

By-Laws of the Germantown Girls Basketball Club

Article I: Name

The name of the organization shall be Germantown Girls Basketball Club (hereafter referred to as the "GGBC").

Article II: Purpose

The GGBC is an organization formed to promote and teach the game of basketball to girls within the Germantown area. This Club is dedicated to creating a positive environment in which girls develop both athletically and personally while playing basketball at a competitive level. The Club and its members, coaches, directors, and board support the following goals:

1. Provide a program that focuses on basketball skill development, team play, basketball education, self-discipline, and a positive environment for the intermediate to advanced player, grades 4th through 8th.
2. Provide the highest quality coaching possible, including skills clinics, curriculum and skills goals by age level, and player specific input on how to improve their games.
3. Provide affordable memberships to all girls who are willing to commit to the Club.

GGBC is organized solely for charitable, educational purposes.

Article III: Membership

The GGBC shall be comprised of Girls, Parents/Guardians of those girls and Coaches who currently participate in GGBC. 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 Germantown School District and whom participate in the GGBC program. The board of directors of GGBC 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 GGBC and its current members.

Membership in the GGBC 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 GGBC. A person must have participated in the most recent GGBC registration before he/she shall be considered a member. In addition, any person elected as a director of GGBC shall be considered a member of GGBC for the duration of his/her term as director unless he/she resigns from the director position or is removed as a director of GGBC by majority vote of the other directors. Coaches must first request to be a coach with the Club Directors or Board;

pending the approval process, they will be named as Coach. 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 GGBC. In addition, the board of directors of GGBC may remove a member or family for conduct that is detrimental to the overall welfare of GGBC for any reason upon a 2/3 majority vote of the board of directors present at a meeting.

Article IV: Board of Directors

GGBC shall be run by no less than 3 members who comprise the GGBC Board. 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 Germantown School District; and 2) be elected by the GGBC membership or appointed by the board of directors as a director of GGBC. The primary activities of the GGBC Board will be:

1. Support and guidance of the club's Club Director(s)
2. Set the high level direction and focus of the club
3. Approve or reject funding requests
4. Make final decisions related to discipline and/or removal of coaches and GGBC Members

The GGBC board will appoint up to 2 Club Directors who will run the club activities. The Club Director role is described in further detail under section VI below.

The officers for state reporting purposes are the President, Treasurer and Vice President(s).

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 GGBC may remove a director from GGBC for any reason as discussed further in these bylaws.

Article V: Meetings

The Club Directors shall be responsible for scheduling the quarterly meetings of GGBC. At least one annual meeting shall be scheduled, usually in April of each year. This meeting may take the place of the March quarterly meeting. The Club Directors shall notify all members of GGBC of the date, time and location of the quarterly and annual meetings by posting notification of the same on the GGBC website.

In addition the Club Director(s) shall make every attempt to schedule monthly meetings of the board of directors. Meetings of the GGBC Board shall be open to members of GGBC, as defined in Article III, but only members of the GGBC Board shall have the right to make motions and

vote at said meetings. In addition, the Club Director(s) and/or President shall reserve the right to call the GGBC Board to special meetings, closed meetings or closed segments of a general meeting as necessary to discuss matters regarding GGBC.

Article VI: General Duties

Set forth below are general duties expected of each club position. By no means are these duties all inclusive and duties between positions may overlap or switch from time to time. Only the President, Treasurer and Vice President positions are considered Board positions.

Club Director(s): Responsible for the day to day activities of the club. This includes but is not limited to: promoting and marketing the club, handling the day to day communications and updates, determining the curriculum and direction of player development, mentoring and developing coaches, setting scheduling for leagues and meetings, maintaining and distributing minutes for all meetings, and management/updates of the club website and social outlets. The Club Director(s) shall make suggestions 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 GGBC. Final decisions regarding removal or discipline of coaches, player and parental discipline or removal from the club is to be handled by the Board.

President: Responsible for running meetings involving the GGBC. In conjunction with the Treasurer shall address all budgetary matters for discussion with the board of directors.

Treasurer: Responsible for controlling the funds of GGBC. The Treasurer will pay the bills of GGBC and will report semi-regularly to the board of directors and at the annual meeting regarding the financial status of GGBC. The Treasurer, in conjunction with the Board, shall also be responsible for all budgetary matters for discussion. All unbudgeted expenditures in excess of \$500 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 a Board position.

Vice President(s): All other members of the Board Directors, other than the President and Treasurer.

