

**Constitution &
Bylaws
of
Blue Thunder
Basketball**

As adopted on XXX, 2016

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Blue Thunder Basketball

Constitution and Bylaws

(as adopted on April XX, 2016)

Article I – Name and Affiliation

1.1 Name

This organization shall be known as Blue Thunder Basketball, hereafter referred to as the “Association”.

Article II – Purpose and Objective

2.1 Purpose

The Association is organized exclusively for charitable and educational purposes, including for such purposes, fostering amateur sports competition and supporting and developing amateur athletes for that competition, and the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section(s) of any and all future federal tax code(s).

2.2 Objective

The objective of this Association is to establish organized amateur basketball with ultimate objectives of social, physical, mental, and moral development of children aged 7 to 12 years. A program of friendly competition with the goal of educating players about sportsmanship, teamwork, fellowship, courtesy, discipline, and integrity will be established.

Article III – Location

3.1 Location

The registered office of this Association in the State of Alaska, shall be in the City of Wasilla, Borough of Matanuska-Susitna. The Association may have such other offices, either within or without the State of Alaska, as the Board of Directors may determine. The registered office of the Association shall be maintained in the State of Alaska at all times and shall be changed only upon the action of the Board of Directors.

Article IV – Membership and Voting

4.1 Association Membership

All children meeting the requirements of age and residence set forth in the Bylaws of the Association, or any participating adults or parents of Association players, shall be eligible for membership.

4.2 Elections

Any adult who is an Association member shall have one (1) vote in the election process for positions of Board of Director members.

4.3 Voting

Other than elections, the Association shall have no voting members. The management and affairs of the Association shall be at all times under the direction of the Board of Directors, whose operations in governing the Association shall be defined by statute and by these Bylaws. No Director shall have any right, title, or interest in or to any property of the Association.

Article V – Board of Directors and Officers

5.1 Board of Directors

The Board of Directors of this Association shall be elected by majority vote. The Director positions of office shall include: President; Vice President(s), Secretary; and Treasurer.

5.2 Officers

The Officers of the Association shall consist of the following Directors: President; Vice President(s), Secretary, and Treasurer.

5.3 Term

Our Directors will be elected to a perpetual term. Each director shall hold office until his/her term expires and his successor has been elected and qualified.

5.4 Board Position Duties

The duties of the Directors shall include, but not be limited to, the following:

5.4.1 President

- Preside at all meetings of the Association.
- Conduct the affairs of the Association and execute the policies as

established by the Association's Bylaws.

- Investigate complaints, irregularities, and conditions detrimental to the Association and report thereon to the Board of Directors as necessary.
- Procure team and Association insurance.
- Secure vendors and order all supplies and equipment per budget allocations.
- Make final approval of all coach applicants.
- Shall have authority to take immediate disciplinary action against any Coach, Manager, or Association member for any serious violations of these Bylaws as determined by the Board of Directors.

5.4.2 Vice President(s)

- Shall act as an aide to the President.
- Coordinate the recruitment and selection of managers and coaches.
- Shall be in charge of election of Directors for the new Board.
- Responsible for player and coach development and in such capacity shall arrange clinics for players, coaches, and/or administrative personnel as determined by the Board of Directors.
- Recognize that the Association must remain and a constant state of revitalization and growth and shall ensure a constant flow of information to the Board to identify and address weak areas of player development.
- Responsible for activities concerning the registration process.
- Responsible for securing practice facilities.

5.4.3 Secretary

- Act as an aide to the President.
- Maintain the Association's Bylaws.
- Responsible for all publicity-related activities including, but not limited to, newsletters, placement of information in local newspapers and school newsletters.
- Maintain records of business transacted at each meeting and provide a copy of the minutes to the Board of Director members at the next regularly-scheduled meeting.
- Responsible for recording the activities of the Association and maintain appropriate files, mailing lists, and necessary records.
- Supervise team pictures.
- Secure lodging and other needs required for team travel.

- Conduct all Association correspondences not otherwise specifically delegated and shall be responsible for carrying out all orders, votes, and other resolutions that are not otherwise committed.
- Maintain a running history of the Association.

5.4.4 Treasurer

- Shall receive and distribute all funds of the Association as authorized by the Board of Directors.
- Shall keep financial records.
- Prepare a monthly report of all financial transactions.
- Shall be responsible for all fundraising activity including, but not limited to, any and all fundraising programs and sponsorships.
- Locate and secure sponsorships and grants from individuals and businesses.
- Shall be responsible for prompt payment of Association insurance bills.
- Shall maintain a running history of the Association's financial records.
- Shall create and maintain a budget for all Association expenses.

