

THE HACKENSACK TROAST ATHLETIC CLUB, INC.

74 Troast Street, Hackensack, NJ 07601

Constitution & By-Laws

(Amended March 2017 – Article III: Section I: Definition “Member in Good Standing”)

(Amended March 22, 2018 – Article IV: Section I: Regular Meetings)

(Amended April 11, 2019 – Article IV: Section I: Regular Meetings)

(Amended December 9, 2021 – Article III: Section I: Members)

(Amended February 22, 2024 – Article II: Mission & Activity; Article XV: Conflict of Interest; Article XVI: Dissolution)

Article I: Section I: Name

The name of this organization shall be known as The Hackensack Troast Athletic Club, Inc.

Section II: Headquarters

Headquarters and Official Meeting room of the Club is located at 74 Troast Street, Hackensack, New Jersey 07601.

Article II: Mission and Activity

The mission of the organization is exclusively for charitable, educational and athletic purposes. To advance and create good sportsmanship, better fellowship and teaching good character. Creation of athletic scholarships to be awarded each year to qualified graduating seniors from Hackensack, NJ High School. To distribute to other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Article III: Section I: Members

Any person not less than eighteen (18) years of age may become a member of this organization, by approval of the Membership at a regular meeting and paying yearly dues with Application for membership. A Member in Good Standing shall be defined as a member of the organization who has paid his dues in full for the calendar year, has attended at least three (3) meetings and/or events during the calendar year, or contributes their time or service to the betterment of the organization. Having met those conditions entitles the member in good standing to receive the benefits of voting, and utilizing the clubhouse at the “member donation rate”.

Section II: Resignations

Any member who resigns or who is dismissed from the organization and wishes to seek re-entrance into the club, may do so by referring back to Article III: Section I: pertaining to Membership.

Section III: Meeting Attendance

Silent Membership Roll Call and record of attendance at the meetings by the Secretary, is optional.

Section IV: New Members

No new Members will be accepted during the months of October, November, and December.

Article IV: Section I: Regular Meetings

Meeting time is 7:30 P.M. every second and fourth Thursday of each month (September to June) at the Clubhouse, 74 Troast St., Hackensack, N.J. 07601. In November, December, and June there will only be one meeting on the second Thursday.

Section II: Special Meetings

Special meetings are called by the President for important issues which need immediate attention.

Article V: Officers and Executive Committee

The Officers of this organization shall consist of: President, Vice President, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer, and five (5) Trustees.

Article VI: Dues

The amount of Dues for this organization shall be set annually and payable by the end of the year.

Article VII: Order of Business

Steps of the regular meeting:

- 1: Called to order
- 2: Pledge Allegiance to the Flag
- 3: Moment of silence for deceased members
- 4: Reading of the Minutes by the Secretary
- 5: Silent roll call by Secretary
- 6: Correspondence and announcements
- 7: Treasurers Report
- 8: Committee Reports
- 9: Old Business
- 10: New Business
- 11: Elections

- 12: Programs
- 13: Special Assignments
- 14: Welfare or any other Business
- 15: Adjournment

Article VIII: Duties of Officers

Section I: President

The President shall preside at all Meetings of the Organization and the Executive Board Committee, shall appoint regular and special committees, and enforce the Constitution and By-Laws. All vacancies occurring in any of the Offices, shall be filled by the President until a special election.

Section II: Vice President

The Vice President shall preside at all meetings in the absence of the President, shall work with other Officers and Committee Members, and is the ex-officio member of all committees and carries out such duties and assignments as may be delegated by the President.

Section III: Secretary

The Secretary shall keep an accurate account of meetings and shall carry on the correspondence of the organization. Receive from the President and Treasurer all receipts of any financial transaction for the record.

Section IV: Assistant Secretary

Shall notify all members of all regular and special meetings, if necessary, at least 48 hours prior to holding such said meetings: also assumes the duties in the absence of the Secretary.

Section V: Treasurer

The Treasurer shall collect membership dues and pay all bills upon authorization and according to the Budget for the year. All monies received by the organization shall be deposited in such Banks designated by the Club and monies are to be drawn by the Treasurer upon authorization. Treasurer may also be bonded.

The Assistant Treasurer assumes all the duties in the absence of the Treasurer.

Section VI: Trustees

Incorporated Papers require the club to have Trustees. The Officers and Trustees form the Executive Committee of the Club. They are entitled to one vote each at the Executive Meetings on questions which require voting.

Article IX: Removal

Section I: Officers & Trustees

If any of the said Officers or Trustees shall be charged with

malfeasance in office or if the conduct is found detrimental to the best interest of the organization, the office shall be declared vacant and be dismissed from the club. The Officer/Trustee may be heard on their behalf before the membership of the organization.

Section II: Members

Any members may be removed from the organization after due notice given by a majority of the members present at a regular meeting: If their conduct is found detrimental to the best interest of the organization: also if they fail to pay dues for the year. Upon request, they may be heard in their behalf before the organization.

