

ARTICLE I

MEMBERSHIP DUES & RESPONSIBILITIES

Section 1. Dues

- A. Amount: The annual membership dues charged to each individual institution shall be determined by the NJCAAE National Office.
- B. Date Payable: The annual dues and membership form of each member college shall be due and payable on a date as determined by the NJCAAE National Office. In the event the requirements are not met, the college will be subject to the penalties and late fees as determined by the NJCAAE National Office.

Section 2. Conditions and Obligations of Membership

- A. New Membership: By majority vote of the Board of Directors, membership may be denied to any institution. Procedures for Membership shall be determined by the NJCAAE National Office.
- B. As a condition of membership, the member of this organization shall:
 - 1. Be fully accredited by authorized higher educational accrediting agencies relative to their region and/or national affiliations.
 - 2. Administer their esports program in accordance with the Articles of Incorporation, the bylaws, rules, policies, executive regulations and other legislative acts of this association.
 - 3. Establish and maintain a high standard of ethics and fair play.
 - 4. Pay the annual dues before the deadline set by the National Office.
 - 5. Prohibition: Member colleges and student-athletes may not institute a suit at law or in equity, nor seek injunction or restraining order concerning any dispute or controversy involving the NJCAAE enforcement or interpretation of bylaws, rules, regulations, or sanctions.
 - a. Penalties: Member colleges which institute legal action against the NJCAAE may be subject to payment of attorney fees and court costs, expulsion, sanctions, penalties, fines, probation, or other penalties as determined by the Board of Regents of the NJCAAE.
 - b. Standing: Only member colleges may challenge the interpretation and enforcement of the bylaws, rules and regulations of the NJCAAE. No coach, student-athlete, booster club, or other entity affiliated directly or indirectly with the member college shall have any standing.
 - 6. Agree that the name National Junior College Athletic Association Esports, initials NJCAAE, logo and other NJCAAE symbols and insignia are registered in the United States Patent and Trademark office. The name, initials and marks are fully protected and are the exclusive property of the Association. The Association, its officers, officials, President or third party on behalf of the Association shall have full and exclusive authority over its name, logos, trademarks and service marks both registered and unregistered, including the marks "National Junior College Athletic Association Esports," "NJCAAE," "National JUCO Championships," "National Champion," "National

Championship” and “National Junior College Championships” alongside any deviate or similar mark likely to be confused therewith. Member colleges in good standing with the Association may use the registered marks of the Association (the Association’s name, logo, etc.) only in accordance with guidelines established by the National Office.

7. Agree the NJCAAE retains final and exclusive rights and authority over all radio and television programming, internet programming (including but not limited to live streaming and archival streaming), filming, and any other broadcasting or reproductions connected with any NJCAAE event on Twitch or any other streaming platforms.
 8. Agree that the NJCAAE corporate body or its officers, officials, President or third party on behalf of the Association shall have full and exclusive right and authority over all internet, radio and television programming, filming or broadcasting connected with any national NJCAAE tournament, championship or event.
 9. Permit the NJCAAE corporate body or its officers, officials, President or third party on behalf of the Association, to use the name, logos, trademarks and service marks of its members in accordance with guidelines established by each member for publicity and commercial purposes for any national NJCAAE tournament, championship or event.
- c. Expulsion from Membership: The Directors may suspend privileges of or expel any Member for failure to pay dues when required. In addition, any Member may be expelled from Membership, except the Initial Incorporator who may not be expelled, with or without the assignment of any cause, upon a majority vote of all Directors at a duly convened meeting, provided that written notice of the intention to expel and reasons therefor have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 3. General Responsibilities of and Regulations for Member Institutions

