

BYLAWS

of

GRAFTON BASKETBALL CLUB, INC.

Article 1 **Name.**

The name of this organization shall be Grafton Basketball Club, Inc.

Article 2 **Principal Office.**

The principal office of the Corporation shall be as designated by Board of Directors from time to time.

Article 3 **Purposes.**

3.1 In General.

3.1.1 General Purpose. The purpose for which this Corporation is formed is to perform such charitable, educational, scientific or religious functions and to engage in such activities as shall permit the Corporation to qualify as an organization exempt from federal taxation under the provisions of §501 (c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code "), and the regulations issued pursuant thereto, as amended from time to time.

3.1.2 Mission Statement. The purpose of this organization is to foster, encourage and promote the playing of the sport of basketball for the children and families of the residents of the Grafton School District (public, private and home schooled). This will be done through various means in order to develop and promote the qualities of physical fitness, competitive spirit, team play, school loyalty and good sportsmanship. This organization was formed in order to develop stronger basketball programs at our school and work as a feeder program into the middle school and ultimately the high school. Also, this organization will act as a supporting role for those participating; both students and coaches or those in other capacities; and to foster and promote understanding in the fundamentals and the fine points of basketball.

3.1.3 Secondary Purposes. The Corporation may engage in any other lawful civic and/or charitable activity, none of which is for profit, in furtherance of the above purposes and for which a Corporation may be organized under the nonstock Corporation Law.

3.2 Compliance with Exemption Laws .

3.2.1 No Dividends. The Corporation shall be nonstock and nonprofit. No dividends of pecuniary profits shall be declared or paid to any directors or officers thereof, and no part of any net earnings shall inure to the benefit of any private member or individual.

3.2.2 Political Activities. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. If the Corporation is determined to be a private foundation under the Code, then no part of the activities of the

Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of (or in opposition to) any candidate for public office.

3.2.3 In General. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal taxation under §501 (c) (3) of the Code and the Regulations issued pursuant thereto, as amended, or by an organization, contributions to which are deductible under § 170 (c) (2) of the Code and the Regulations issued pursuant thereto, as amended.

3.3 Limitation on Actions. The Corporation, in its activities, shall be non-partisan, non-sectional, non-sectarian, and it shall take no part in, nor lend its influence to, the election or appointment of any candidate for federal, state, county or local government office.

3.4 No Dividends. The Corporation shall be nonstock and nonprofit. No dividends of pecuniary profits shall be declared or paid to any directors or officers thereof, and no part of any net earnings shall inure to the benefit of any private member or individual.

Article 4 **Membership.**

4.1 Members in this club shall be limited to those residents of the Grafton School District (public, private and home schooled) or those administrators, players, or coaches as specifically approved for membership by the Board.

Article 5 **Board of Directors.**

5.1 Duties and Powers. The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation.

5.2 Composition of Board of Directors . Management of the corporation shall be vested in a board of four directors, three Coordinators and two members at large. There will be a two year term for each of these positions. No one member can serve more than 2 consecutive terms in any one position and a total of 6 consecutive years on the Executive Board. If for any reason the elected member can not complete a two year timer, the Executive Board will appoint a replacement.

5.3 Subsequent Terms. No Director who has completed two consecutive full terms shall be eligible for reelection until after a lapse of one year after the completion of his second consecutive term.

5.4 Nominations. Directors shall be nominated by a nominating committee duly established by the Board of Directors and comprised of directors.

5.5 Vacancies. Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by the president, with the advice and consent of /majority vote of the remaining directors, though less than a quorum, at any regular or special meeting of the Board of Directors.

5.6 Resignation. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

5.7 Removal. Any director may be removed for cause by action of the Board. The missing of three consecutive regular meetings of the Board of Directors, or the missing of five meetings in anyone year period shall constitute cause for removal.

