# BY-LAWS

# OF

# BURLINGTON YOUTH BASKETBALL ASSOCIATION INC.

# BY-LAWS
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# BY-LAWS

# OF

# BURLINGTON YOUTH BASKETBALL ASSOCIATION INC.

## ARTICLE I
## GENERAL PROVISIONS

**Section 1. Name.** The name of the association shall be **BURLINGTON YOUTH BASKETBALL ASSOCIATION INC.** For purposes of these By-Laws, **BURLINGTON YOUTH BASKETBALL ASSOCIATION INC.** will be hereinafter referred to as the "Association".

**Section 2. Location.** The Association shall have such offices in addition to its principal office in Massachusetts as the Board of Directors or members may from time to time designate. The mailing address is PO Box 347, Burlington MA 01803.

**Section 3. Fiscal Year.** The fiscal year of the Association shall be such as is determined by the Board of Directors.

**Section 4. Membership.** There shall be one class of membership. Any person who wishes to be a member of the Association and who is willing to participate in the efforts of the Association may become a member.

The membership of the Association will include the parents/guardians of the players, the coaches, Board of Directors and adults registered as volunteers who display an interest in the development of athletic ability, basketball skills and good sportsmanship of the children of Burlington Massachusetts.

## ARTICLE II
## DIRECTORS-OFFICERS: ELECTION, POWERS AND DUTIES

**Section 1. Directors and Officers.** The Board of Directors of the Association shall consist of not less than three (3) or more than fifteen (15) Directors. The officers of the Association shall be a President, a Treasurer, a Secretary/Clerk and such other officers as the Board of Directors may in its discretion create by vote of the Board. The Term for each Director or Officer shall be 1 year or until a successor is elected.

To serve as an officer or director of the organization, each individual elected or appointed to fill a vacancy must execute authorization for a CORI check which shall performed not less frequently than annually by the Association and within 30 days of the appointment or election to the office. Upon receipt of the CORI, the Board shall meet to vote to approve the individual for the office. If the results of such CORI demonstrate any item(s) which are or could reasonably be construed to involve the commission of a crime, moral turpitude or otherwise be deemed to adversely impact any minor, the Board shall disqualify such individual from the office and will remove the individual from the office.

**Section 2. Terms of Office; Vacancies.** The Directors, President, Vice-President, Treasurer, and Secretary/Clerk shall hold office, except as otherwise hereinafter provided, until the next annual meeting of members or Directors at which they are regularly elected and until their successors are chosen and qualified. All other officers shall hold office during the pleasure of the Board of Directors. In case a vacancy shall occur from any cause in any office or in the Board of Directors, including a vacancy resulting from enlargement of the Board, the Board of Directors may fill such vacancy by the affirmative vote of a majority of the Directors then in office. Any vacancy in any office or on the Board of Directors may also be filled by the members at any regular or special meeting unless such vacancy shall have been previously filled by the Board of Directors. An officer or Director, so elected by the Board of Directors or the members to fill such vacancy, shall hold office only until the next meeting of the members or Directors at which the office would regularly be filled and until a successor is chosen and qualified.

**Section 3: Elections of Board Members:** In order to be eligible to be elected to the Board, a member must provide a written note of interest in the Director position to the Secretary/Clerk at least 2 weeks in advance of the Annual meeting. The member may express an interest in up to 3 Director Positions in each election. The Secretary/Clerk will generate the ballot from these official notices of interest. The member/candidate does not need to be present during the meeting to be considered for election. If the member fails to notify the Secretary of his/her interest within 2 weeks of the meeting, the member shall be entitled to stand for such election, if a majority of the then Board votes to permit the member to stand for election to the Board. Each candidate may but is not required to submit 1-250 word statement in a form that can be circulated to the membership via email or posted on the website. Each Board member must receive a majority of a quorum of the eligible voting members of the Association.

