

CLUB BYLAWS

BY-LAWS OF THE

WHITNALL YOUTH BASKETBALL CLUB, INC.

ARTICLE I: NAME

The name of the organization shall be Whitnall Youth Basketball Club, Inc. (hereinafter referred to as the "WYBC").

ARTICLE II: PURPOSE

The purpose of WYBC shall be to encourage the play of competitive basketball at all levels for those members of WYBC. WYBC shall be responsible for all fund raising, establishing rules and guidelines, organizing boys and girls teams and assisting all coaches in providing a positive basketball program. WYBC is organized solely for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and WYBC shall not conduct or carry on any activities not permitted to be conducted by an organization exempt under section 501(c)(3) of the Internal Revenue Code.

ARTICLE III: MEMBERSHIP

WYBC shall be comprised of youths and parents of the youths who currently participate in WYBC. No additional fees other than the various youth participation fees shall be required for membership. Membership shall be given to youths and parents who reside within the boundaries of the Whitnall School District and whom participate in the WYBC program. The board of directors of WYBC shall have the sole authority and discretion to expand or restrict membership, including placing caps on each playing grade, to serve the best interests of WYBC and its current members.

Membership in WYBC shall be purely voluntary and membership shall continue subject to the youths and parents compliance with the rules and guidelines set forth by board of directors of WYBC. A person must have participated in the most recent WYBC registration before he/she shall be considered a member. In addition, any person elected as a director of WYBC shall be considered a member of WYBC for the duration of his/her term as director unless he/she resigns from the director position or is removed as a director of WYBC by majority vote of the other directors. Any person who violates the rules and guidelines in force at that time shall risk revocation of his/her membership privileges at the sole discretion of the board of directors of WYBC. In addition, the board of directors of WYBC may remove a member or family for conduct that is detrimental to the overall welfare of WYBC for any reason upon a 2/3 majority vote of the board of directors present at a meeting.

ARTICLE IV: BOARD OF DIRECTORS

WYBC shall be run by no less (3) members who comprise the board of directors. This number can be reduced as a result of board vacancies but at all times there must be an odd number of directors. In order to hold a position on the board of directors, a person must 1) reside in the Whitnall School District; and 2) be elected by the WYBC board of directors or appointed if running unopposed.

Desired board of director positions of WYBC shall consist of a President, Vice President, Secretary/Communications Director, Treasurer, Marketing/Fundraising Director, Concessions/Volunteer Director, Uniform/Apparel Director, Registration Director, and Tournament Director. The officers for state reporting purposes are the President, Vice President, Secretary and Treasurer.

The board of directors shall ensure that filled board positions be staggered to ensure some turnover at least every other year. Ideally, no board member shall serve no more than 6 years on the board and no more than 4 years in any one position unless unable to find a qualified replacement. Once elected or appointed, each director shall serve on the board of directors until his/her successor is elected or appointed in accordance with these by-laws. However, the board of directors of WYBC may remove a director from WYBC for any reason as discussed further in these bylaws.

ARTICLE V: MEETINGS

The President and Secretary shall be responsible for scheduling the annual meeting of WYBC and meetings involving the board of directors. At least one annual meeting shall be scheduled, usually in May, of each year. In addition, the President shall make every attempt to schedule monthly meetings of the board of directors. The

President shall notify all members of WYBC of the date, time and location of the annual meeting by posting the information on the WYBC website or by other means of communication.

Meetings of the board of directors shall be open to members of WYBC, as defined in Article III, but only members of the board of directors shall have the right to make motions and vote at said meetings. In addition, the President shall reserve the right to call the board of directors to special meetings, closed meetings or closed segments of a general meeting as necessary to discuss matters regarding WYBC.

Meeting items discussed are limited to those placed on the meeting agenda. Any member who wishes to speak at a meeting should contact a director to place the item on the agenda. The President reserves the right to allow or disallow any discussion not on the agenda from a member speaking from the floor, to table the discussion until the next meeting, limit the time, or place the item as new business in the next meeting.

ARTICLE VI: GENERAL DUTIES

Set forth below are general duties expected of each board position. By no means are these duties all inclusive and duties between board positions may overlap or switch from time to time.

