

CANBY JUNIOR BASKETBALL, INC.

ARTICLE I Name and Status

The name of this organization shall be the “Canby Junior Basketball Inc.”, hereinafter referred to as “CJB”, which is organized as an Oregon nonprofit corporation in accordance with the Oregon Non-profit Statutes. CJB shall maintain its status as an Oregon nonprofit corporation.

ARTICLE II Purpose of CJB

The purpose of CJB shall be to teach, govern, promote, encourage, and educate all aspects of the game of basketball while providing recreational and competitive basketball opportunities, and promoting member participation in all phases of the program. A primary aim of this organization shall be to develop fundamental skills, self-confidence, self-worth, and team cooperation in an atmosphere that is safe, competitive and fun and stresses full participation.

ARTICLE III Participation

Section 1. Participation of the players in this program will be for those grades 1st through 8th and shall be restricted to those players who attend or reside within the boundaries of the Canby School District. Exceptions may be granted to Competitive-level players residing outside of CSD boundaries who do not have access to a home-based Competitive program.

Section 2. CJB shall provide insurance for each player participating in the basketball program.

Section 3. CJB will ensure that each coach is provided equipment and resources necessary to assist him or her in coaching. Coaches will be required to register and participate in a background check.

ARTICLE IV

Voting Membership

Section 1. Voting membership of CJB shall be restricted to the Board of Directors, coaches, assistant coaches and one adult family member per child whose child(ren) participated in the program the previous year, or who are participating in the current year's program, all of whom are herein after known as "members". Exceptions will be addressed when a conflict of interest in the vote is noted by the Board of Directors.

Section 2. Voting rights of the members will be limited to the annual election of new officers. The Board of Directors shall make all other decisions.

Section 3. Any member of CJB or adult who resides within the Canby School District Boundaries is entitled to run for an elected office on the Board of Directors.

ARTICLE V

Membership, Voting, Dues and Participation

A. Membership. Members of CJB shall consist of one adult family member representing each registered participant in the CJB program, including coaches and assistant coaches of each team in the preceeding season, and such other persons as may be designated annually as members of the Board of Directors (with a maximum of 2 per family). Membership shall be determined as of the registration deadline for participants in grades 1 through 8 and shall not be updated until the next succeeding registration deadline for those grades.

B. Dues. The Board of Directors of CJB shall review the financial status of CJB annually and shall determine whether participants are to be assessed dues and if so, the amount and payment thereof. The Board of Directors may, in its sole and absolute discretion, waive and/or modify the payment of dues for any participant, or terminate the participation of any participant for nonpayment of dues.

C. Participation . Any child within the geographic areas served by CJB meeting the grade requirements as established by the Board of Directors shall be eligible to participate. Each member of CJB is invited to attend the membership meetings of CJB and meetings of the Board of Directors to make suggestions regarding the administration and execution of CJB's program(s). The Board of Directors of CJB may, in their sole and absolute discretion, terminate the participation of any participant or member.

D. Competitive Basketball . The Competitive League shall be organized under the CJB umbrella and shall be financially assisted by the increased fees for the participants in the Competitive League(s).

ARTICLE VI

Meetings of CJB Members

A. Place. Board meetings (to which all Members of CJB are invited) shall be held at such locations as designated in the meeting notices.

B. Annual Meeting. CJB shall conduct an annual meeting of the members during the month of May, at which meeting the members shall elect a Board of Directors. The members of CJB shall conduct other business as deemed necessary at the annual meeting. Written notices stating the place and hour of the annual meeting shall be distributed no less than ten (10) days nor more than fifty (50) days before the date of the meeting.

C. Other Meetings of Members. In addition to the annual meeting, CJB members shall hold such meetings at such place and at such date and time as shall be determined by the Board of Directors. Notices stating the details the meeting shall be delivered within (30) days of the meeting.

ARTICLE VII

Directors

A. Number and Election.

At the Annual Meeting, members of CJB shall elect a Board of Directors consisting of no fewer than ten (10) nor more than fifteen (15) Directors. Candidates shall run for one or more specific position(s) on the board (as listed below), and members shall vote to fill each position on the Board. The candidate with the

largest number of votes for their specific position shall be declared the winner.

Each member shall be entitled to one (1) vote for each position on the Board. The election will be administered by the President and one outgoing Board Member.

B. Non-voting Members of the Board

The Board may, in its discretion, preclude Board Members from votes that present a conflict of interest, which may or may not include the Canby HS Head Coaching Staff.

c. Duties and Terms. The business and affairs of CJB shall be managed by the Board of Directors. All Directors elected shall hold office from the date of their election **at the annual meeting each May.** Directors shall serve a term of office of two (2) years commencing at the close of the meeting in which they were elected, and ending at the Annual Meeting of the second year of their term. Terms will be staggered. Beginning with the elections for the year 2020-2021, the offices of President, Secretary, Scheduling Director, Communications Coordinator, Boys' Competitive Coordinator, In-Town Coordinator and Equipment Manager shall be elected for a 1 year term, the remaining offices will expire and be up for election for their full 2 year term in 2021. Terms will be staggered ongoing as identified above with the listed positions expiring terms in odd years, and the others expiring in even years.

D. Indemnity.

CJB shall indemnify and hold harmless the officers and board members of CJB for liability and related expenses under ORS 60.387 - 60.414., except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for intentional torts, gross negligence or gross misconduct in the performance of their duty. The foregoing right to indemnification shall not be deemed to exclude any

other rights to which any officer or Director or employee may be entitled apart from the provisions of the section.