5.8 Salary. No salary shall be paid to directors, as such, for their services.

Article 6 **Meetings of Directors.**

6.1 Regular Meetings. Meetings of the Board of Directors shall be held monthly. Unless changed at a preceding meeting, a regular meeting shall be held on the 2nd Wednesday of each month, commencing at 7:00 p.m., at John Long Middle School or a site to be determined by the board of directors.

6.2 Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the President or by three of the directors, at such time and place within Ozaukee County, Wisconsin, as may be specified in the notice thereof. .

6.3 Notice. Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that if the Board of Directors shall have changed the time or place of any regular meeting from that specified in these Bylaws, then notice of such action shall be given to each director who was not present at the meeting at which such action was taken. Notice of regular meetings, when required, of special meetings and of annual meetings need not specify the purpose of the meeting and shall be:

6.3.1 Mailed directly to each director, addressed to him/her at his/her residence or usual place of business, at least two (2) days before the day on which the meeting is to be held;

6.3.2 Shall be sent to him/her at such place by facsimile, telegram, radio or cable, or e-mail not later than the day before the day on which the meeting is to be held; or

6.3.3 Shall be delivered to him/her personally or given to him/her orally, not later than the day before the day on which the meeting is to be held.

6.4 Waiver of Notice. Notice of a meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

6.5 Chairman. The President shall serve as chairman at all meetings of the Board of Directors. If he is absent, the Vice President shall preside, and in his absence, a chairman chosen by the Directors shall preside.

6.6 Quorum. At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. Vacant seats on the Board of Directors shall not be counted in computing a quorum.

6.7 Adjournments. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

6.8 Rules of Procedure . At all meetings of the Board of Directors, each director present shall have one vote. Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Operating Rules to govern the conduct of the Corporation's business may be adopted by majority vote of the directors or members present at a meeting, except that, at the request of any two directors, all or any part of a meeting shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

6.9 Unanimous Consent. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Article 7 Corporate Acts.

7.1 Contracts. The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

7.2 Payments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

7.3 Approval of Disbursements. No disbursements of funds of the Corporation shall be made unless the same have been approved and ordered by the Corporation or by the officers acting within such limitations as the Board of Directors may prescribe from time to time. All disbursements shall be made by check, except that the Secretary may be authorized to maintain a petty cash fund from which cash disbursements for petty expenses may be made, subject to audit. Checks shall be signed by the Treasurer and/or such other officer or officers as the Board of Directors may from time to time designate to the Corporation's depository bank. No appropriations of money or other property of the Corporation shall be made or applied for any purpose other than to defray its legitimate expenses, including compensation of agents or employees as fixed by the Board of Directors. Payment for any personal expenses other than mail or telephone costs must be approved by a majority of the Executive Board.

7.4 Sureties and Bonds. In case the Board of Directors shall so require, any officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful

performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

7.5 Shares of Other Corporations. Whenever the Corporation is the holder of shares of any other corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, Vice President, or such other person as the Board of Directors may authorize.

Article 8 **Officers**.

8.1 Election of Officers. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, including an Executive Director and one or more Vice Presidents, as the Board of Directors may from time to time deem advisable. Any officer other than the Executive Director shall be a director of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers shall be appointed by the Board of Directors at the annual meeting of the Board. An officer shall hold office until the annual meeting of the Board of Directors next succeeding his appointment, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

8.2 Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these Bylaws, or may from time to time be specifically conferred or imposed by the Board of Directors. The general duties of the officers shall be as follows:

8.2.2 President. The President shall be the principal executive officer of the corporation and, subject to the control of the directors, shall have general supervision and control over the business and affairs of the Corporation. He shall, when present, preside at all meetings of the directors. He shall appoint members to such committees as the Board of Directors may establish, subject to review and change by the Board. The President may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the directors, deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time. Prepares agenda for all business meetings of the Executive Board and the Annual Meeting. Functions as tie-breaking vote when vote does not meet 3/4 majority. Serves as support resource for all committees. Member of Budget Committee. Chair of Nominating Committee. President shall serve on the Executive Board for the first two years following their administration as an advisor. (Nonvoting member of Executive Board).