Article VII: Nominations

Nomination for the election of a Board Member who satisfies the eligibility requirements of Article IV shall be made in writing by any GGBC member directly to the Board or orally to any of the Board Members by no later than prior to the February meeting. Each nominee must receive a second nomination by another GGBC member. Any individual failing to receive a second nomination will not be a nominee in the general election. The Board shall close

nominations and prepare a ballot for the April annual meeting at the conclusion of the February 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 GGBC in April. 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 eligible GGBC voting members present at the annual meeting, with the candidate receiving a majority vote assuming the elected position. The secret vote shall be supervised by a board designee. For purposes of this Article, voting of eligible GGBC members shall be defined as, and limited to, one vote per member family.

In the event there is only one nominee for an open board position, the Board shall appoint the nominee to the open 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 Board 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 to serve out the remainder of the term. Any Board Member who desires to resign from his/her position shall provide written notice to the other members of the Board.

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

Article X: Quorum

A quorum consists of a simple majority of the currently filled Board positions. A quorum of the Board must be present to amend or modify the by-laws or appoint any GGBC 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 is required in order to conduct general business matters at any meeting of the Board. A majority vote of all Board Directors present will be necessary for any decision to be implemented by GGBC that does not require a quorum. A Board Director may give his/her written proxy to another Board Director for voting at a meeting with respect to general business matters although a proxy can not be used to establish a quorum.

A quorum of members for purposes of requesting any amendment or modification of the by-laws to be presented for a general member vote shall consist of members holding at least twenty-five (25%) percent of the total voting members of GGBC, with voting defined, for purposes of this Article, as one vote per member family.

One half (1/2) plus one member of the total voting membership 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 membership present will be sufficient at the annual meeting for the purposes of conducting an election.

Article XI: Committees and Other Responsibilities

The Club Directors shall have the discretion to form committees and appoint individuals to handle specific functions of GGBC, including but not limited to, management and oversight of the individual leagues, handling of volunteer referees, concessions for special events, tournament operations, and fund raising. The specific duties of each committee or individual shall be determined by the Club Directors or by the Board, as deemed necessary. General descriptions of the major appointed roles are below:

Tournament Director: Shall be responsible for the formation, scheduling and operation of GGBC tournaments.

Tournament Concessions Coordinator: Shall be responsible for the concessions operation at GGBC tournaments.

Gym Coordinator: Shall be responsible for requesting gym time from the Germantown School District (per current District policies) and shall also be the point person to request gym time at alternative gyms, handling both the communication and coordination of gym availability with coach requests and signups.

Director of Registration/Scheduling: Shall be responsible for the preparation and operation of the GGBC registrations. This director shall be responsible for all data entry and input regarding the member registrations.

Uniform/Equipment 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. This position shall also monitor and review the uniforms utilized by each league and recommend any new purchases as necessary.

Article XII: Finance and Reporting

- A) **Accounts-** The GGBC will designate one or more banks or financial institutions as depositories of the GGBC. Only the Board of Directors will be given authority to deposit or withdraw funds from these accounts.
- B) **Annual Reporting-** The GGBC Treasurer will report annually to the Board an Operations Statement outlining all club revenue, expenditures, and current deposits. As requested, additional updates may be required for the Board.
- C) **Club Obligation-** No loans shall be contracted upon by the GGBC and no evidence of indebtedness or guarantees of the obligations of others shall be issued in the name of the GGBC unless authorized by a resolution approved by the Board and signed by the approving Board Directors.
- D) **Club Dues and Fees-** Each participating member shall pay annual GGBC dues in the amount set by the Board annually. These dues are to be used for the expenditures of the club, including but not limited to: tournament fees, insurance fees, equipment, warmup uniforms, gym rental, scholarships, and other expenditures as approved by the Board.
- E) **Reporting / Records-** The GGBC shall maintain all books, accounts, records, and minutes of meetings. As determined appropriate by the Board, this information will be shared publicly on the GGBC website for all members and prospective members.

Article XIII: Amendments

Proposed changes to the GGBC by-laws may be introduced by any member of the Board at a monthly board meeting. The proposed change(s) will be voted on at a subsequent meeting. Any proposed changes to the by-laws that are subject to the vote of the members of GGBC at the annual meeting shall be presented in a written petition directly to the Board containing signatures representing at least one-third (1/3) of the GGBC membership at no later than one month prior to the annual meeting to be considered by the membership and placed on the April ballot. The by-laws will be amended by a majority vote of the members of GGBC at the annual meeting, subject to the quorum requirements of Article X above. For purposes of this Article, voting of eligible GGBC 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 GGBC 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 in to the document and noticed by a signature by the Board as of the date of the change.

Article XIV: Dissolution Clause

Upon the dissolution of GGBC, GGBC shall, after paying or making provisions for the payment of all liabilities of GGBC, dispose of all of the assets of GGBC exclusively for the purposes of GGBC, 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 the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of GGBC 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.