

# **BYLAWS OF JUNIOR OLY BASKETBALL, INC.**

## **SECTION 1. PURPOSE**

Junior Oly Basketball, Inc. ("Junior Oly Basketball" or "Corporation") shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of Junior Oly Basketball shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

Junior Oly Basketball's primary purpose shall be:

- (a) To promote, support, and develop youth and amateur basketball programs in the state of Oregon.
- (b) To develop, promote, and teach basketball to youth in the region.
- (c) To charter, coach, support, and supervise youth basketball teams in the region.
- (d) To pursue any and all charitable activities related to the foregoing specific purposes.
- (e) Notwithstanding any other provision of the Articles of Incorporation, these Bylaws, or State or Federal law, shall not undertake or carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

No part of any of the Junior Oly Basketball's earnings, profit, or income whatsoever shall incur to the benefit of any participant, officer, or director.

## **SECTION 2. BOARD OF DIRECTORS**

**2.1 Duties.** The affairs of Junior Oly Basketball shall be managed by the Board of Directors.

**2.2 Number.** The number of Directors may be fixed or changed periodically, within the minimum and maximum, by a vote of the Directors. At all times, the Board shall consist of at least three (3) Directors and no more than nine (9).

**2.3 Tenure of Directors.** The term of office for Directors shall be two (2) years or until his/her replacement is elected. A Director may be reelected for the same position no more than two consecutive terms. The Board of Directors shall elect its own Directors, except that a Director shall not vote on that director's own position and as provided in Section 2.4 below.

**2.4 Ex-Officio Directors.** Each of the current boys head basketball coach and girls head basketball coach of Sprague High School will serve as a Director or appoint one (1) of their staff members as a Director on the Board of Directors, and each of these Directors will remain in their position until a replacement Director is selected by the respective boys or girls head basketball coach of Sprague High School. The person who served as President of the Corporation immediately before the current President shall serve as a Director.

**2.5 Removal.** A Director may be removed at any time, with or without cause, by vote of two-thirds (2/3) of the remaining Board of Directors. If a Director who is removed under this Section is elected or appointed as a Director after the removal, such person may not serve as a Director of the Corporation unless the Board of Directors by a two-thirds (2/3) vote approves his or her return to the Board of Directors.

**2.6 Vacancies.** Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors then on the Board of Directors.

### **Board Meeting Protocols**

**2.7 Robert's Rules of Order.** Board meetings shall be governed by these bylaws, and the most recent edition of the Robert Rules of Order.

**2.8 Quorum and Action.** A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these bylaws. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for the other matters, such action is taken by that majority as required by law.

**2.9 Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided by these bylaws.

**2.10 Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings,

describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally, by email, by telephone or by mail not less than four (4) days prior to the special meeting, written notice, if mailed, postpaid and correctly addressed to the Director at the address shown in the corporate records, is effective when mailed.

**2.11 Video Conferencing and/or Telephonic Participation.** The Board of Directors may permit any or all of the Directors to participate in a regular or special meeting by, or to conduct the meeting through, the use of any means of communication by which either (a) all Directors participating may simultaneously hear or read other's communications during the meeting or (b) all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

**2.12 Action by Consent.** Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting of a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

**2.13 Action Without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all Directors of the Board. The action must be evidenced by one or more written consents describing the action taken, be signed by each Director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date.

**2.14 Minutes.** Accurate minutes of all Board meetings must be preserved in writing or in a sound, video or digital recording. The minutes must reflect at least the following information: Directors present, motions or proposals and their disposition, the substance of any discussion on any matter, and a reference to any documents discussed at the meeting. The minutes must also reflect any vote at the meeting.

**2.15 Waiver of Notice.** A Director may at any time waive any notice required by these bylaws. Any waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, as the beginning of the meeting or promptly on the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**2.16 Compensation.** Directors and participants of committees may be reimbursed for any expenses that are determined by resolution of the Board of Directors to be just and reasonable. The compensation, if any, and the term of office of each officer of the Corporation will be fixed by the Board of Directors.

## **SECTION 3. OFFICERS**

**3.1 Titles.** The officers of the Corporation shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer

**3.2 Election.** The officers will be appointed by, and hold office at the pleasure of the Board of Directors. The same person may simultaneously hold more than one office, except for the offices of President and Secretary. The election of officers will be held each year in March in preparation for the upcoming season. A vote by the board shall be held. If there is only one candidate for an office, the candidate is elected without a formal vote. When there are two nominees for a position, the candidate receiving the most votes shall be elected. Only Board members present at the meeting may vote. Additionally, Officers must be elected from the pool of current directors.