Article X: Section I: Appointments

Managers, Coaches of Sports Activates: chairpersons of Special Committees etc., shall be approved by the President and Officers of the organization.

Section II: Regular Committees

Regular committees shall do and perform such duties as may, from time to time, be assigned to them by the President. Committees are appointed annually by the President of the organization.

Section III: Special Committees

Special committees shall do and perform such duties as may, from time to time, be assigned to them by the President appointing them.

Article XI: Section I: Election of Officers and Trustees

President shall appoint a nomination committee to present a slate of Officers for possible elective office on Election night. Election occurs in December and the elected officers assume their duties in January of the next year. Elections shall be by a majority vote of the members in good standing present at the meeting.

Section II: Term of Office

No member can be nominated or elected for any office, unless they have been a member in good standing for two (2) years or more. Term of Office is for one (1) year, excepting the Term of Trustees. President can serve for only two (2) consecutive years.

Section III: Trustees Term of Office

One member: 1 year. Two members: 2 years. Two members: 3 years. Ex-President of the past year automatically receives one year term.

Article XII: Section I: Benevolence

Ten dollars (\$10.00), or Spiritual, Sympathy card, etc. shall be sent to a Member in case of death to one of his immediate Family which shall include his Wife and Children, Mother and Father.

Section II: Member Benevolence

Death of a Member, in good standing, a Floral Piece or Mass Card or \$50.00 dollars, shall be sent to his immediate family. The Members Shall attend the wake.

Article XIII: Insurance

Hackensack Troast Athletic Club, Inc. is not responsible for any members receiving injury on Club Property. The Organization shall have proper Insurance Coverage.

Article XIV: Political Disclaimer

The Hackensack Troast Athletic Club is an apolitical, social, and sports oriented organization. The Troast Club has, no desire, nor need to endorse "Political Candidate(s)" for Municipal, County, State, or Federal elected offices, and therefore refrains from doing so.

It is because the Hackensack Troast Club is a sports and social club; unofficial conversations about economics, weather, politics, environment and such are allowed and encouraged. Rights and liberties set forth in the U S Constitution, such as Freedom of Speech, are dear to the Troast and will be honored and respected as such. However it shall be noted that, opinions of its members are not to be construed as those of the Hackensack Troast Athletic Club, Except for electing its own officers for the purpose of conducting the business of the Organization.

Article XV: Conflict of Interest

Section I: Interested Persons

Any principal officer, trustee or member of the organization who has a direct or indirect financial interest, as defined below, is an interested person.

Section II: Financial Interest

A person has a financial interest if the person has directly, or indirectly, through business investment, or family: (a) An ownership or investment or potential ownership or investment interest in any entity the Corporation has a transaction or arrangement.

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement.

(c) Compensation includes direct and indirect remuneration as well as gifts or favors that that are not insubstantial. A financial interest is not necessarily a conflict of interest. A conflict of interest exists only if the officers and trustees decide such.

Section III: Procedures

In connection with any actual or possible conflict of interest, an interest person must disclose any existence of the financial interest and disclose all material facts to the officers and trustees. (a) After disclosure and discussion of the financial interest with the interested person, he/she shall leave the officers and trustees while the determination of a conflict of interest is discussed and voted upon. (b) The President shall appoint a disinterested person or committee to investigate if a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. (c) If a more advantageous transaction or arrangement is not reasonably possible not producing a conflict of interest the disinterested officers and trustees shall determine by a majority vote whether the transaction or arrangement is in the best interest of the Corporation for its benefit and if it is fair and reasonable.

Section IV: Violations of the Conflict of Interest Policy

(a) If the officers and trustees have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis of such belief and afford the member the opportunity to explain the alleged failure to disclose. (b) If, after the member's response and after making full investigation, the officers and trustees determine the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section V: Records of Proceedings

The minutes of the officers, trustees and all committees with delegated powers shall contain: (a) The names of individuals who disclosed or were found to have a financial interest with an actual or possible conflict of interest, the nature of said financial interest, any action taken to determine if such conflict existed, and decision of the officers and trustees in regard to the conflict of interest. (b) The names of the individuals present, the content of the discussion and record of any votes taken regarding the transaction or arrangement.

Section VI: Period Reviews

To ensure the Corporation operates in a manner consistent with its charitable purposes, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall, at a minimum include the following:

(a) Whether compensation arrangements either direct or indirect are reasonable, based on component information, and result in an arm's length transaction. (b) Whether arrangements conform to the Corporation's written policies, are properly recorded, and reflect reasonable payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Article XVI: Dissolution

Upon the dissolution of the corporation, 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 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amendments, Corrections, Additions or Omissions may be made to the By-Laws at any time, providing notice of amendments must be presented at two meetings and approved by the majority of Members present.

In witness whereof, we have hereunto subscribed our names this _____ day of _____, 2024.

Stan Parker, Trustee

Mark A Stein, Trustee

Michael Melfi, Trustee

Richard Dinallo, Trustee

Gary Terzano, Trustee