E. Nomination of Candidates for the Board.

At least 7 days prior to the annual meeting of the members, the Board of Directors shall propose a slate of candidates by position to be considered for the election to the Board at the annual meeting.

Nominations may also be made by the members leading up to and/or at the annual meeting and shall not be limited to the slate of candidates proposed by the Board.

F. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the remaining Directors provided that the number of affirmative votes is no less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A Directorship to be filled by a reason of an increase in the number of Directors shall be filled only at an annual meeting of members or at a special meeting of members specifically called for that purpose.

G. Meetings of the Board. A regular meeting of the Board shall be held each year promptly after the annual meeting of the members of CJB.

Other regular meetings of the Board shall be held at such times and places as determined by the Board.

Special meetings of the Board may be called from time to time by the President or any Director on no less than forty-eight (48) hours notice to each Director. Any business may be transacted at a special meeting of the Board.

H. Quorum and Voting. A minimum of five shall constitute a quorum for a transaction of business. The act of majority of the Directors present at

a meeting at which a quorum is present shall be the act of the Board of Directors.

I. Notices. Notice of place, date and time of special meetings of the Board of Directors may be by telephone or in writing, which may include electronic mail, delivered to each Director personally or left at his residence address or usual place of business. Neither the business to be transacted nor the purpose of any special meeting need be stated in the notice. No notice need be given of any regular meeting of the Board of Directors. The Directors may adjourn from any meeting from day to day. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

J. Removal. All or any number of the Board of Directors may be removed from office by a vote of a majority of the members of CJB present at a meeting duly called for that purpose whenever, in the judgment of such members, the best interests of CJB would be served.

ARTICLE VIII

Committees

The Board shall establish areas of responsibility to be allocated amongst them, to include the maintenance of CJB equipment, publicity, technical advice, scheduling of meeting of CJB, scheduling of clinics, scheduling of games and practices, registration, referee selection and scheduling and such other matters as are necessary. The Board may also create committees to report to the Board or specific board members on various matters relative to the affairs of CJB.

**ARTICLE IX
AMENDMENT OF THE BYLAWS**

A summary of all proposed amendments, repeals or alterations of all or any part of these Bylaws shall be given to the members of CJB at least twenty (20) days prior to a membership meeting.. The Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the Board Members at which a quorum is present.

**ARTICLE X
DISTRIBUTION OF PROPERTY UPON DISSOLUTION**

In the event of dissolution or final liquidation of CJB, after all outstanding claims and debts have been satisfied, the remaining property of CJB shall be distributed to the Canby School District or such other nonprofit organization as may be selected by the Board.

**ARTICLE XI
OFFICERS**

The Board of Directors of CJB shall select a minimum of President, Vice President, Secretary, and Treasurer. The election of these officers shall take place at the annual meeting of the Board, with responsibilities being assumed promptly upon election. The duties of the officers shall be:

A. Executive Board

1. President. The President shall preside at all meetings of the Board and

membership shall have general charge of and control over all of the general affairs of CJB, subject to the Board. The President shall be authorized to represent CJB in such appearances as may be required of CJB during his/her term of office. The President shall also supervise the making of any contract or other instruments necessary in the general conduct of the business and affairs of CJB with the approval of the Board, under the guidelines established in the policies and procedures.

2. Vice President. The Vice President shall perform such duties as shall be assigned by the Board and, in the case of a death, disability of absence of the President, shall perform and be vested with all the duties and powers of the President until the president resumes his/her duties or the President's successor is elected by members of the Board.

3. Secretary. The Secretary shall keep a record of the proceedings of the membership and the Board. The Secretary shall make such reports to the Board and members of CJB as may be required of him/her by the Board. The Secretary shall also perform such other duties, as the Board shall delegate to the Secretary.

4. Treasurer. The Treasurer shall have custody of all financial books, records, and papers of CJB. Treasurer shall make such reports to the Board, the members of CJB, and the federal regulators as may be required of him/her by the Board. This shall include filings regarding corporate and nonprofit status and the payment of compensation to referees. The Treasurer shall keep account of all the moneys of CJB received or disbursed and shall deposit all the moneys in the name of and to credit of CJB in such banks and depositories as the Board shall designate, subject to withdrawal in the manner herein set forth, and subject to the control of the Board. The Treasurer shall issue a Treasurer's report at each Board meeting and at such other times as may be required by the Board. The Treasurer shall also perform such other

duties, as the Board shall delegate to the Treasurer.

B. Additional Board Positions

1. Scheduling/Facilities Coordinator.
2. Registrar.
3. Communications Coordinator.
4. Girls Competitive Coordinator.
5. Boys Competitive Coordinator.
6. Referee Coordinator.
7. In-Town League Coordinator.
8. Developmental League Coordinator.
9. Equipment Manager.
10. Members at Large. The Officers may at any time elect two (2) members at large.

C. Non Elected Board Members

1. Canby High School Boys' Head Basketball Coach.
2. Canby High School Girls' Head Basketball Coach.

ARTICLE XII EXECUTION OF INSTRUMENTS AND WITHDRAWAL OF FUNDS

The Board may prescribe the manner in which and by whom certain instruments are executed. The Board shall adopt appropriate controls for the withdrawal and expenditure of CJB funds. CJB shall use an internal control procedure of dual check signing for any amounts that exceed \$500.

ARTICLE XIII
RULES AND PROCEDURES OF CJB

CJB may have separate documents that describe its rules and procedures related to coaching, registration, team formation, and grievances not contained in this document. These rules are available upon request from the Secretary.

These bylaws were amended, approved and adopted on _____, 2019