8.2.3 Vice President. In the absence of the President, the Vice President shall perform the duties of the president. When so acting, he shall have all the powers of and be subject to all the restrictions upon the president. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. In the absence of both the President and the Vice-President, the Board of Directors shall choose one of its members to act temporarily. Serves as supportive resource for all committees. Serve as a member of the Budget Committee. Coordinate the establishment of an Audit Team. Chair the Fundraising Committee, gaining approval from the Executive Board of all fundraising activities.

8.2.4 Secretary. The Secretary shall keep the minutes of the Directors' meetings, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records and keep a register of the post office address which shall be furnished to the secretary by each director and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. Coordinates and maintains all club correspondence within and outside the club. Issues press releases and other GBC news as required. Assists the President in his/her duties. Work closely with Program Coordinator to insure that all actions are consistent with the purpose of the GBC. Serve on the Nominating Committee.

8.2.5 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. Collects and disburses funds as operational necessity dictates. Manages bank accounts as necessary. Keeps records of receipts and expenditures of the GBC. Renders a statement of financial condition at monthly business meetings. Assist any approved fundraising activities. Maintains GBC tax exempt status. Presents financial documentation as required for yearly audit. Serve as chair of the Budget Committee. Serve on the Fundraising Committee.

8.3 Coach Coordinator. Responsible for recruiting coaches and/or coordinating a recruiting team to insure that all coaches follow and promote the purpose of the GBC. Establish coaching clinics for all prospective coaches and refresher clinics as needed. Evaluate all coaches throughout the season to insure that the purpose of the GBC is being followed and to insure that this program continues as a feeder program into the Grafton School District. Serve on Fundraising Committee.

8.4 Facility/Sport Coordinator Responsible for coordinating practice facilities and any league games as needed. Work with other sport groups to insure that the Basketball season works in conjunction with other sports and that the season is clearly identified to avoid conflicts, if possible. Work closely with the Program Coordinator to insure that adequate facilities are available for GBC programs. Serve on Fundraising Committee.

8.5 Program Coordinator. Work with other members of Executive Board to establish programs that meet the purpose of the GBC. Coordinate with the Facility/Sport Coordinator

to insure that all programs are held without conflict of facilities. Coordinate communication regarding League and tournament opportunities. Work with committees to coordinate the implementation of programs developed for the GBC.

8.6 Members at Large. Attend Executive Board meetings and the Annual meeting. Have voting rights. One member shall sit on the Budget Committee and the other member shall sit on the Nominating Committee. Members at Large will assist any officer or coordinator as assigned by the President or the Executive Committee.

8.7 Nominations. Officers shall be nominated by a nominating committee duly established by the Board of Directors and comprised of directors.

8.8 Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

8.9 Removal. Any officer may be removed, either with or without cause, and a successor elected by the Board at any time.

8.10 Vacancies. A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

Article 9 Indemnification of Officers and Directors.

9.1 Each present and future director and officer, whether or not then in office, shall be indemnified by the corporation against all expenses actually and necessarily incurred by or imposed upon him (including but without being limited to judgments, costs and attorney fees) in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer of the corporation except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, or vote of the members, as a matter of law, or otherwise.

Article 10 Corporate Seal.

10.1 The corporation shall have no seal.

Article 11 Dissolution

11.1 Upon the dissolution of the Grafton Basketball Club, Inc., if there remains, after satisfaction of all its debts and liabilities, any property or funds, those said properties and funds shall be donated to John Long Middle School of the Grafton School District, Grafton, Wisconsin to be used equally in their boys and girls basketball programs.

Article 12 Amendments.

12.1 These Bylaws may be amended by a majority of the directors present at any meeting of the directors.

The undersigned hereby certifies that (,he is the Secretary of the Corporation and that the foregoing bylaws have been adopted as the bylaws of the Corporation, in accordance with the requirements of the Wisconsin Nonstock Corporation Law, chapter 181 of the Wisconsin Statutes.

Dated: _____, 20 ____

Karen Janssen, Secretary

Cary Kottke, President