**Section 4. Removal.** Any officer or Director, may be removed in the manner and subject to the terms and conditions as follows:

**(a)** Directors and officers elected by members, including persons elected by Directors to fill vacancies in the Board or in such offices, may be removed from their respective offices with or without cause by the vote of the majority of the members entitled to vote in the election of such Directors or officers, as the case may be;

**(b)** Officers elected or appointed by the Directors may be removed from their respective offices with or without cause by vote of a majority of the Directors then in office or by a vote of the membership at an Annual Meeting;

**(c)** Any Director, and any officer elected by the members, may be removed from his office for cause by vote of a majority of the Directors then in office;

A Director or officer may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove him. After such hearing, the individual who is the subject of the removal proceeding shall excuse himself, and the remaining members shall vote on the removal. The individual who is the subject of the removal hearing shall not be permitted to vote on his removal. Any Board member may be removed for any of the following: Violation of the Association Bylaws, Violation of State or Federal Law or

regulation, Conduct detrimental or deemed to be not in the best interest of the Association among other reasons in which situation the Director shall be entitled to a removal hearing as set forth above.

Any Director and Officer can be removed for CORI non-compliance and such removal shall be deemed to be a removal for cause and such removal shall be immediate. The Director or Officer may notify the Board of his/her request to have a reinstatement hearing within 2 weeks of automatic removal from the position. Such hearing shall be a reinstatement hearing and the individual seeking reinstatement to the office shall have the burden of proof that such CORI does not involve moral turpitude or conduct which could reasonably be construed to be detrimental to minor(s) or detrimental to the Association. The individual removed may not participate in the vote on his/her reinstatement and such reinstatement shall be subject to a vote 2/3 of a quorum of the Board of Directors.

**Section 5. Resignation.** Any officer or Director may resign his office at any time by written resignation delivered to the Association at its principal place of business or to any other officer of the Association. An acceptance thereof shall not be necessary to make such resignation effective unless so stated in the resignation, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

**Section 6. Board of Directors.** The Board of Directors shall be elected at each annual meeting of the members. The exact number of Directors (within the limits specified in **Section 1 of this Article**) constituting the Board shall be fixed at each annual meeting by the members, provided that by vote of the members at a special meeting called for the purpose the number of Directors may be increased or decreased (subject to said limitation) and provided further that by vote of a majority of the Directors then in office the number of Directors may be increased (subject to said limitation). No vacancy shall be deemed to exist in the Board unless and until the number of Directors in office falls below the number so fixed. The Board of Directors shall have the general management and control of all the property and affairs of the Association and shall exercise all of the powers of the Association, except such as are conferred exclusively upon the members by law or by these By-Laws. Upon termination of the term of office each such Director shall turn over to the Association, all books and records, funds and other materials of the Association within 2 weeks of his/her expiration of the term, resignation or removal from office.

**Section 7. Specific Board positions.** The Board of Directors will assign the following duties to specific Board members. Boys Travel League Director, Girls Travel League Director, Purchasing Director, Fundraising Director, Development Director, Publicity Director, Registration Director, Boys League Scheduling Director and Girls League Scheduling Director. The designation of these titles does not increase the present size of the Board from 13 to a larger number and an individual director may hold more than one of these titles or none of these titles. The duties associated with these titles are as follows:

**BOYS TRAVEL LEAGUE DIRECTOR**

The Boys Travel League Director will be responsible for the overall activities involved in the ASSOCIATION Boys Travel program. These include but are not limited to

recommending Boys Travel Coaches to the Board, providing Travel program status at Board meetings, attending Travel meetings, attending and coordinating player tryouts, coordinating with other Travel programs, verifying CORI forms for all Head Coaches and Assistant Coaches have been submitted, and communicating with the Coaches as needed. The Boys Travel League Director will provide, or deliver through the Vice President, a program status at Board meetings.