5.4.5 Public Relations Director

- Recognize that the association must remain and a constant state of revitalization and growth and shall ensure a constant flow of information to association Board to identify and address weak areas of association operations.
- Develop and operate fund-raising and sponsorship programs as directed by the Board of Directors.
- Locate and secure sponsorships and grants from individuals and businesses.
- Prepare recruiting drive materials including advertisements for local newspapers and cable stations. Also will prepare flyers for distribution at schools, businesses, and other public places.
- Act as official spokesperson for all PR related matters.
- Prepare a monthly newsletter to be displayed on web site.
- Assist with maintaining association web site.
- Perform other duties as prescribed by the Executive Board.

5.4.6 Equipment Manager

- Locate sources for purchasing quality equipment at reasonable prices.

- Shall inspect and inventory all equipment before the start of the season and provide an inventory report to the Executive Board along with a list of items needed.
- After the Executive Board has approved the budget and the necessary purchases, the Equipment Manager shall order the equipment early enough to receive them by the start of the season.
- Responsible for arranging a site for equipment distribution. He/she will coordinate the equipment distribution with the Coaches and Board Members.
- Responsible for coordinating the collection of the equipment at the end of the season along with the Coaches and Board Members.
- Attend all scheduled meetings and vote on motions. If unable to attend a meeting or function, he/she must notify the President or Secretary.
- Perform other duties as prescribed by the Executive Board.
- Responsible for the safe and effective operation of the organization.

5.4.7 Uniform Manager

- Locate sources for purchasing quality uniforms at reasonable prices.
- After the Executive Board has approved the budget and the necessary purchases, the Uniform Manager shall order the equipment early enough to receive them by the start of the season.
- Responsible for arranging a site for uniform distribution. He/she will coordinate the equipment distribution with the Coaches and Board Members.
- Attend all scheduled meetings and vote on motions. If unable to attend a meeting or function, he/she must notify the President or Secretary.
- Perform other duties as prescribed by the Executive Board.
- Responsible for the safe and effective operation of the organization.

5.4.8 Fundraising Coordinator

- Responsible for locating sources for fundraising events.
- Submit information on the most reasonable and profitable events to the Board of Directors for approval.
- After an event has been approved, the Fundraising Coordinator shall plan the event, place orders, make arrangements, distribute products or information, and maintain necessary records.
- Record all monies collected, provide receipts as needed, and turn in all monies received to the Treasurer in an expedient manner.

- He/she will work closely with the Treasurer and the Executive Board in order to produce the funds needed to meet the goals and needs of the organization.
- Attend all scheduled meetings and vote on motions. If unable to attend a meeting or function, he/she must notify the President or Secretary.
- Perform other duties as prescribed by the Executive Board.
- Responsible for the safe and effective operation of this organization.

5.4.9 Other Positions

- It shall be the duty of the elected Directors to appoint qualified people for other positions as necessary for the operation of the Association.

5.5 Election of Board of Directors

When necessary, the President will call a meeting with the members to elect new Board of Director members. New members will be determined by a majority vote. Results of the voting will be announced on the Association's web site.

5.6 Disciplinary Action

Disciplinary action against a Board Director, coach, manager, or Association member will only be considered if a written request is presented to the Board of Directors at least one week prior to a scheduled Board meeting. Written notice of impending action, or any action taken by the President, must be given to the charged individual and Board members prior to the Board meeting at which time the action will be discussed. The charged individual will be allowed to speak on his/her behalf at the Board meeting. Final discipline or removal from a position requires a two-thirds vote of the attending Board members.

5.7 Vacancies

Vacancies occurring in elected offices before the expiration of the term shall be appointed by the President with the approval of a two-thirds vote of the remaining Board of Directors.

Article VI – Meetings

6.1 Annual Meeting

An Annual Meeting will be held for the purpose of conducting the election of Directors. If any positions are not filled by election, the President may fill these positions by appointment with the approval of the elected Board members.

6.2 Notice of Meeting

At least seven (7) days in advance of each Board meeting, notice of the meeting shall be given to the members in such a form as authorized by the Board of Directors.

6.3 Special Meetings

Special meetings may be called by the Board of Directors or the President at their discretion. Upon written request of at least five (5) Association members, the President shall call a special meeting to consider a specific request.

6.4 Transaction of Business

Meetings of the Board of Directors shall be held as required for the transaction of business after all Board members have been notified of the time and place. A majority of Board members, one plus half of the current number of Board members, must be present at a meeting to constitute a quorum for the purpose of transacting business. Any member may submit an absentee Proxy Vote in writing. Any matters not specifically addressed in these Bylaws will follow the guidelines set forth in *Robert's Rules of Order* parliamentary procedures as addressed in Article XI.

