

**BYLAWS
of the
OSHKOSH WEST BASKETBALL CLUB, INC.**

**ARTICLE I
NAME, PURPOSE**

Section 1. Name.

This organization is incorporated as a nonstock, nonprofit corporation under the laws of the State of Wisconsin as "Oshkosh West Basketball Club, Inc." ("OWBCI").

Section 2. Purpose.

- (a) OWBCI is organized to: (i) provide selected girl and boy player participants from third through eighth grades the opportunity to excel at competitive basketball; (ii) to foster communication between player participants, parents, and coaches; and (iii) to raise funds to be devoted to purposes consistent with those set forth in this Section and to help support the Oshkosh West High School basketball program.
- (b) The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 purposes set forth in this Article 3. No substantial part of the activities for the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaigning on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of the Corporation, the 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.

- (c) OWBCI shall be authorized to engage in any other activity permitted by its Articles of Incorporation; and any other of the policies stated in these Bylaws shall be subject to the limitations expressed in the Articles of Incorporation; and any provisions in the Bylaws shall be construed as being consistent with the Articles of Incorporation; and if such construction is not possible, the Bylaws shall be considered ineffective to the extent they are inconsistent with the Articles of Incorporation.

ARTICLE II MEMBERSHIP

Section 1. Classes of Members.

The Corporation shall have one class of Members. Membership is open to the Oshkosh West High School Boys' and Girls' varsity head basketball Coaches, the OWBCI President, Vice President, Secretary, Treasurer, and Members at Large, OWBCI coaches, and parents or guardians of player participants, provided each of them shall make application therefor, pay any membership fee or dues which may from time to time be determined, and agree to be bound by and abide by the Articles of Incorporation, the Bylaws, and the rules adopted thereto, of this Corporation.

Section 2. Resignation.

Any Member may resign by filing a written resignation with the Secretary.

Section 3. Voting Rights.

With the exception of the Board of Directors, Members shall not have voting rights.

Section 4. Termination of Membership.

Membership of anyone may be terminated by a majority vote of the Board of Directors present at a legally constituted meeting. Such termination may be on the grounds of cause or other ineligibility.

Section 5. No membership certificates.

No membership certificates of the Corporation shall be required.

ARTICLE III INDEMNIFICATION

The Corporation agrees to indemnify, defend and hold harmless any of the Officers, Directors, or Members of the Corporation from any liability which may result from their participation within their duties, in serving in such capacity.

ARTICLE IV MEETINGS

Section 1. Annual Meeting.

The date of the regular Annual Meeting shall be set by the Board of Directors who shall also set the time and place. The Annual Meeting is open to the Board of Directors of the Corporation.

Section 2. General Meetings.

General meetings shall be held as needed and are open to all Members of the Corporation. The President shall call such meetings and shall establish the agenda for such meetings. The agenda of General Meetings shall include one or more of the following: communicating OWBCI news, decisions, events, and financial reports; setting up teams, selecting player participants; reviewing and amending, if necessary, the guidelines; setting up coaching clinics; requesting input and feedback from Members on issues; setting volunteer work plans for tournaments, fundraising, and other events; collecting annual dues, uniforms, basketballs; sharing successes and failures with other Members; distributing periodic newsletters; distributing information and forms, medical consent forms, and the like; discussing and suggesting to the Board of Directors changes to the Bylaws; providing a forum for discussion of issues germane to the purposes of OWBCI; and anything else deemed to be consistent with the Bylaws and Purposes of the Corporation.

Section 3. Special Meetings.

Special meetings may be called by the President or by the Board of Directors. Special Meetings are open to the Board of Directors of the Corporation.

Section 4. Notice.

Notice of each meeting shall be given by publication, telephone, or other reasonable means.

ARTICLE V BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors shall consist of the President, Past Presidents, Vice President, Secretary, Treasurer, and Members at Large of the Corporation, together with the Oshkosh West High School Girls' and Boys' varsity head basketball Coaches. In no event shall the Board of Directors consist of less than three (3) persons and no more than twelve (12) persons. The President, Vice President, Secretary, Treasurer, and Members at Large shall be elected by the Corporation's Board of Directors at any Annual or Special Meeting of the Corporation. The Officers shall serve as Directors until a successor is appointed or the Officer removed as defined in Article VI Section 3. Removal, and the Coaches shall serve during the tenure of their head coaching positions at Oshkosh West High School.

Section 2. Powers.

The Board of Directors shall have charge of the affairs and funds of OWBCI and shall have the power and authority to act in accordance with these Bylaws and the Articles of Incorporation. Among the duties and responsibilities of the Board of Directors shall be the appointment of OWBCI head coaches and the election of Officers of the Corporation.

Section 3. Quorum, Meetings.

A majority of the members of the Board of Directors, excluding Past Presidents, shall constitute a quorum. Meetings of the Board of Directors may be called from time to time, as needed, by the President of the Corporation.

Section 4. Vacancies.

In the event a vacancy shall exist on the Board of Directors, the remaining members of the Board of Directors must elect a successor for the President, Vice President, Secretary, and Treasurer positions no longer than three (3) months of the date of the vacancy. The Board of Directors may elect a successor for any Member at Large vacancy; however, the vacancy may remain open as determined by the Board of Directors and the provisions of Article V Section 1. Composition are satisfied.

Section 5. Executive Committee.

The Board of Directors shall also comprise the "Executive Committee" of the Corporation, which terms may be used interchangeably.

