Coach is responsible for any and all actions of his Assistant Coaches". Head Coaches can be suspended by the Leagues we

participate in for the actions of their Assistants.

Article 9. Amending Bylaws

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

Dated: _____, 2021.

Michael Valente, President

Dated: _____, 2019.

Diane Pinto, Executive Vice President

Dated: _____, 2019.

Christopher Morrow, Director of Training