- A. Compliance: Compliance with all NJCAAE Articles of Incorporation, Bylaws, executive regulations, rules, policies, procedures and other legislative acts of this association is the express responsibility of all member colleges. Failure to comply with the aforementioned guidelines may result in penalties and sanctions.
- B. Penalties: Penalties for failure to comply with the NJCAAE rules will be assessed by the National Office based on rules as determined and set forth by the National Office.
- C. Regional Authority to Institute Rules: Should a region wish to implement a rule or rules which are stricter than the NJCAAE rule, the proposed rule must be approved by a unanimous vote of all member colleges in the region.
- D. Good Standing: A member college must be in good standing with the NJCAAE and its Region to enter a team or an individual in an activity sponsored by the NJCAAE. A member college’s standing is determined by the National Office based on criteria set forth by the Office.
- E. Insurance:
 1. NJCAAE Liability: The NJCAAE and sponsoring organization(s) shall not be held liable or responsible for any injury to any individual or damages of any nature resulting from participation in any regular season or postseason event sponsored by the NJCAAE.
 2. Member Institution Liability: The NJCAA highly recommends that each NJCAAE member college purchase a lifetime catastrophic insurance policy for their student-athletes.
- F. Facilities: A member college must meet or exceed all facility requirements as defined by the

National Office.

- G. Four Year Programs: Member colleges may not sponsor esports programs which participate beyond the two-year level.
- H. Multi-Campus College: Includes the main campus, branch campuses, satellite campuses and locations that offer college credit instruction. Requirements for multi-campus designation shall be determined by the National Office.
- I. Division Declaration: Member institutions shall declare divisional status for their esports program. Procedures and timelines for Divisional Declaration shall be determined by the National Office.

Section 4. Contacting the NJCAAE National Office

- A. Designated Representatives: Each NJCAAE member college must designate one representative from their college that may contact the National Office via telephone. Only the one representative, member College President and Director of Athletics will be allowed telephone access to National Office staff.

ARTICLE II BOARD OF DIRECTORS & OFFICERS

Section 1. The business and affairs of the NJCAAE shall be managed by the Board of Directors, except as otherwise required by law, the Articles of Incorporation, these Bylaws or a resolution duly adopted by the Board. The Board of Directors shall be elected from institutional membership and Independent Representatives as follows:

- A. No more than two (2) members from the National Junior College Athletic Association National Office;
- B. At least 2 members from the NJCAAE membership; and
- C. No more than three (3) members total from Legacy Esports and EsportsU.

Board members shall serve three (3) year terms. The Board of Directors shall consist of no fewer than three (3) members.

Section 2. There shall be three (3) Officers on the Board of Directors. These elected positions are the Chair, Secretary, and Treasurer. These three positions shall comprise the Executive Committee of the Board of Directors.

Section 3. The elective officers of this association shall be elected by the Board of Directors at the April meeting of each year and any board member in good standing is eligible. The vote to fill a vacancy of the three (3) elected Officers shall be conducted by the National Office and supervised by the Chair of the Board of Directors, or their designee. The new elected officers would take office in August of the election year.

Section 4. Terms of Office

- A. The regular term of all elected Board of Directors Members shall be three (3) years beginning August 1 of the year of election and ending July 31 three (3) years thereafter.
- B. The elected Officers shall be elected every third year (2019, 2022, 2025, etc.). Officers may be elected for consecutive terms.

Section 5. The Elective Officers and their Duties:

- A. Board Chair shall themselves or through their designee:
 - 1. Preside at all meetings of the Members and Board of Directors; shall generally supervise the business of the Corporation; and shall execute documents on behalf of the Corporation. The Chair shall be an ex-officio member of every Corporation

committee.

B. Secretary shall themselves or through their designee:

1. Assure that minutes are prepared and maintained for all meetings of the Board and the Members; shall assure that appropriate notice is given for all meetings of the Board and Members; and shall perform such other duties as may be prescribed by the Board or by the Chair or their designee.

c. Treasurer shall themselves or through their designee:

1. Assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and the Members as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the Chair or their designee.