President. The President shall be responsible for scheduling and running the meetings involving WYBC. The President, in conjunction with the Treasurer, shall address all budgetary matters for discussion with the board of directors. The President shall also make final determinations with respect to issues which arise involving appointing, removing or disciplining coaches, youth and/or parents who do not adhere to the rules and guidelines set forth by WYBC. All appointments and dismissals by the President shall be disclosed and discussed with the board of directors at the first board meeting after any such action. The President shall also share responsibility with the Vice President for handling all gym time scheduling for practices during the course of the season. This is an officer position for legal reporting purposes.

Vice President. The Vice President shall be responsible for assisting the President in the execution of the duties of his/her office upon request. The Vice President shall oversee the operation of the boys and girls teams and ensuring that all coaches, parents and players act in accordance with the rules and guidelines set forth by WYBC. The Vice President shall also share responsibility with the President for handling all gym time scheduling for practices during the course of the season. This is an officer position for legal reporting purposes.

Secretary/Communications Director. The Secretary/Communications Director shall be responsible for handling all correspondence and documentation of WYBC and will maintain and distribute minutes for all meetings of the board of directors and voting membership. The Secretary/Communications Director shall be responsible for scheduling the annual meeting date of WYBC. The Secretary shall also assist in the development of online presence produced by WYBC. This is an officer position.

Treasurer. The Treasurer shall be responsible for controlling the funds of WYBC. The Treasurer will pay the bills of WYBC and will report regularly to the board of directors and at the annual meeting regarding the financial status of WYBC. The Treasurer, in conjunction with the President, shall also be responsible for all budgetary matters for discussion with the board of directors. All unbudgeted expenditures in excess of \$400.00 shall be subject to prior approval by the board of directors. The Treasurer shall also ensure that the annual tax returns are timely completed and filed by an appropriate tax professional and that any required corporate filings are timely completed and filed. This is an officer position.

Tournament Director. The Tournament Director shall be responsible for the formation, scheduling and operation of WYBC tournaments.

Marketing/Fundraising Director. The Marketing/Fundraising Director shall promote WYBC throughout the community and surrounding areas. The Marketing/Fundraising Director shall contact local businesses and other appropriate business entities in an attempt to obtain sponsors and/or supplies for WYBC. This director shall also assist with the procurement of funds needed to run WYBC on an annual basis.

Concessions/Volunteer Director. The Concessions/Volunteer Director shall be responsible for scheduling and coordinating all volunteer slots during the basketball season at Whitnall High School, including any weekend tournaments. The Concessions/Volunteer Director shall also be responsible for scheduling with members their make-up volunteer dates in the event of conflicts.

Registration Director. The Registration Director shall be responsible for the preparation and operation of the WYBC registrations. This director shall be responsible for all data entry and input regarding the member

registrations.

Uniforms/Apparel Director. The Uniforms/Apparel Director shall be responsible for the inventory, uniform hand-out, uniform & equipment return, purchasing, itemization, stocking and maintenance of all uniforms and equipment utilized by the teams. The Uniforms/Apparel Director shall also monitor and review the uniforms utilized by each league and recommend any new purchases as necessary.

ARTICLE VII: NOMINATIONS

Nomination for the election of a director who satisfies the eligibility requirements of Article IV shall be made in writing by any member directly to the President or orally to the board of directors by no later than at the April board meeting. Each nominee must receive a nomination from a WYBC board member, which needs to be seconded by an additional WYBC board member. Any individual failing to receive a second nomination will not be a nominee in the election. The board of directors shall close nominations and prepare a ballot for the May annual meeting at the conclusion of the April board meeting. A formal election shall not be held for those open director positions that are unopposed. In addition, the board of directors shall have the right to appoint a person to an open director position/vacancy for the remainder of that particular term pursuant to Article IX below.