**3.3 Vacancy.** A vacancy in any officer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

**3.4 Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. Appointees shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

**3.5 President.** The President will preside at meetings of the Board of Directors, will ensure that the Board of Directors is advised on all significant matters of Junior Oly Basketball's business, will act as a principal spokesperson and representative of Junior Oly Basketball, will be the Chief Executive Officer of Junior Oly Basketball, will have the general powers and duties of management usually vested in a Chief Executive Officer, and will have other powers and duties that may be prescribed by the Board of Directors or these bylaws. The President shall have the authority to exercise the Board of Directors' power between Board meetings and to take appropriate action whenever the President finds that a Board meeting is not necessary or cannot reasonably be convened. The President's action, at all times, must be consistent with any actions taken or policies previously adopted by the Board. The President must report any such action at the next Board meeting.

**3.6 Vice President.** The Vice President will fill-in and take over for the President if he/she is unable or unwilling to perform the duties required. The Vice President will also assist the President with his/her duties as described herein.

**3.7 Secretary.** The Secretary will be responsible for preparing minutes of meetings of the Board of Directors and for authenticating records of the Corporation. The Secretary will keep or cause to be kept, readily available, a book of minutes of all meetings of Directors. The Secretary will also have other powers and perform other duties that may be prescribed by the Board of Directors or these bylaws. The Secretary will be responsible for facilitating all elections related to the Board of Directors.

**3.8 Treasurer.** The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the Corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the Corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

**3.9 Compensation.** The compensation, if any, and the term of office of each officer of the Corporation will be fixed by the Board of Directors.

**3.10 Expenses.** Expenses of any Officer will be reimbursed as approved by the Board of Directors.

**3.11 Removal.** Any Officer may be removed, with or without cause, at any time by two thirds ( $\frac{2}{3}$ ) affirmative vote of all Directors. The position is then filled by the Board at the same or a subsequent meeting, using the above rules as far as applicable.

## **SECTION 4. FINANCIAL MATTERS**

**4.1 Management of Funds.** All funds paid, donated or received by Junior Oly Basketball, shall be given to the President or Treasurer and deposited into the account of Junior Oly Basketball within ten days. The President or Treasurer will make all disbursements from such accounts.

**4.2 Fiscal Year.** The fiscal year of the Corporation will be September through August.

**4.3 Audit of the Books.** The books of account must be audited at least every two years, unless otherwise directed by the Board.

**4.4 Check Signatures.** Disbursements of \$1,000.00 or more requires the approval of two (2) of the following officers (President, Vice President, Treasurer, or Secretary) unless authorized by the Board of Directors on each instance of payment.

**4.5 Annual Budget.** The Board of Directors shall make an annual budget and policy governing the investment, reinvestment, sale, conversion or other disposition of funds.



**4.6 Loans or Guarantees.** Junior Oly Basketball may not borrow money and no evidence of indebtedness may be issued in its name unless authorized by the Board of Directors. The authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364(1), the Corporation may not make a loan, guarantee an obligation, or modify a pre-existing loan or guarantee to or for the benefit of a Director or Officer of the Corporation.

**4.7 Contingency Fund.** A contingency fund will be established within the annual operating budget of Junior Oly Basketball. The contingency fund is to be used for unanticipated expenditures that were not identified in the normal budget process. All expenditures from the contingency fund must be approved by majority vote of the Board.

**4.8 Expense Reimbursement Policy.** Directors of the Board, or Officers, will be reimbursed for their reasonable and necessary expenses in accordance with this policy when acting in their official capacities. Expenses of spouses or guests will not be reimbursed except as specifically approved by the Board of Directors. Requests for expense reimbursement must be received by the Treasurer not later than 30 days after the expense has been incurred. An expense reimbursement form shall be submitted. If the expense reimbursement form is submitted more than 30 days after the expense is incurred, it must be supported by an explanation for the delay. The Treasurer may deny any late-submitted request for which the justification is deemed insufficient. A person whose request for reimbursement is denied may request that the President review the decision. Supporting documentation in the form of original receipts or copies of original receipts must be submitted with all requests for reimbursement of expenses while acting on official Junior Oly Basketball business.