Section 6. Evaluations. The (Board of) Directors shall at least every other year evaluate their own performance and the composition of the Board in terms of the skills, experience and contributions of its members to identify ways it may improve its effectiveness by the selection of new Directors and otherwise.

Section 7. Removal. Any Director may be removed from the Board of Directors, with or without the assignment of any cause, by a vote of a majority of the other Directors at a duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting.

Section 8. Resignation. Any Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the NJCAAE, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

Section 9. Filling Vacancies. If a vacancy exists see Article II, Section 1 or Section 3, as applicable.

ARTICLE III MEETINGS

Section 1. Structure

- A. *Quorum:* Those Directors who attend a duly convened meeting of the Board of Directors shall constitute a quorum for the transaction of business at the meeting provided that no business may be conducted at the meeting that was not set forth in the notice of the meeting.
- B. *Meeting Agendas:* Agendas will be sent to all Board of Directors members at least four (4) days prior to the meeting.
- C. *Open Meetings:* All meetings are open unless called into close session by the Board Chair for any reason.

Section 2. Voting

- A. Each member of the Board of Directors shall be entitled to one (1) vote.

Section 3. Proxy Voting

- A. If a Board of Director member cannot attend a Board of Directors meeting, a proxy who is already designated can serve in the interim and vote on their behalf. A designated proxy should be listed by August 1 of each year and can serve as a proxy for the entire 12 months. There is not a second proxy person. If the assigned proxy and original board member are not

available, that region does not get a vote.

Section 4. Regular Meetings

- A. Meetings shall be held as determined by the Directors.

Section 5. Annual Meetings

- A. Annual meetings shall be held as determined by the Directors.

Section 6. Unanimous Consent of Members in Lieu of a Meeting

- A. Any action taken at a meeting of the Board of Directors may be taken without a meeting if a consent or consents in writing setting forth the action to be taken shall be signed by all of the Directors entitled to vote thereon and shall be filed with the Secretary of the Corporation.

ARTICLE IV ADMINISTRATION

Section 1. National Headquarters

- A. The NJCAAE shall maintain a national headquarters at a site approved by the Board of Directors.

Section 2. Seal

- A. The Board of Directors may adopt a seal and bylaws and change the same by a majority vote conducted at a Board of Directors meeting.

Section 3. NJCAAE Executive Director

- A. The initial Executive Director of the NJCAAE shall be appointed by the President/CEO of the National Junior College Athletic Association or their designee. Each Executive Director thereafter shall be hired by a process approved by a majority vote of the Board of Directors.

Section 3. NJCAAE National Office Staff

- A. National Office Staff shall be hired or appointed by the Executive Director of the NJCAAE or their designee.

ARTICLE V AMENDMENTS

Section 1. Articles of Incorporation. The Articles of Incorporation of the NJCAAE may be amended by unanimous vote of the Board of Directors at any duly convened meeting of Board of Directors after not less than 10 days' notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby, provided that no amendment shall be effective without the approval of the Initial Incorporator or their designee.

Section 2. Bylaws. The Bylaws of the NJCAAE may be amended by unanimous vote of the Board of Directors at any duly convened meeting of Board of Directors after no less than 10 days' notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby, provided that no amendment shall be effective without the approval of the Initial Incorporator or their designee.

ARTICLE VI FINANCIALS

Section 1. The fiscal year of the Association shall be from **August 1** to **July 31** of the following year.

Section 2. An audit of the financial accounts of the NJCAAE shall be made at the end of each fiscal year by a certified public accountant and a report of the Association's finances shall be made at the April Meeting of the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Establishment

- A. The Board may establish one or more committees or advisory boards to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:
 - a.1 The filling of vacancies on the Board;
 - a.2 The adoption, amendment or repeal of the Bylaws;
 - a.3 The amendment or repeal of any resolution of the Board; or
 - a.4 Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- B. If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

Section 2. Appointment to Committees

- A. Unless otherwise determined by the Board or set out in these Bylaws, the Chair shall appoint Members of all committees.