

**BYLAWS
OF
NEWPORT SELECT BOYS BASKETBALL CLUB**

Consistent with the Articles of Incorporation of the Newport Select Boys Basketball Club (Club), as they may be amended from time to time, as well as Washington State law governing nonprofit corporations, R.C.W. § 24.03, the Board of Directors of the Club set forth the following Bylaws:

ARTICLE I: MISSION

The Club exists to promote charitable, educational and athletic purposes by implementing and conducting a Newport select boys basketball program (Program) to teach good sportsmanship and youth character, to work in close association with the Newport Boys Basketball Club (NBBC) to promote the development of boys basketball players for play at Newport High School (NHS) and to provide superior coaching and high level competition as a means of developing individual player and team basketball skills.

ARTICLE II: STATUS

The Club is a volunteer-based, Washington nonprofit corporation organized under section 501(c)(3) of the IRS tax code. The Club shall utilize its nonprofit status for purposes of developing funds through donations and other fundraising that will assist with underwriting operational expenses and participation fees, including scholarships.

ARTICLE III: ELIGIBILITY AND SCHOLARSHIPS

- 3.1 **Eligibility.** Eligibility for participation in the Club's Program is limited to players who attend an elementary or middle school within the NHS service area or whose primary residence is within the NHS service area. The NHS "service area" shall include those Bellevue School District programs, such as the Spanish Immersion Program, that funnel students into NHS. The Club may accept players from outside such area only when necessary to complete a team roster and any exception must be approved by the Executive Board.
- 3.2 **Scholarships.** The Club takes affirmative steps to ensure that all players selected to participate on a Club team will be accepted into the Program regardless of financial circumstances. To that end, to the extent reasonably financially possible, the Club administers a scholarship program that provides financial assistance to players unable to afford registration fees and other expenses, with eligibility for scholarship based on participation in the school free lunch program and/or other similar criteria.

ARTICLE IV: COMPLIANCE WITH LEAGUE RULES

The Club shall comply with all rules, procedures and guidelines established by the leagues in which its teams participate, currently the Eastside Travel League and the Cascade/Foothills Basketball Travel League.

ARTICLE V: GENERAL MEMBERSHIP

5.1 **Membership.** Membership of the Club shall consist exclusively of parents or legal guardians of players on a roster for any select teams during the current or most recent school year (e.g., Winter and Spring).

The Secretary shall create and maintain the roll of Membership, to the extent Members are readily identifiable, to qualify for voting.

5.2 **Dues/Expectations.** No payment of dues is necessary for membership purposes. However, each Member is expected and strongly encouraged to donate time, money and/or proper goods to the Club and to otherwise assist in furtherance of its purpose and functions.

5.3 **Suspension/Termination.** The Board may suspend or terminate any Member from Club Membership whose actions are inconsistent with the mission of the Club or whose conduct is detrimental to the Program. Such suspension or termination shall be by a two-thirds vote of those Directors present at any regular or Special Executive Board Meeting.

ARTICLE VI: GENERAL MEMBERSHIP MEETINGS

6.1 **Definition.** A General Membership Meeting is any meeting of the Membership of the Club, and shall include Special General Membership Meetings as defined below. A minimum of one General Membership Meeting each year, including an Annual Meeting as defined below, is required.

6.2 **Notice.** Notice of each General Membership Meeting shall be delivered electronically to each member at the last recorded email address on file with the Club at least seven days in advance of the meeting setting forth the place, time and purpose of the meeting. In lieu of such notice, alternative notice may be given in such form as may be authorized by the members, from time to time, at a regularly convened General Membership Meeting.

6.3 **Quorum.** At any General Membership Meeting, the presence in person or representation by absentee ballot of a number of members equal to or greater than one fifth (20 percent) of the Membership as defined in Section 5.1 of these Bylaws shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

6.4 **Voting.** Members shall be entitled to make motions and vote at General Membership Meetings. The parents/legal guardians of a current or former player may lodge only one vote; *provided, however,* that such parents/legal guardians who have more than one player in the Program may lodge one vote per player.