**GIRLS TRAVEL LEAGUE DIRECTOR**

The Girls Travel League Director will be responsible for the overall activities involved in the ASSOCIATION Girls Travel program. These include but are not limited to recommending Girls Travel Coaches to the Board, providing Travel program status at Board meetings, attending Travel meetings, attending and coordinating player tryouts, coordinating with other Travel programs, verifying CORI forms for all Head Coaches and Assistant Coaches have been submitted, and communicating with the Coaches as needed. The Girls Travel League Director will provide, or deliver through the Vice President, a program status at Board meetings.

**PURCHASING DIRECTOR**

The Purchasing Director will be responsible for the purchasing of all equipment and uniforms (for players, coaches, and Board members) needed for the program, including any awards for all leagues with feedback from the Vice President and League Directors. The Purchasing Director will provide, or deliver through the Treasurer, a program status at Board meetings.

**PUBLICITY DIRECTOR**

The Publicity Director will be responsible for all communication via local newspapers and other such advertising media. In addition, the Publicity Director will be responsible for updating the Web Site, or appointing a designee to do so, and assisting in the recruitment of sponsors for the Association. The Publicity Director may provide, or deliver through the Secretary, a program status at Board meetings.

**BOYS LEAGUE SCHEDULING DIRECTOR**

The Boys League Scheduling Director will be responsible for the scheduling of all boys Travel games and practices based upon the availability of gyms as identified in the permits approved for the program. The Boys League Scheduling Director will be responsible for scheduling referees and pulling all permits. The Boys Director will also be responsible for registering all boys' teams in their appropriate leagues. The Boys League Scheduling Director may provide, or deliver through the Vice President, a program status at Board meetings.

**GIRLS LEAGUE SCHEDULING DIRECTOR**

The Girls League Scheduling Director will be responsible for the scheduling of all girls Travel games and practices based upon the availability of gyms as identified in the permits approved for the program. The Girls League Scheduling Director will be responsible for

scheduling referees and pulling all permits. The Girls Director will also be responsible for registering all girls' teams in their appropriate leagues. The Girls League Scheduling Director may provide, or deliver through the Vice President, a program status at Board meetings.

**DEVELOPMENT DIRECTOR**

The Development Director will be responsible for creating developmental opportunities for players, coaches and the Program to include, but not be limited to, coach and skill development clinics, summer recreation program, camps, scholarships and related improvements. The Development Director will support, and act as a resource to, Board Directors. The Development Director may recommend Travel Coaches to the Board. The Development Director will provide, or deliver through the Vice President, status reports at Board meetings. Both the BHS varsity boys and girls coaches will be ex officio Development Co-Directors working with the Development Director to help in developing any and all of the above programs.

**FUNDRAISING DIRECTOR**

The Fundraising Director will be responsible for the coordination of all non-registration based monetary activities. This includes, but is not limited to, collecting sponsorship monies, organizing tournaments, and coordinating one or more annual fund-raising events. The Fundraising Director is also responsible for contacting local businesses for the purpose of securing sponsorships. The Fundraising Director will purchase items needed for fundraising events. The Fundraising Director will provide, or deliver through Treasurer, a program status report at Board meetings.

**REGISTRATION DIRECTOR**

The Registration Director will be responsible for organizing and maintaining registration records for players and coaches of all ASSOCIATION Boys and Girls Travel Teams, as well as registration records for other ASSOCIATION events (e.g. clinics, camps, and tournaments), to include the collection of registration fees. The Registration Director will organize and maintain the ASSOCIATION community email list. The Registration Director will maintain and process all CORI forms for coaches, assistant coaches, and Board members. The Registration Director will organize and maintain all forms submitted by coaches, players, and parents (codes of conduct, insurance, etc.). The Registration Director will provide, or deliver through the Secretary, a program status at Board meetings.

**Section 8. Chairman of the Board.** A Chairman of the Board of Directors may be elected or appointed by and from the Board of Directors. If a Chairman shall have been elected or appointed, he shall preside at all meetings of the members and of the Board of Directors at which he shall be present and shall be present and shall have such other powers and duties, if any, as the Board of Directors may prescribe.

