

Portsmouth Youth Basketball Proposed Bylaws

Article I **Name:** The name of the Corporation shall be Portsmouth Youth Basketball (PYB)

Article II **Purpose**

- A. **Mission:** Portsmouth Youth Basketball (PYB) is a non-profit organization with the mission of providing boys and girls (grades 2-8th) with fundamental basketball skills and drills to enhance and improve a player's game in a positive environment of sportsmanship and teamwork.
- B. No part of the income or assets of this corporation shall inure to the benefit of any private individual or member.
- C. The corporation shall have no capital stock, its object and purpose being of a benevolent character, and not for individual pecuniary gain or profit to its members.
- D. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

Article III **Membership:** The Board shall constitute the membership of the Corporation and may establish procedure and requirements for additional membership in the Corporation.

Article IV **Board of Directors**

- A. **Management:** The Board shall be the governing body with full legal authority and responsibility for the management of the Corporation. The Board shall take final action on the overall budget and major plans and policy decisions. It shall be responsible for the administration of the Corporation and its resources.
- B. **Number:** The Board shall consist of the officers (4) and additional Directors. The total number of directors, not including officers, shall not exceed 12.
- C. **Term:** The term for each director shall be two years, from January 1 to December 31.
- D. **Election:** Directors shall be elected by a majority of the current Board at the November meeting.
- E. **Resignation:** A Director may resign at any time with written notice to the President or the Board.
- F. **Removal:** A Director may be removed by a majority vote of all the Board at a properly noticed meeting.
- G. **Vacancies:** Vacancies may be filled at any meeting by a majority **vote** of the Board. The new Director shall complete the vacating Director's term.
- H. **Quorum:** A majority of the Board at any meeting shall constitute a quorum.

- I. **Proxies:** Written or e-mailed proxies shall be accepted for any properly scheduled meeting.
- J. **Action without a meeting:** The Board may take action without a meeting with a 2/3 majority vote by phone, e-mail or U.S. Mail, provided a reasonable effort has been made to contact all Directors. Removals may only take place at an actual meeting of the Board with a quorum present, but proxies shall be accepted.
- K. **Absences:** Any Board member having three (3) consecutive unexcused absences shall be asked to review their commitment. Any further unexcused absence will require that the member submit, in writing, to the Secretary of the Board, their resignation or a reaffirmation and commitment to fulfill their responsibilities.
- L. **Duties of the Board:** The Board shall:
 - a) Elect the officers and directors of the PYB by a majority at any meeting
 - b) Amend the by-laws of PYB by a 2/3 majority at any meeting.
 - c) Establish and amend the policies and procedures by a 2/3 majority at any meeting.
 - d) Authorize expenditures of funds except those authorized by the President by a majority vote at any meeting.
 - e) Reprimand, suspend or remove any coach with or without cause by a majority vote of the directors at any meeting.
 - f) Reprimand, suspend or remove any player/parent for cause by a majority vote at any meeting.
 - g) Act on any other issues in the best interest of PYB.
- M. **Conflict of Interest:** No Board member or immediate family member (mother, father, brother, sister, children or spouse) shall engage either directly or indirectly in business for compensation with the Corporation in any manner without prior Board approval.
 - a) No employee or their immediate family member (mother, father, brother, sister, children or spouse) shall hold more than one position as an officer, unless an exception is voted by the Board on the recommendation of the Nominating Committee.
 - b) Each Board member shall annually sign a conflict of interest statement in a form as prescribed and determined by the Board of Directors.

Article V **Meetings**

- A. **Annual Meeting:** The Annual meeting of the Corporation shall take place no more than 7 months after the end of the fiscal year at a time and place designated by the President.
- B. **Regular Meetings:** The Board shall conduct regular meetings no less than 6 times per year. The time and place shall be fixed by the Board.
- C. **Special Meetings:** The President, Vice President, or any five (5) members of the Board may call for a special meeting. Notice of a special meeting shall be communicated by the Secretary to each and every Board member. Such notice must be at a minimum of ten days made by phone, e-mail or U.S. Mail.

Article VI **Officers**

- A. **Number of Officers:** There shall be four officers of the corporation. The President, the Vice President the Secretary and the Treasurer.