- 6.5 **Absentee Ballots.** For the expressed purpose of accommodating a Member in good standing who cannot be in attendance at the Annual Meeting, or any General Membership Meeting at which new Board members will be elected, an absentee ballot may be obtained from the Executive Board. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Executive Board prior to the election. The Secretary shall present all absentee ballots to the Election Chairperson (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.
- 6.6 **Guests.** The Executive Board may invite, admit and recognize guests for presentations or comments during General Membership Meetings.
- 6.7. **Annual Meeting.** An Annual Meeting of the members of Club shall be held at 7:00 p.m. on the third Monday of May of each year, or as otherwise scheduled within ten (10) days thereafter, for the purpose of electing the Executive Board, receiving reports, reviewing these Bylaws, and for the transaction of such other business as may properly come before the meeting.
- (a) During each Annual Meeting the Membership shall receive a report, verified by the President and Treasurer, or by a majority of the Directors on the Executive Board, that (a) summarizes the accomplishments of the Club over the previous twelve months; and (b) reports the funds received and expended by the Club during the previous twelve calendar months, the amount of funds currently in the Club's possession, and the name of the financial institution in which such funds are maintained.
 - (b) At the Annual Meeting, the members shall, by majority vote, or by plurality vote if there is no majority, determine the number of Directors to be elected to the Executive Board for the ensuing year and elect such number of Directors. The number of Directors elected shall be not less than six.
 - (c) After the Executive Board is elected, it shall meet to elect the Officers. After the election, the new Executive Board shall assume the performance of its duties on or about June 1.
- 6.8 **Parent Meeting.** A Parent Meeting held at the start of each season shall also constitute a General Membership Meeting wherein the business of the Club may be transacted similar to the Annual Meeting described above, provided that the foregoing quorum requirement is met.
- 6.9 **Special General Membership Meetings.** Special General Membership Meetings of the members may be called by the President or Secretary at their discretion. Upon the written request of at least ten members, the President or Secretary shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than ten days after the President or Secretary receives the request.
- 6.10 **Rules of Order.** Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except where same conflicts with these Bylaws.

- 6.11 **Executive Board Meetings.** The meetings of the Executive Board are open to all Members, subject to circumstances where the Executive Board must convene an “executive session” to consider confidential and/or private matters. Members are welcome and encouraged to attend Executive Board meetings. Any member wishing to receive notice of Executive Board meetings should notify the Secretary of such interest and the Secretary will include the member on meeting notices.

ARTICLE VII: BOARD OF DIRECTORS

- 7.1 Executive Board and Additional Board Members.
- (a) **Executive Board.** The Executive Board shall consist of not less than six (6) voting members to include a president, vice president, treasurer, secretary, and at least two *ad hoc* members. Such Directors shall be drawn from the Membership of the Club, shall be subject to reasonable criminal and civil screening, and shall serve one year terms. Directors must be members in good standing of the Club for the duration of their service on the Executive Board.
 - (b) **Additional Board Members.** The Executive Board may appoint such other *ex officio* members, officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed *ex officio* members, officers or agents shall have no vote on actions taken by the Executive Board unless such individuals have been elected to the Executive Board by the Membership or have been elected to fill a vacancy on the Board. Such *ex officio* members of the Executive Board should include the following: NHS head coach; president of the NBBC (or his or her appointee); and one parent representative from each Club team.
 - (c) Only one member of the same family or living in the same household may serve as a voting or *ex officio* Director at any one time
- 7.2 **Number.** The number of voting Directors on the Executive Board shall be six, but this number may be increased at any General Membership Meeting or Special Meeting of the Members. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional Directors shall be by majority vote of all Members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.
- 7.3 **Vacancies.** If any vacancy occurs in the Executive Board, by death, resignation, disqualification or otherwise, it may be filled by a majority vote of the remaining Directors at any regular or Special Executive Board Meeting called for that purpose.
- 7.4 **Authority, Duty and Powers.** The management of the property and affairs of the Club, together with all other power and authority of the Club, except for determining the number of Directors and electing such number of Directors, shall be vested in the Executive Board. The Executive Board shall have the power (1) to appoint such standing committees as it shall determine appropriate; (2) to delegate powers to such committees as the Executive Board shall deem advisable and which it may properly delegate; and

(3) to adopt such guidelines, rules and regulations for the conduct of its meetings and the management of the Club as it may deem proper, provided such rules and regulations do not conflict with these Bylaws or any other resolution adopted at a General Membership Meeting. Unless otherwise specified, the powers and authority of the Executive Board shall be exercised by majority vote of the Executive Directors. Further specific duties include the following:

- (a) **Selection of Coaches.** The selection and hiring of coaches shall be performed under the direction of the Executive Board. All eligible persons interested in coaching for the Club shall complete an application and be subject to reasonable criminal and civil screening. No coach shall be selected outside the foregoing process. The Club shall give preference to qualified coaches who have no son or other relative playing on the team under consideration, although parents are frequently the only candidates available and good candidates should not be disqualified because they have sons or other relatives in the Program.

As a general rule, no coach in the Program or relative thereto or member of the same household thereof may serve as a voting or *ex officio* Director. However, given the parental membership, volunteer nature and limited resources of the Club, it is recognized that a voting or *ex officio* Director, or a relative thereto or member of the same household thereof, may be the person best suited in the interests of the players and the Club to also function as a team coach. This may be approved upon a two-thirds vote of the remaining Executive Board and, further provided, that such Director is recused from any decisions that may pose a conflict of interest as described in Section 7.7.