**Section 9. Executive Committee: Other Committees.** The Board of Directors may elect at any time from its members an Executive Committee which shall have and may exercise such powers, which may include powers vested in the Board of Directors, as are delegated (to the extent permitted by law) to the Executive Committee by the Board of Directors.

The Board of Directors may also elect at any time other committees, the members of which shall be elected from the members of the Board of Directors, which shall have and may exercise such powers, which may include powers vested in the Board of Directors, as are delegated (to the extent permitted by law) to such committees by the Board of Directors.

The members of the Executive Committee and of any such other committee shall hold office subject to the pleasure of the Board of Directors, and the Board may at any time remove one or more members of any such committee and elect as aforesaid another person in lieu of any member so removed. The Board of Directors may also designate one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of such committee.

Except as the Board of Directors may otherwise determine, the manner of conducting the business of the Executive Committee and of any such other committee, whether at a meeting or otherwise, including the calling of meetings, shall be as determined from time to time by the members of each committee. A majority of the members of each committee in office for the time being shall constitute a quorum for the transaction of business at a meeting, but in the absence of a quorum, less than a quorum may adjourn a meeting to another time without further notice.

**Section 10. President and Vice-Presidents.** The President shall be annually elected by the membership at the Annual Meeting of the members. He/she shall have, subject to the supervision of the Board, general management, charge and control of all the affairs of the Association and may be its chief executive officer. In the absence of a Chairman of the Board of Directors, he/she shall preside at all meetings of the members and of the Board of Directors at which he shall be present. One or more Vice-Presidents may be elected from time to time by the members at the annual meeting. A Vice-President shall have such powers and be charged with such duties, including (to the extent permitted by law) any of the powers and duties of the President, as the Board may prescribe or as the President shall delegate.

The President will preside over all Board Meetings and General Membership Meetings. The President shall be an Ex Officio Member of all standing and appointed committees. The President is charged with overall administration of the Association and ensuring that all elected officials are meeting their responsibilities as outlined in the Article. All Board voting will be executed by Board Officers and Directors. The President shall work with Board Officers and Directors to appoint and assign committees that are deemed necessary for the program. The President will provide a program status at each Board meeting, as needed.

The Vice-President will preside at meetings in the absence of the President and perform other duties as assigned by the President. The Vice-President is also responsible for the review of ASSOCIATION's policies and procedures, along with the corresponding League Directors. The Vice-President will provide a program status at each Board meeting, as needed.

**Section 11. Treasurer.** The Treasurer shall be annually elected by the membership at the annual meeting of the members. He/she shall keep or cause to be kept regular books of account, in conformity with generally accepted accounting principles, and shall report to the Board of Directors on the financial condition of the Association whenever requested to do so by the Board of Directors. He/she shall have custody of all documents of

title and valuable papers of the Association. Subject to the supervision and control of the Board of Directors, he/she shall receive and disburse funds of the Association. One or more Assistant Treasurers from time to time may be appointed by the Board of Directors, with such powers and duties of the Treasurer, as the Board may prescribe or as the Treasurer shall delegate.

The Treasurer will receive all monies, disperse all funds as approved by the Board Officers and Directors, and maintain a current, accurate record of all receipts and expenditures. The Treasurer will have a general knowledge of basic accounting procedures. The Treasurer will present a written financial report at all Annual Meetings and Board meetings, as necessary. All Association monies shall be maintained in a checking account under the name Burlington Youth Basketball Association. All checks shall be signed by the Treasurer and either the President or Vice-President for amounts over $1000. A general ledger accounting of all incomes/expenses incurred during each Board Member's term (April through March) is to be finalized and provided no later than the Annual Meeting for the incoming Board. The Treasurer will be responsible for ASSOCIATION's Federal and State filings, and any other legal activities as designated by the Board. The Treasurer will provide a status update at each Board meeting.