6.5 Absence and Negligence

Any Board member absent from three (3) consecutive regular monthly board meetings or otherwise negligent in the performance of his/her duties is subject to removal from office at the discretion of the Board of Directors.

Article VII – Finances

7.1 Fiscal Year

The fiscal year for the Association shall begin on the 1st day of January and end on the 31st day of December in each calendar year.

7.2 Financial Recordkeeping

The Association 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 having any of the authority of the Board of Directors, and shall also keep at its registered office a record giving the names and addresses of the members entitled to vote. All such books and records shall be made available for inspection by any member, or his agent or attorney, for any proper purpose at any reasonable time at the registered office of the Association. Upon request of any member, the Association shall furnish such member with a statement showing the financial results of all operations and transactions affecting income and surplus

during its last annual accounting period, and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

7.3 Registration Fees

Registration and sponsor fees will be determined by the Board of Directors in a meeting before each season's sign-ups. The fees shall be initiated to defray the operating expenses of the Association. Deferred payments may be approved by the Board of Directors in the event of hardship situations.

7.4 Equality

The Board of Directors shall decide all matters pertaining to the finances. No individual team shall have an advantage over any other team in regard to expenditures.

7.5 Authorization

Checks will be signed by the Treasurer. All payments will be pre-approved by the President prior to payment. No one person can approve payment and sign a check for any given disbursement. No expenditure or Association commitment over two hundred fifty (\$250.00) dollars will be made without prior Board of Director approval.

7.6 Federal and State Reporting Requirements

The Treasurer shall be responsible for annually filing all required Federal (IRS) and State Information returns. These returns are public information and shall be made available upon request.

7.7 Audit

The Treasurer's books shall be audited after the end of the fiscal year or more often if the Board of Directors so desires. The auditor shall be a designee of the Board of Directors. The extent of the audit is at the discretion of the Board of Directors and the results will be reported to the Board of Directors.

7.8 Financial Assistance

Relief from registration fees can be requested via a written request presented to the Board of Directors for review.

7.9 Disbursement

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, Directors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions for Association purchased items and for reimbursements to Board members and coaches for expenses incurred on behalf of the Association.

7.10 Insurance

A group type accident insurance obtained by and in the name of the Association shall cover each participant in tournament play, practice, and travel. Player's parent or guardian shall be required, prior to participating in any league play or practice session, to sign a medical/dental emergency consent form.

Article VIII – Committees

Committees shall be appointed by the President and/or Board of Directors as required to conduct business of the Association.

8.1 Standing Committees

8.1.1 Special Committees

The Board of Directors may form special committees if deemed necessary. The President shall be an ex-officio member of all committees.

Article IX – Political Activities

9.1 Political Activities Policy

No part of the activities of the Association shall be carrying on of propaganda, or otherwise attempting to influence legislation. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Constitution, the Association shall not carry on any other activities. Notwithstanding any other provision of this document, the Association shall not carry on (a) any other activities not permitted to be conducted by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any and all future federal tax codes, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article X – Indemnification

10.1 Directors and Employees

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

10.2 Assignment

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

10.3 Policy Amendments

This Article constitutes a contract between the Association and the indemnified Directors and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XI – Parliamentary Authority

11.1 Robert’s Rules of Order

The rules contained in the current edition of *Robert’s Rules of Order* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

Article XII – Conflicts of Interest

12.1 Conflict of Interest Policy

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any Association, trust, partnership, limited liability entity, firm, person or other entity other than the Association.

No Director of the Association shall be disqualified from holding any office in the Association by reason of any interest in any concern. A Director of the Association shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the Association has an interest in the concern with which such transaction is entered into, provided:

- The interest of such officer or director is fully disclosed to the Board of Directors.
- Such transaction is duly approved by the Board of Directors not so interested or connected as being in the best interests of the Association.
- Payments to the interested officer or director are reasonable and do not exceed fair market value.
- No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article XIII – Amendments

13.1 Constitution and Bylaws

This Constitution and Bylaws document shall be adopted or amended by a majority vote of the Board of Directors of the Association at any regular or special meeting. A complete history of the amendments to the Bylaws shall be recorded in the files of the Association and be maintained by the Secretary.

Article XIV – Dissolution

14.1 Association Dissolution

Upon the dissolution of the Association, 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 disposed of shall be disposed of by the Court of Common Pleas or equivalent, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.