- (b) **Tryouts and Team Assignments.** Program tryouts and assignment to particular teams shall be performed under the direction of the Executive Board by Program coaches and/or others designated by the Executive Board, which may include prior year Program coaches.
- (c) **Program Survey.** At least annually, conduct and report to the full Board and Membership a meaningful, confidential and/or anonymous survey of the Membership as to the effectiveness and quality of the Program. Such survey shall ask responding parents to address matters that include the quality of coaching, strengths and weaknesses of the program, quality of administration of the Club, quality of communication by the Club with its membership, suggestions for improvement of its program, and the like. Where available and relevant, the Club shall provide a relevant summary of survey responses to each coach during the course of mid-season and season-end performance evaluations.

7.5 **Board Meetings, Notice and Quorum.** Regular meetings of the Executive Board shall be held immediately following the Annual Meeting and on such days thereafter as shall be determined by the Executive Board, preferably monthly, but in no event less than once every two months.

- (a) The President or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of three Directors, issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall

include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

- (b) Notice of each Executive Board meeting shall be given by the Secretary electronically to each Director, *ex officio* board members and all members requesting notice of meeting dates, at least seven days before the time appointed for the meeting to their last recorded email address.
- (c) A majority of the Directors of the Executive Board shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.
- (d) Only voting Directors on the Executive Board may make motions and vote at meetings of the Executive Board. However, the Executive Board may accept comments and presentations from *ex officio* members of the Board and members in attendance, as well as invite, admit and recognize Members assigned as a committee, as well as guests, for presentations or comments during Board meetings.
- (e) The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written (traditional or electronic, e.g., email) approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.
- (f) Minutes of each meeting, as well as any unanimous written approval referred to in subparagraph (e) above, shall be prepared, approved and circulated to all voting and *ex officio* board members and posted for public review on the Club's website.

- 7.6 **Suspension/Removal/Dispute.** The Executive Board shall have the power by a two-thirds vote of those present at any regular or Special Executive Board Meeting to (a) discipline, suspend or remove any Director, Officer, Committee Member or *ex officio* member of the Board or the Club; (b) expel a Member from attendance at such meeting of the Executive Board and/or to bar a member from future Executive Board meetings; and (c) investigate complaints, irregularities and conditions detrimental to the Club and, by a two-thirds vote of those present at any regular or Special Executive Board meeting, to discipline, suspend or remove any Member or player.

The powers vested in the Executive Board in this paragraph shall be exercised only when such person's actions are inconsistent with the mission of the Club, such person's conduct is detrimental to the Program, or such person's actions continues after fair warning by the President.

- 7.7 **Avoiding Conflicts of Interest.** Whenever it appears that a matter upon which a vote may be required by the Executive Board presents a real or potential conflict of interest to a Director that is present, such Director shall be recused from participating in such vote.

- 7.8 **Rules of Order for Board Meetings.** Robert's Rules of Order shall govern the proceedings of all Executive Board meetings, except where same conflicts with these Bylaws.

ARTICLE VIII: OFFICERS AND THEIR DUTIES

- 8.1 **Enumeration of Officers.** The officers of the Executive Board of the Club shall include President, Vice President, Treasurer and Secretary.
- 8.2 **Election and Term of Office.** The officers of the Executive Board are elected by a majority of the Executive Directors for a one year term. Each officer shall hold office until his successor shall have been duly elected, except in the event of prior death or resignation or removal as provided herein.
- 8.3 **Duties.** The officers of the corporation shall have such powers and authority as are customarily associated with their respective offices, as may be provided for elsewhere in these Bylaws and by law, and as may be conferred by the directors from time to time, including as follows:

The President shall:

- (a) Conduct, oversee and further the purpose, functions and affairs of the Club.
- (b) Strictly implement and enforce these Bylaws and the policies and resolutions of the Executive Board and the Membership.
- (c) Chair and lead meetings of the Executive Board and General Membership Meetings.
- (d) Communicate, coordinate and work with the NHS, the NBBC and the ETL/Cascade or other leagues and tournaments as required to promote and advance the purpose, functions and affairs of the Program. This role includes serving as primary liaison between NHS coaches, the NHS athletic director and the NBBC.
- (e) Communicate with the Executive Board, Membership, school officials, fans, vendors, community members and others as the voice of the Club within the authority granted by these Bylaws and the policies and resolutions of the Executive Board and the Membership.
- (f) Report on the Club's condition, major accomplishments, and financial activities and status at the Annual Meeting.
- (g) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of the Club such contracts they may receive and which have had prior approval of the Board.
- (h) Investigate complaints, irregularities and conditions detrimental to the Club and report thereon to the Executive Board as circumstances warrant.
- (i) Prepare and submit an annual budget to the Executive Board and be responsible for the proper execution thereof.