**Section 12. Secretary/Clerk.** The Secretary/Clerk, who shall be a resident of the Commonwealth of Massachusetts, (except that such residence shall not be required during any period in which the Association has a duly appointed resident agent), shall be elected annually by the membership at the annual meeting of the members. He/she shall give notice of and keep minutes of all meetings of the members and (unless the Association has a Secretary) of the Board of Directors, and shall perform all duties commonly incident to his office. The Board of Directors from time to time may appoint one or more Assistant Clerks, with such powers and duties, including (to the extent permitted by law) any of the powers and duties of the Clerk, as the Board may prescribe or the Clerk may delegate. In the event of the absence of the Clerk and Assistant Clerk, if any, from any meeting of the members or, if the Association does not have a Secretary, from any meeting of the Board of Directors, the meeting may appoint a Temporary Clerk to keep the records of such meeting and perform such other duties in connection with that office as the meeting may prescribe.

The Board of Directors may elect a Secretary who shall act as Secretary of the Board of Directors, keep the minutes of all of its meetings held during his term of office and give notice of all such meetings and have and perform such other powers and duties as the Board shall prescribe.

In the event of the absence of the Secretary from any meeting of the Board of Directors, if there is a Secretary at the time, the meeting may appoint a Temporary Secretary to keep the minutes of such meeting and perform such other duties in connection therewith as the meeting may prescribe. . The Secretary will also be responsible for the creation of program forms where needed and keep copies on file.

**Section 13. Miscellaneous Duties and Powers.** In addition to the foregoing specifically enumerated duties and powers, the several officers of the Association shall be charged with such other duties and shall have such other powers (to the extent permitted by law) as may be delegated to them by the Board of Directors or any officer herein authorized so to do or as may be imposed upon them by law.

## ARTICLE III
## MEMBERS' MEETINGS

**Section 1. Annual Meeting.** The annual meeting of members shall be held in every year on the Last Friday in April or a date within 30 days thereof which may be set by the Board of Directors as set forth below (or if that day falls on a legal holiday in the place where the meeting is to be held, on the next succeeding business day) at such hour and place within or without the Commonwealth of Massachusetts as are fixed by the Board of Directors or the President. At such annual meeting, the members shall elect Directors and Officers, hear the report of the Treasurer, and transact such other business as may properly come before the meeting. In the event that for any reason the annual meeting shall not be held as herein provided, a subsequent special meeting of the members shall be held in lieu of and for the purposes of the annual meeting with all the force and effect of an annual meeting and for such other purposes as may be specified in the notice of said special meeting.

**Section 2. Special Meetings.** Special meetings of the members may be called at any time by the President or a majority of the Directors. Special meetings shall be called by the Clerk, or in the case of his death, absence, incapacity or refusal, by any other officer, upon written application of one or more members who hold at least one-tenth part in interest of the capital stock entitled to vote at such meeting, stating the time, place and purposes of the meeting. Special meetings of members may be held at such hour and such place within or without the Commonwealth of Massachusetts as shall be fixed by the Board of Directors, provided that if the Board of Directors shall not fix the hour and place of any special meeting it shall be held at six (6) o'clock P.M. at the principal office of the Association in Massachusetts.

The Board may call a second General Membership meeting in addition to the Annual Meeting. The second General Membership meeting will be determined by the Board and notice of the second General Membership meeting shall be made via the Organization website and/or by email to all members who have provided a valid email address. Website and email shall be the only methods of notice for the Second General Membership meeting each year.

**Section 3. Notice.** A written or printed notice of any annual or special meeting of the members, stating the place, day, hour and purposes therefor, shall be given by the Clerk, an Assistant Clerk or such other person authorized by these By-Laws to call meetings, at least seven (7) days before the date of the meeting (or such earlier date as shall be required by law) to each member entitled to vote thereat or entitled to receive notice thereof, by leaving such notice with the member or at his residence or usual place of business or by mailing the same, postage prepaid, addressed to him at his address as last recorded on the books of the Association or by sending it to the member at a specifically designated email address. It shall be the duty of each member to notify the Association of his post office address or email address.