ARTICLE VI OFFICERS

Section 1. Officers.

The Officers of the Corporation shall be the Oshkosh West High School Varsity Boys' and Girls' Head Basketball Coaches, a President, a Vice President, a Treasurer, and a Secretary or other Officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and term of office.

The Officers of the Corporation shall be elected by the Board of Directors at any Meeting of the Corporation. It is recommended that no Officer, other than the Boys' and Girls' Head Varsity Basketball Coaches, serve more than twelve (12) consecutive years. Vacancies may be filled, or new offices created and filled at any Meeting of the Corporation. Each Officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they can resign or shall have been removed in the manner herein provided.

Section 3. Removal.

Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Oshkosh West High School Girls' Varsity Head Basketball Coach.

The Girls' Head Coach helps set the general direction of OWBCI. The Girls' Head Coach participates in meetings, helps train and expose the OWBCI coaches to varsity programs, helps arrange court time for practice, helps OWBCI coaches obtain practice basketballs, and is available for consultation to the coaches as needed.

Section 5. Oshkosh West High School Boys' Varsity Head Basketball Coach.

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Section 6. President.

The President presides over Executive Committee, Board of Directors', Annual, Special, and General Meetings. The agenda for all the meetings is developed by the President with assistance from the other Officers. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, and shall be in charge of the business and affairs of the Corporation; shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either individually or with the secretary, any assistant secretary, or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 7. Vice President

The Vice President shall support the President with the business and affairs of the Corporation and shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. In the event the President is unable to preside over any Meeting of the Corporation, the Vice President will temporarily preside over the Board of Directors. The Vice President shall perform all the duties incident to the office of the Vice President and such other duties as from time to time may be assigned to him or her by the Board of Directors. In the event there is at any time a vacancy of the President, the Vice President shall serve as the interim executive officer of the Corporation.

Section 8. Secretary.

The Secretary is responsible for arranging General Meeting times, dates, and locations. The Secretary is the communication leader. The Secretary shall record the minutes of the meetings of the Members and the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 9. Treasurer.

The Treasurer is responsible for maintaining all financial records of the Corporation. A financial report organized by month shall be provided by the Treasurer at each General Meeting. All financial disbursements will be signed by the Treasurer after due consultation with the other Officers. The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board of Directors shall determine.

Section 10. Member at Large.

A Member at Large is helps set the general direction of OWBCI and shall actively engage in the work of the Corporation by contributing to policies and priorities development. At times, a Member at Large may be assigned a specific duty related to financial support or basketball initiatives and work to determine both strategies and ownership plan for executing such projects.

Section 11. Past President.

The Past President(s) shall provide leadership and advise the President and Board of Directors regarding past practices, general operations, and other matters to assist in the smooth operation of OWBCI. The Past President is an emeritus position to provide advice and knowledge and is a non-voting position.

Any individual elected to the President position shall immediately become a Past President upon resignation from the President position. Should a President be removed in the manner herein provided, the individual shall not become a Past President. A Past President shall hold an emeritus position until dissolution of the Corporation or death.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts.

The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

Section 2. Checks, Drafts, etc.

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 the Treasurer, after due consultation with the other Officers, or such other Officer or Officers, agent or agents of the Corporation, in such manner as shall be from time to time determined by resolution of the Board of Directors.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation, pursuant to the provisions of the Articles of Incorporation.

**ARTICLE VIII
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees that have any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Member or his or her agent or attorney for any purpose at any reasonable time.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Corporation shall run from January 1 to December 31.

**ARTICLE X
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI
AMENDMENTS**

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken at any Meeting for which reasonable notice of the purpose shall have been given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

**ADOPTION OF BYLAWS FOR THE
OSHKOSH WEST BASKETBALL CLUB, INC**

The undersigned, being all the members of the Board of Directors, hereby consent to adoption of the Bylaws, attached hereto, for the Oshkosh West Basketball Club, Inc.

George Kalka

[George Kalka \(Aug 23, 2022 09:20 CDT\)](#)

George Kalka, President

Jay Gibson

[Jay Gibson \(Aug 29, 2022 10:11 CDT\)](#)

Jay Gibson, Vice President

Jill Epprecht

[Jill Epprecht \(Aug 23, 2022 09:43 CDT\)](#)

Jill Epprecht, Secretary

Paul Trebiatowski

[Paul Trebiatowski \(Aug 23, 2022 09:55 CDT\)](#)

Paul Trebiatowski, Treasurer

Daniel Weisse

[Daniel Weisse \(Aug 23, 2022 09:09 CDT\)](#)

Dan Weisse, Boys' Varsity Head Coach

Kiki Phillips

[Kiki Phillips \(Aug 25, 2022 07:35 CDT\)](#)

Kiki Phillips, Girls' Varsity Head Coach

Dennis Rumlow

[Dennis Rumlow \(Aug 26, 2022 12:11 CDT\)](#)

Dennis Rumlow, Member at Large

Coreen Clark

[Coreen Clark \(Aug 26, 2022 11:54 CDT\)](#)

Cory Clark, Member at Large

Ben Benesh

[Ben Benesh \(Aug 23, 2022 09:34 CDT\)](#)

Ben Benesh, Member at Large

Jacob Crowe

[Jacob Crowe \(Aug 23, 2022 09:46 CDT\)](#)

Jacob Crowe, Member at Large