

BYLAWS

OF

JR. SPARTANS BOYS BASKETBALL, INC

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STATEMENT OF PURPOSE

Section 1. Purpose of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation. The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of §501 (c)(3) of the *Internal Revenue Code of 1986* or the corresponding provision of any future Internal Revenue Law of the United States (herein the “Code”), and the Corporation shall not engage in any activities in violation of §501 (c)(3) of the Code.

Notwithstanding any provision of the Articles of Incorporation, the purpose of the Corporation is to raise and distribute funds to provide education and opportunities for youths in the Town of Brookfield, Wisconsin and surrounding Elm Brook School District in the form of organized athletic team sports, and particularly the sport of basketball. The organization will support the formation of athletic teams, particularly basketball teams, to participate in competition.

Section 2. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called “gifts”) for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income may be used for the Corporation’s purposes in the discretion of the Board of Directors of this Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts. Notwithstanding the foregoing, the Corporation shall be prohibited from accepting any contributions or gifts from a disqualified party as provided in §509(f)(2) of the Code.

ARTICLE I

Name and Offices

1.1. Name. The name of the Corporation shall be JR. SPARTANS BOYS BASKETBALL, INC. (hereinafter referred to as the “Corporation”).

1.2. Principal Office. The Corporation may have such principal and other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.3. Registered Office. The Corporation’s registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Corporation’s registered agent may be changed from time to time by or under the authority of the Board of Directors, or by the registered agent. The registered office of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin. The business office of the registered agent of the Corporation shall be identical to such registered office.

ARTICLE II
Members

2.1 The Corporation shall not have Members.

ARTICLE III
Board of Directors

3.1. General Powers. The Corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

3.2. Tenure, Number and Qualifications. Subject to the provisions in the Articles of Incorporation, the number of Directors shall not be less than three (3) and at all times the Corporation shall maintain an odd number of directors. Each Director shall hold office for a one (1) year term or until their successor shall have been elected or until their prior death, resignation, or removal.

3.3. Resignation, Removal, and Vacancies. Any Director may resign at any time by filing his or her written resignation with the Secretary of the Corporation. Any Director may be removed from office with or without cause by an affirmative vote of a majority of the Directors taken at a Special Meeting of the Board of Directors called for that purpose. Vacancies to be filled due to the death, resignation or removal of a Director shall be filled by a majority vote of the Directors then in office at any meeting of the Board of Directors duly held where a quorum is present as the first item on the agenda of the meeting. The newly elected Director shall hold office for the duration of the term of the Director whose vacancy the newly elected Director filled. The Board of Directors may choose not to fill a vacancy caused by the death, resignation or removal of a Director except if such vacancy results in the number Directors being less than three (3). Election to the Board of Directors shall follow this procedure.

a. Any Director may nominate a prospective Director and will provide pertinent, relevant background information regarding the nominee.

b. Nominees to the Board will be evaluated by the current Directors by considering any or all of the following qualifications:

(i) participation in and knowledge of the Corporation's purpose, practices and standards or other related knowledge, expertise or experience;

(ii) continuing community involvement in not-for-profit and/or other organizations; and

(iii) a report of the Executive Director or President.

c. The notice of the next Meeting of the Board of Directors shall contain the information about the nominee.

3.4. Annual Meeting. The annual meeting of the Directors shall be held in each year on the first Monday of September at 6:00 p.m. at the principal office of the Corporation or at such other time, date or place within thirty (30) days before or after said date as may be fixed by or under the authority of

the Board of Directors, for the purpose of electing Directors and Officers, if necessary, and for the transaction of such other business as may come before the meeting. Such annual meetings may be held without notice other than this Bylaw provision.

3.5. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President, the Secretary or any two Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any Special Meeting of the Board of Directors called by them, and if no other place is fixed, the place of meeting shall be the principal office of the Corporation. Any meeting may be adjourned to reconvene at any place designated by vote of a majority of the Directors in attendance at the meeting.

3.6. Notice: Waiver. Notice of any meeting of the Board of Directors (unless otherwise provided in these Bylaws) shall be given by written communication to each Director at his or her business personally, by first class mail, by email or other means of written communication to each director at his or her business address or at such other address as such Director shall have designated in writing filed with the Secretary, not less than seventy-two (72) hours if by mail and not less than forty-eight (48) hours if by personal delivery, or facsimile, email, or similar written communication prior to the date set for such meeting of the Board of Directors. Whenever any notice is required to be given to any Director of the Corporation under the Articles of Incorporation or these Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the date and time stated in such notice, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance or participation of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and promptly objects thereto to holding the meeting or transacting business because the meeting is not lawfully called or convened and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of any special meeting of the Board of Directors need be specified in the notice of such meeting.