**Section 4. Quorum.** At any meeting of the members a majority of the members of record in person, shall constitute a quorum for the transaction of business. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question or by either the President or Clerk, whether or not a quorum is present, and the meeting may be held as adjourned without notice. At any such adjourned meeting at which a quorum shall be

represented, any business may be transacted which might have been transacted at the meeting as originally called.

**Section 5. Vote Required.** If a quorum is represented at the meeting, the affirmative vote of the holders of a majority of the members at the meeting shall be sufficient to transact any business unless the matter is one upon which by express provision of law or of the Articles of Association or By-Laws of the Association, as amended, a different vote is required or permitted, in which case such express provisions shall govern. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election.

**Section 6. Method of Voting.** Every member shall have one vote at such meeting or at any adjournment thereof for each share held of record by such holder on the date fixed by law or by action of the Board of Directors for determination of members entitled to vote at such meeting. No proxy which is dated more than six months before the meeting named therein shall be accepted. Except as otherwise limited therein, proxies shall entitle the persons, who are authorized to vote thereby, to vote at any adjournment of such meeting, but no such proxy shall be valid after the final adjournment of such meeting. All proxies shall be filed with the Clerk at the meeting, or at any adjournment thereof, before being voted.

**Section 7. Action Without a Meeting.** Any action to be taken by members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of members. Such consents shall be treated for all purposes as a vote at a meeting.

## ARTICLE IV
## DIRECTORS' MEETINGS

**Section 1. Meetings of Directors.** A regular meeting of the Board of Directors shall be held in every year immediately after the annual meeting of the members or special meeting of the members held in lieu of such annual meeting, at the same place as such annual or special meeting, for the election of officers and for the transaction of such other business as may properly come before such meeting. Any other regular meetings may be held at such time and place as may be fixed from time to time by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the Board, if any, the President, or by any two Directors. Any regular or special meeting of the Board of Directors may be held either within or without the Commonwealth of Massachusetts.

Board Meetings may also be called by an Officer who is a Director as long as all Board members have been duly notified in a manner prescribed by these Bylaws and business may be transacted when a quorum of the Board is present either physically or electronically as set forth herein.

The Board shall use Robert's Rules of Order (New Edition) to the extent that same are not in conflict with these Bylaws.

**Section 2. Notice.** Notice of the time and place of each regular meeting (other than the regular meeting immediately after the annual meeting of the members) and of each

special meeting of the Board of Directors shall be given by the Secretary, Clerk, Assistant Clerk or other officer calling the meeting, orally or by telephone, email, text message, at least twenty-four hours before the meeting, except as stated below in this Section 2. Such email or text shall be sent to a Director at his usual and last known or provided email address or cell phone number or business or residence. Notice may also be given by mail, and notice mailed to a Director at his usual and last known place of business or residence at least forty-eight hours before the time of the meeting shall be sufficient notice. Furthermore, any notice received by a Director in time to enable him to attend the meeting concerning which such notice is given shall be likewise sufficient. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends a meeting without protesting prior thereto or at its commencement the lack of notice of the meeting. Any business whatever may be transacted at a meeting of the Board although it may not have been specified in the notice or waiver of notice of the meeting. No notice of an adjourned meeting of the Board of Directors shall be necessary.

**Section 3. Quorum.** At any meeting of the Board of Directors a majority of the number, of Directors then in office shall constitute a quorum for the transaction of business unless a higher percentage is required. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

**Section 4. Vote Required.** Except as otherwise expressly provided by law, the or by these By-Laws, the affirmative vote of a majority of any quorum shall be sufficient to transact any business which may properly come before the meeting. Although the Board may permit other non-Board members to attend the meeting and participate, such activity is at the sole discretion of the Board and the Board may at any time subject to a majority of the Directors then present, eject any or all non-Board members for any or no reason. Only the Board members may vote to transact the business of the organization at such meetings.