- B. **Eligibility:** No person other than a Board member shall be eligible for election as an Officer.
- C. **Nominations:** Nominations shall be presented to the Board by the Secretary at the regular February meeting for election to the Board of the March meeting.
- D. **Election and Term:** Officers shall be elected for a two-year term at the November meeting by a majority of the Board. The terms of each office shall be January 1 to December 31.
- E. **Assumptions of Duties:** All officers shall assume the responsibilities of the offices to which they are elected on January 1 following their election in November.
- F. **The President Responsibilities:**
 - a) Preside over all meetings or appoint a Vice President to run a meeting in his/her absence.
 - b) Be the official spokesman of the Corporation.
 - c) Appoint Board members to work on special projects for the corporation.
 - d) Authorize expenditures of up to \$200 without Board approval.
- G. **The Vice President Responsibilities:**
 - a) Supervise the Programs to ensure the effective adherence to the policies of PYB
 - b) Assist in the overall management of the PYB.
 - c) Perform other duties at the direction of the President and the Board.
- H. **The Treasurer Responsibilities:**
 - a) Receive and pay all monies due or paid to PYB.
 - b) Disburse funds to pay bills authorized by the President or the Board.
 - c) Have custody of all funds of the corporation and deposit the same in the name of PYB in such bank(s) as the Board may direct.
 - d) Prepare and distribute an accurate accounting of all monies to the Board at the annual meeting and more frequently as directed by the Board.
 - e) Prepare an annual budget.
- I. **The Secretary Responsibilities:**
 - a) Prepare, maintain and distribute appropriately the minutes of all Board meetings.
 - b) Assist the President in the preparation of meeting agendas and notify all Board members of meetings.
 - c) Take nominations for Board positions and present to the Board at the October meeting.
- I. **Resignations:** An officer may resign any time by giving notice to the President or Board.
- J. **Removal:** Any officer may be removed by a majority vote of the Board at any meeting, provided ten days notice was served whether orally or in writing. Written proxies shall be accepted.
- K. **Vacancies:** Vacancies may be filled at any meeting by a majority vote of the Board. The new officer shall complete the vacating officer's term.

Article VI **Committees**

- A. **Standing Committees:** The following Standing Committees shall be appointed annually: Executive, Coaches, and Tournament.
- B. **Special Committees:** The President of the Board may appoint special purpose committees as are required. At the time of appointment of the committee shall be charged with their specific responsibilities, terms and methods of appointment of members.
- C. **Membership:**
 - a) Standing Committees may be composed of Board members and community members.
 - b) Each standing committee shall be composed of not less than two (2) Board members.
 - c) The President shall be an ex-officio member of all committees. In such capacity, he/she shall have all the rights and privileges of regular committee members.
- D. **Executive Committee:**
 - a) Chairperson: The President of the Board shall be the Chairperson.
 - b) Committee Members: The Committee shall consist of the officers of the Corporation and at least one other Board member appointed by the Chairman.
 - c) Purpose: To assist the President in his/her role of managing and coordinating the various committees and overall operations of the Corporation.
 - d) Responsibilities and Duties:
 - 1. Act in emergency situations when action must be taken between Board meetings. Any action taken by the committee and not expressly authorized by the Bylaws must be submitted to the Board for ratification.
 - 2. Make decisions and take actions authorized by the Board.
 - 3. Prepare recommendations for Board action.
 - 4. Review annually the Bylaws and make recommendation concerning them to the Board.
 - 5. Review and accept the annual budget.
- E. **Coaches Committee:**
 - a) Chairperson: The Chairperson shall be appointed by the President of the Board of Directors.
 - b) Committee Members: the Chairperson shall appoint the other members of the Committee with the participation and concurrence of the President of the Board.
 - c) Purpose:
 - 1. TBD
 - d) Responsibilities and Duties:
- F. **Tournament Committee:**
 - a) Chairperson: The Chairperson shall be appointed by the President of the Board of Directors.
 - b) Committee Members: the Chairperson shall appoint the other members of the Committee with the participation and concurrence of the President of the Board.
 - c) Purpose:
 - 1. TBD
 - d) Responsibilities and Duties:
 - 1. TBD

Article VIII **Miscellaneous**

- A. **Fiscal Year:** The fiscal year of the corporation shall be September 1 to August 31.
- B. **Amendment of the By-law:** The by-laws of the corporation may be amended by a 2/3 vote of the Board at any meeting with a quorum present.
- C. **Indemnification:** The corporation shall indemnify and hold harmless each member of the Board of Directors, each officer of the corporation, and any corporate member from any and all claims, demands, and actions asserted against such persons as the results of acts or omissions made by such persons as members of this corporation, members of the Board of Directors of this corporation, or officers of this corporation, or otherwise in connection therewith; but no indemnification shall be provided for acts or omissions which are unlawful, constitute intentional wrongdoing or gross negligence.
- D. No substantial part of the activities of the Corporation shall be carrying on propaganda, otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
- E. Upon the dissolution of this organization, assets shall be distributed fro one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or 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.