**4.9 Eligible Expenses.** Eligible reimbursement expenses while on official business include the following:

- a. **Out-of-State Travel.** Out-of-state travel for Directors of the Board will be reimbursed for those persons and meetings set forth in Junior Oly Basketball's annual budget or as otherwise approved by the Board of Directors.
- b. **Transportation.** Use of a personal automobile is reimbursed at the allowable IRS rate. Airfare is reimbursed at the actual cost of coach fare unless the flight is at least three (3) hours and an upgrade to business class can be obtained for \$100.00 or less. Actual cost of taxi, bus or other public transportation is reimbursable. Actual cost of car rental at economy car rate when other transportation is not readily available.
- c. **Lodging.** Actual cost for a moderately priced, double-occupancy room, except when the location of the meeting or conference requires other arrangements. Receipts for lodging must be attached to the reimbursement form.
- d. **Meals.** Reimbursement for meals will be made at actual cost of the meal provided that the expense is supported by itemized receipts and meets the standards of reasonableness. A request for reimbursement for meals without receipts will be reimbursed according to the rates published under the Federal

Travel Regulations as put out by the U.S. General Service Administration for federal government travel. Meals purchases for Directors of Junior Oly Basketball or other persons in the course of official Junior Oly business will be reimbursed at actual cost with submission of itemized receipts and an explanation provided it meets the standard of reasonableness. Junior Oly Basketball funds must not be used to pay the cost of alcoholic beverages.

e. Miscellaneous Costs. Telephone, postage, office expenses, registration fees and other legitimate business expenses will be reimbursed at actual cost with submission of receipts or an explanation of the business purpose of the expense.

**4.10 Prohibited Expenses.** No funds of Junior Oly Basketball shall be paid or used for the benefit of the its head coach, assistant coaches, or the staff of any participating school.

**4.11 No Private Benefit.** No part of net earnings of the Corporation shall inure to the benefit of, or be distributed to the Directors, Officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the goals and objectives of, or reasonable and necessary expenses incurred on behalf of, the Corporation's purposes.

## **SECTION 5. CORPORATE INDEMNITY**

Junior Oly Basketball will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, Officer, employee, volunteer, or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the Corporation. No amendment to this article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. Junior Oly Basketball shall interpret this indemnification provision to extend to all personnel covered by its provision the most liberal possible indemnification – substantively, procedurally, and otherwise.

## **SECTION 6. COVENANTS AND RESTRICTIONS**

The participants, directors, officers, employees, and volunteers of Junior Oly Basketball agree to do all things reasonably required in a prompt and timely manner. The participants, directors, officers, employees and volunteers agree not to engage in any activities that would bring Junior Oly Basketball's reputation into disrepute within the community. All actions will be taken in good faith and measured to the standard of a reasonably prudent person in the community.

## **SECTION 7. NON-DISCRIMINATION**

Junior Oly Basketball will not discriminate in providing services, hiring employees, otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, national origin, disability, or familial status.

## **SECTION 8. TRANSPARENCY**

Junior Oly Basketball desires to be as transparent as possible, consistent with good management and its obligations to protect the privacy of participants, officers, directors, employees, donors, volunteers, clients, and other persons or entities. Junior Oly Basketball shall make its Articles of Incorporation, any amendments or restatements to the Articles, its bylaws, its conflict of interest policy, submissions to the IRS, and most recent three (3) years of Form 990, and recent financial statements available to the public for inspection and copying upon request. The documents above shall be available for inspection and copying upon request at a designated location during regular business hours.

## **SECTION 9. GENERAL PROVISIONS**

**9.1 Amendment of Bylaws.** Any amendments to the Bylaws require notice at a prior Board meeting unless two-thirds (2/3) of the entire Board waives the notice requirement. The Bylaws may be amended by affirmative vote of a majority of the entire Board at any regular meeting or at any special meeting of the Board called for that purpose.

**9.2 Inspection of Books and Records.** All books, records, and accounts of the Corporation will be open to inspection by the Directors in the manner and to the extent required by law.

**9.3 Execution of Documents.** The Board of Directors may, except as otherwise provided in these Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no officer, agent, or employee will have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

**9.4 Insurance.** Junior Oly Basketball may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the Corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the Corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director,



officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

**9.5 Severability.** A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these Bylaws.

**9.6 Substantial Compliances.** Failure of literal or complete compliance in respect of dates, times of notice, or the sending of notices, or errors in procedures or phraseology of notices and actions, which do not cause substantial injury to the rights of participants, shall not invalidate the actions or proceedings of any meeting.

## **SECTION 10. DISSOLUTION**

**10.1 Dissolution of Assets.** 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.

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The foregoing Bylaws were duly adopted by the Board of Directors of Junior Oly Basketball, Inc on September 17th, 2024.

  
Emily Trussell, President

9/17/24  
Date