**Section 5. Method of Voting.** Every Director entitled to vote at a meeting of the Board shall, if present in person or by telephonic communication including Skype or represented by proxy, have one vote at such meeting or at any adjournment thereof.

No proxy which is dated more than six months before the meeting named therein shall be accepted. Except as otherwise limited therein, proxies shall entitle the persons, who are authorized to vote thereby, to vote at any adjournment of such meeting, but no such proxy shall be valid after the final adjournment of such meeting. All proxies shall be filed with the Clerk at the meeting, or at any adjournment thereof, before being voted.

**Section 6. Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Such consents shall be treated as a vote for all purposes.

**Section 7. Meeting by Conference Call.** Any action required or permitted to be taken at any meeting of the Board of Directors or any meeting of a committee delegated thereby may be taken by means of a conference telephone or similar communications equipment including Skype or other similar computer software, by means of which all persons participating

in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

## ARTICLE V
## MISCELLANEOUS

**Section 1. Indemnification.** Each person at any time a Director, officer, employee or agent of the Association and any person who serves at its request as a Director or officer, employee or agent of the Association and any person who serves at its request as a Director of officer or employee or other agent of another organization in which the Association directly or indirectly owns shares or of which the Association is a creditor, including each such former Director, officer, employee or agent who was such before, on or after the date of the adoption of this By-Law shall, to the extent permitted by law and without prejudice to any other rights he might have, be entitled to be reimbursed by the Association for, and indemnified by the Association against, all costs and expenses reasonably incurred by him in connection with or arising out of any claims made, or any action, suit or proceeding threatened or brought against him or in which he may be involved as a party or otherwise by reason of any action alleged to have been taken or omitted by him as such Director, officer, employee or agent, whether or not he continues to be such Director, officer, employee or agent, whether or not he continues to be such Director, officer, employee or agent at the time of incurring such costs and expenses, including amounts paid or incurred by him in connection with reasonable settlements (other than amounts paid to the Association itself) of any claim, action, suit or proceeding, provided, that no person shall be so indemnified in relation to any matter which has been made the subject of a settlement, except with the approval of a court of competent jurisdiction or a vote of the holders of record or a majority of the Association's members. No such reimbursement or indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Association. Reimbursement or indemnification hereunder may in the discretion of the Board of Directors include payments by the Association of costs and expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to indemnification hereunder. Nothing herein contained is intended to, or shall, prevent a settlement by the Association prior to final adjudication of any claim, including claims for reimbursement or indemnification under this By-Law, against the Company when such settlement appears to be in the best interests of the Association. Each such person shall, by reason of his continuing such service or accepting such election or employment, have the right to be reimbursed and indemnified by the Association, as above set forth with the same force and effect as if the Association, to induce him to continue so to serve or to accept such election or employment, specifically agreed in writing to reimburse and indemnify him in accordance with the foregoing provisions of this section. No Director or officer of the Association shall be liable to anyone for making any determination as to the existence or absence of liability of the Association hereunder or for making or refusing to make any payment hereunder in reliance upon advice of counsel.

**Section 2. Bonds.** The Board of Directors may from time to time require from any one or more of the officers or agents of the Association that he or they shall give bond for the faithful performance of duties. Any such bond shall be in such form, in such sum and with such sureties as said Board may determine. The premiums for all such bonds shall be paid by the Association.

**Section 3. Team Management**

1: AVAILABLE PROGRAMS

The Travel program will consist of programs for girls and boys in elementary or middle school and who reside in the town of Burlington, Massachusetts. Any requests for exception to this policy may be presented at a Board meeting and voted upon by a majority vote of the Board.