The Vice President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Executive Board so to act. When so acting, the Vice President shall have all the powers of that office.

- (b) Arrange and schedule tryout and practice gym space.
- (c) Perform such duties as from time to time may be assigned by the Executive Board or by the President.

The Secretary shall:

- (a) Be responsible for recording the activities of the Club and maintaining appropriate files, mailing lists and necessary records as required by statute.
- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Executive Board.
- (c) Maintain a list of all Members, Directors, *ex officio* Board members and committee members and give notice of all meetings of the Club, the Executive Board and Committees.
- (d) Arrange rooms for all meetings of the Membership, Executive Board and committees and attend all meetings of the Membership and Executive Board.
- (e) Draft and keep the minutes of the meetings of the Membership and the Executive Board, and, after the minutes are formally approved, cause them to be electronically posted or otherwise circulated and recorded.
- (f) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (g) Notify members, Directors, Officers and committee members of their election or appointment.

The Treasurer shall:

- (a) Perform such duties as are herein set forth and such other duties as are customarily incident to the office of Treasurer or may be assigned by the Executive Board.
- (b) Receive all monies and securities, and deposit same in a depository approved by the Executive Board.
- (c) Review and present to the Executive Board all scholarship requests.
- (d) Keep records for the receipt and disbursement of all monies and securities of the Club, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Executive Board. All disbursements by check must have dual signatures.
- (e) Provide quarterly and year-end financial reports to the Executive Board, to include income and expense reports (cash flow statements), balance sheets, and budget-to-actual reports.
- (f) Prepare an annual budget, under the direction of the President, for submission to the Executive Board at the Annual Meeting.

ARTICLE IX: FINANCIAL AND ACCOUNTING

- 9.1 **Authority.** The Executive Board shall decide all matters pertaining to the finances of the Club and it shall place all income in a common treasury.
- 9.2 **Disbursement of Funds.** The Executive Board shall not permit the disbursement of Club funds for a purpose other than consistent with the Club's mission and status as set forth above in Articles I and II and in accordance with these Bylaws and the resolutions and policies of the Membership and the Executive Board. All disbursements shall be made by check signed by two authorized Executive Board Directors.
- 9.3 **Compensation.** There shall be no direct or indirect salary, compensation or fee waiver from the Club for services rendered as a Director, Officer or Member of the Club; however, authorized out-of-pocket expenses incurred on behalf of the Club may be reimbursed.
- 9.4 **Deposits.** All monies received shall be deposited to the credit of the Club at a bank approved by the Executive Board.
- 9.5 **Fiscal year.** The fiscal year of the Club shall begin on September 1 and shall end on August 31.
- 9.6 **Fundraising.** All fundraising opportunities to support the Club shall be approved by the Executive Board.
- 9.7 **Expenditure Approval.** Any expenditure equal to or more than \$500 that was not previously approved as part of the budget or otherwise by the Executive Board or Membership shall be specifically preapproved by a majority vote of the current Executive Board. Expenditures less than \$500 may be paid by the Treasurer without Executive Board approval as long as they are consistent with the Club's mission and status as set forth above in Articles I and II and the approved budget.
- 9.8 **Distribution of Property upon 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 federal 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 principal office of the corporation 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.

ARTICLE X: COMMITTEES

The Executive Board may create and appoint one or more committees from time to time to accomplish and advance any particular purpose or function of the Club. In creating and appointing each such committee, the Executive Board shall charge the committee with specific

functions and responsibilities. Such committees may cover one or more fundraising events or other special events or activities presented and overseen by the Club.

ARTICLE XI: CONFLICT RESOLUTION

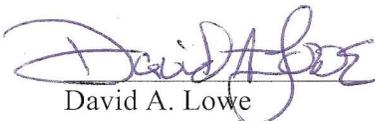
In the case of any conflict between the Articles of Incorporation and the Bylaws, such conflict shall be resolved in favor of the Articles.

ARTICLE XII: AMENDMENTS

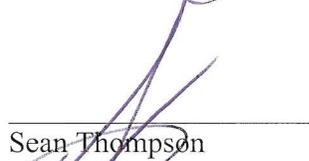
These Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the Members at any duly organized General Membership Meeting provided notice of the proposed change is included in the notice of such meeting.

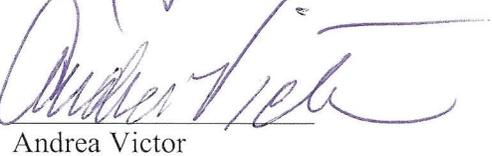
DULY APPROVED AND ADOPTED by the Membership of the Newport Select Boys Basketball Club this 21st day of May, 2012.

Initial Board of Directors:


David A. Lowe


Alex Golan


Sean Thompson


Andrea Victor


Brian Wood


Jenathan Maltos