3.7. Quorum. Except as otherwise provided by the Articles of Incorporation or these Bylaws, a majority of the number of Directors established pursuant to Section 3.02 hereof shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

3.8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation to these Bylaws.

3.9. Conduct of Meetings. The Chairman of the Board of Directors, if there be one and he or she is present, or the President, or in his or her absence, the Vice President or, in his or her absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any Director or other person present to act as Secretary of the meeting.

3.10. Presumption of Assent. A Director of the Corporation who is present and is announced as

present at a meeting of the Board at which meeting action on any corporate matter is taken shall be deemed to have assented to the action taken unless (1) the Director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; or (2) minutes of the meeting are prepared, and the Director's dissent to or abstention from the action taken is entered in those minutes; (3) the Director registers his/her dissent or abstention with the presiding officer of the meeting; or (4) the Director delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the Corporation by registered mail immediately after the adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

3.11. Compensation. No Director shall be entitled to receive compensation for services as a Director of the Corporation. This Section shall not limit reimbursement of Directors for expenses incurred on behalf of the Corporation. The Board of Directors shall have the power, in its sole discretion, to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

3.12. Consent Without Meeting. Any action required or permitted by the Articles of Incorporation, or these Bylaws, or any provision of law, to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors then in office and retained by the Corporation.

3.13. Meetings Via Telecommunication. Directors may participate in and hold meetings by means of a telephone conference call or similar communications arrangement by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the sole and express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. All requirements and provisions for a meeting held in person also shall apply to any meeting occurring by telecommunication.

ARTICLE IV

Officers

4.1. Number. The principal officers of the Corporation shall be a President (who must be a Director), a Secretary (who must be a Director) and a Treasurer (who must be a Director), each of whom shall be elected by the Board of Directors. The Board of Directors may, but need not, elect a Vice President, who, if elected, must be a Director. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

4.2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

4.3. Removal. Any officer elected or appointed by the Board of Directors may be removed by

the Board of Directors with or without cause whenever in its judgment the best interests of the Corporation will be served thereby.

4.4. Resignations. Any officer may resign at any time by giving written notice to the Corporation, the Board of Directors, the President, or the Secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

4.5. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

4.6. President. The President of the Corporation shall, when present, preside at all meetings of the Board of Directors, head all activities of the Corporation, and supervise and assist all other staff and volunteers of the Corporation. He/she shall have the authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and prescribe their powers, duties and compensation, and delegate authority to them. The President shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors, and except as otherwise provided by law or the Board of Directors, he/she may authorize any Vice President or other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead.

4.7. Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be assigned to him/her by the President or by the Board of Directors.

4.8. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

4.9. Treasurer. The Treasurer shall: (a) 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 sources whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (b) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

4.10. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to officers, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

4.11. Compensation. All officers shall serve without compensation. However, the principal officers shall be reimbursed for all reasonable and necessary expenses incurred in carrying out their duties, including but not limited to, meals, lodging, and travel expenses.

ARTICLE V

Transactions and Records: Special Corporate Acts

5.1. Contracts. The Board of Directors may authorize any officer, officers, or any agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President along with the signature of the Secretary.

5.2. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confirmed to specific instances.

5.3. 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 such officer, officers, or any agent or agents of the Corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

5.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be approved by or under the authority of a resolution of the Board of Directors.

5.5. Investments. The Corporation may invest its funds in those investments it shall in good faith reasonably deem prudent. It may or may not diversify holdings of investments as it shall deem appropriate, notwithstanding the law in that regard. The Corporation may continue to hold and is not required to dispose of any property or interest in property which may be received by it by gift or in settlement or liquidation or as the proceeds of the disposition of any property or interest heretofore held, unless otherwise ordered by the Board of Directors.

5.6. Books and Records. The Corporation shall maintain records of all meetings, corporate documents, constituents, tax documents (including copies of all documents necessary to obtain and maintain its § 501(c)(3) tax-exempt status, such as its Internal Revenue Service Form 1023 and any Form

990's, and its Internal Revenue Letter recognizing its § 501(c)(3) tax- exempt status), donations, restricted and unrestricted funds, transactions and other financial matters.