ARTICLE VIII: ELECTIONS

When applicable, the election of a contested director position shall be conducted during the annual meeting of WYBC in May. Notice of any contested election shall be deemed sufficient if notice is posted on the league website at least one month in advance or notice of the election is distributed to each current member through a written newsletter. Votes shall be cast by all WYBC board members present at the annual meeting, with the candidate receiving a majority vote assuming the elected position. The secret vote shall be supervised by the Secretary or a board designee. For purposes of this Article, voting of eligible WYBC board members shall be defined as, and limited to, one vote per board member..

In the event there is only one nominee for an open board position, the board of directors shall appoint the nominee to the open board position without a formal election, subject to majority approval. In the event there are three or more nominees for an open board position, the nominee with the highest vote total shall be elected to the open board position. In the event there is a tie for a contested election, the winner shall be decided by coin flip.

Prior to any vote for an open board position, a nominee may address the membership. The President may limit the duration of the address. Nominees for the same position must receive equal time.

ARTICLE IX: REPLACEMENT/REMOVAL OF OFFICERS AND DIRECTORS

If a director is unable, for whatever reason, to serve the entirety of his/her term, a replacement director shall be appointed by a majority of the board of directors to serve out the remainder of the term. Any director who desires to resign from his/her position shall provide written notice to the Secretary or President.

A director shall be subject to removal, at will, by a two-thirds (2/3) majority of the remaining board of directors for any reason. Upon removal, a replacement director shall be appointed by the remaining board of directors to serve out the remainder of the term.

ARTICLE X: QUORUM

A quorum consists of a simple majority of the currently filled board of director positions. A quorum of the board of directors must be present either in person or participating using technology to amend or modify the by-laws or appoint any WYBC director, except in instances of a director removal where a two-thirds (2/3) majority shall be required to be present. No quorum of the board of directors is required in order to conduct general business matters at any meeting of the board of directors. A majority vote of all directors present will be necessary for any decision to be implemented by WYBC that does not require a quorum. A director may give his/her written proxy to another director for voting at a meeting with respect to general business matters although a proxy can not be used to establish a quorum.

One half (1/2) plus one of the total board members will constitute a quorum at the annual membership meeting for the purposes of amending the by-laws for all prior proposed amendment(s) to the by-laws as set forth in Article XII. A simple majority of the board present will be sufficient at the annual meeting for the purposes of conducting an election.

To encourage participation from all members, items presented for a general member vote can be done via the most efficient means, including over time, using technology, or other methods approved by the board of directors to assist in polling the membership. The board of directors will ensure that required participation and voting totals are met and develop precautions to ensure the integrity of each member family's vote.

ARTICLE XI: COMMITTEES

The board of directors shall have the discretion to form committees and appoint individuals to handle specific functions of WYBC, including but not limited to, management and oversight of the individual leagues, handling of volunteer referees, concessions for special events, tournament operations, and fundraising. The specific duties of each committee or individual shall be determined by the appropriate director or by the board of directors, as deemed necessary.

ARTICLE XII: AMENDMENTS

Proposed changes to the WYBC by-laws may be introduced by any member of the board of directors at a monthly board meeting. The proposed change(s) will be voted on by the board of directors at a subsequent meeting.

Any proposed changes to the by-laws that are subject to the vote of board members of WYBC at the annual meeting shall be presented in a written petition directly to the President containing signatures representing at least one-third (1/3) of the WYBC membership at no later than the April board meeting to be considered by the membership and placed on the May ballot. The by-laws will be amended by a majority vote of the board members of WYBC at the annual meeting, subject to the quorum requirements of Article X above. For purposes of this Article, voting of eligible WYBC board members shall be defined as, and limited to, one vote per member family. If proposed changes to the by-laws are presented after one month prior to the annual meeting, the vote by the members of WYBC on those proposed changes shall be carried over to the following annual meeting. After a change to the By-laws has been approved it shall be inserted into the document and noticed by a signature by the President or Secretary as of the date of the change.

ARTICLE XIII: DISSOLUTION CLAUSE

Upon the dissolution of WYBC, WYBC shall, after paying or making provisions for the payment of all liabilities of WYBC, dispose of all of the assets of WYBC exclusively for the purposes of WYBC, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) to the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Regulation), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of WYBC is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.



Whitnall Youth Basketball Club
Secretary/Communications Director

11/06/24

Date