ARTICLE VI

Officers and Directors: Liability and Indemnity

6.1. Liability of Directors and Officers. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Director or officer of the Corporation, or of any other corporation which he/she services as a director or officer at the request of the Corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

6.2. Indemnity of Officers and Directors. Every person presently or in the future serving as a Director or officer of the Corporation, and any person who may serve at the request of the Corporation as a Director, officer, trustee, employee or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise, shall (together with their heirs, executors and administrators of such person) be indemnified to the full extent permitted under the law whether or not such right of indemnification is otherwise specifically required or authorized by the Wisconsin Statutes, by the Corporation against all costs, damages and expenses including attorneys' fees, judgments, fines and amounts paid in settlement asserted against, incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit or proceeding, including civil, administrative, investigative and criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been such Director, officer trustee, employee or agent except in relation to matters as to which a recovery shall be had against him/her by reason of his/her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his/her duty as such officer, Director, trustee, employee or agent. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such Director or officer was acting in bad faith in what he/she considered to be the best interests of the Corporation and with no reasonable cause to believe that the action was illegal. The indemnification under this Article VI shall not be retroactive from the date of the signing of these Bylaws.

The foregoing rights of indemnification shall be in addition to all rights to which officers, Directors or employees may be entitled as a matter of law. The Corporation specifically adopts the indemnification provisions of Wis. Stat. §§ 181.0871 - 181.0889 and further states that the right of said indemnification shall extend to any and all volunteers who work for the Corporation as allowed by Wis. Stat. § 181.0670. The adoption of the indemnification provisions in the *Wisconsin Statutes* shall not limit the scope of indemnification otherwise provided in the Bylaws. The Board of Directors is authorized and empowered to cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of another corporation, partnership, joint

venture limited liability company, trust or other enterprise against any and all liabilities asserted against him/her and incurred by him/her in any such capacity whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of the *Wisconsin Statutes*.

ARTICLE VII

Fiscal Year

7.1. Fiscal Year. The fiscal year of the Corporation shall be a calendar year.

ARTICLE VIII

Seal

8.1. Seal. The Corporation does not have a Corporate Seal but the Board of Directors may provide for the adoption of a corporate seal which shall have inscribed thereon the name of the Corporation, the State of Incorporation and the words "Corporate Seal."

ARTICLE IX

Amendment

9.1. Amendment. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3rds) of the Board of Directors at any annual or special meeting of the Board of Directors.

9.2. Specific Action Requirements. In the event that these Bylaws require amendment to satisfy any requirements of the Internal Revenue Service, the Bylaws may be amended to the extent so required by majority vote of the Board of Directors.

ARTICLE X

Officers and Directors; Transaction with Corporation

10.1. Transactions with the Corporation. The Board of Directors may from time to time authorize transactions by Directors, officers and employees with the Corporation subject to such requirements as may be set forth in any Conflict of Interest Policy then in place at the direction of the Board of Directors. The Corporation shall not authorize lending money and granting credit of the Corporation to or for the personal use of Directors, officers and employees.

10.2. Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Members, Directors or any other corporation, firm, association or entity in which one or more of the Corporation's Member or Directors are members, directors, officers, employees or are otherwise financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction or because such Director or Directors votes are counted for such purpose, if: (1) the fact of such relationship or interest is disclosed to or otherwise known to the Board of Directors which authorizes, approves or ratifies the contract or transaction by a vote or consent

sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum of a meeting of the Board of Directors in which such contract or transaction is approved.

ARTICLE XI

Limitations and Dissolution

11.1. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization (i) exempt from Federal income tax under § 501(a) of the Code as an organization described in § 501(c)(3) thereof, (ii) contributions to which are deductible under § 170(c)(2) of the Code, and (iii) classified as other than a private foundation under § 509(a)(1)-(2) of the Code.

11.2. Prohibition Against Sharing in Corporate Earnings. No Director, officer, employee, or representative of the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Corporation or the reimbursement of expenses incurred by any such person on behalf of the Corporation, in connection with affecting any of the purposes of the Corporation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

11.3 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the debts and liabilities of the Corporation, dispose of all the assets of the Corporation exclusively as provided in the Corporation's Articles of Incorporation.

ARTICLE XII

Non-Discrimination

12.1. Non-Discrimination. The Corporation shall not deny or refuse any individual for the sole reason of age, race, creed, color, disability, marital status, sex, national origin, ancestry, sexual orientation, arrest record or conviction record, the services and activities the Corporation provides to accomplish the Corporation's purpose as set forth in the Corporation's Articles of Incorporation and the Application for Recognition of Exempt Status (Internal Revenue Service Form 1023).