2: COACHES

A Head Coach or an Assistant Coach may be removed from coaching in the organization by a majority vote of the Board for any one of the following reasons:

A Coach may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove him. After such hearing, the individual who is the subject of the removal proceeding shall excuse himself, and the remaining members shall vote on the removal. The individual who is the subject of the removal hearing shall not be permitted to vote on his removal. Any Board member may be removed for any of the following: Violation of the Association Bylaws, Violation of State or Federal Law or regulation, Conduct detrimental or deemed to be not in the best interest of the Association among other reasons in which situation the Director shall be entitled to a removal hearing as set forth above.

Any Coach can be removed for CORI non-compliance and such removal shall be deemed to be a removal for cause and such removal shall be immediate. The Director or Officer may notify the Board of his/her intention to request a reinstatement hearing within 2 weeks of automatic removal from the position. Such hearing shall be a reinstatement hearing and the individual seeking reinstatement to the office shall have the burden of proof that such CORI does not involve moral turpitude or conduct which could reasonably be construed to be detrimental to minor(s) or detrimental to the Association. The individual removed may not participate in the vote on his/her reinstatement and such reinstatement shall be subject to a vote 2/3 of a quorum of the Board of Directors.

**Section: 4 Non- Profit**

The Association is organized as a not for profit. In order to run the association, the Association shall collect fees for the operation and support of its mission and purpose as follows:

The primary objective of the Association will be to provide the best competitive Travel basketball program for the youth of Burlington, MA under the direction of the Board Officers and Directors.

The Mission is to develop fundamentally sound, passionate, team-oriented basketball players with a focus on the basics of basketball through teamwork and sportsmanship as follows:

1) To provide opportunities for youth residing in the Town of Burlington, Massachusetts, to learn, participate in, and enjoy the sport of basketball through development of skills, fitness, and teamwork.

2) To promote basketball as a sport in Burlington and to work in conjunction with government, educational institutions, citizens, private enterprises, and others, as appropriate, to make available adequate facilities and resources for same.

3) To teach fair play and good sportsmanship for both players and coaches.

4) To provide opportunities through area travel basketball Boards for youth to participate in organized, competitive basketball games consistent with their age and skill levels.

5) To develop coaches and others to carry out the mission and purposes of its programs.

No Officer or Director or Coach shall receive compensation of any kind or nature associated with any time or effort expended for the Association except for those situations set forth in Article V section 1.

**Section 5: REIMBURSEMENT FOR PURCHASE**

No person will be reimbursed for any purchase in the name of this Association unless authorized by the Board and they provide a receipt for such purchase.

**Section 6: MAINTAINING TAX EXEMPT STATUS**

In pursuance of the mission and purpose of the ASSOCIATION, the organization's Officers and Directors shall do all things necessary, proper and consistent with maintaining tax-exempt status under Section 501(c)(3) and the Articles of Organization.

**Section 7: DISSOLUTION OF ORGANIZATION**

In the event of the dissolution of the ASSOCIATION, its assets shall be distributed to other non-profit organizations according to the discretion and majority vote of the Board Officers.

**Section 8: SPECIAL RULES**

**Section i: PHILOSOPHY AND POLICIES**

Definition of the philosophy and policies of the ASSOCIATION, to include tryout system, coach selection process, team selection criteria, player conduct, coach conduct, spectator conduct, playing time allocations, etc., will be established by the ASSOCIATION Board and voted upon by the general membership. These rules will be contained in an "ASSOCIATION Policies Manual", which will be reviewed annually by the Board.

**Section ii: BASIC GUIDELINES**

The ASSOCIATION shall be non-commercial, non-sectarian and non-partisan. The name of the ASSOCIATION or names of Officers or Directors in their official capacities of the ASSOCIATION shall not be used in any connection with a commercial concern or with any partisan or sectarian interest or for any purpose not related to promotion of the objectives of the ASSOCIATION.

**Section iii: AFFILIATION WITH POLITICAL CANDIDATES**

The ASSOCIATION shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

**Section iv: PRIVACY OF PERSONAL INFORMATION**

Contact information (including residential address, phone numbers, email address) given by parents/guardians of players shall be used for the sole purpose of distributing pertinent youth basketball information.

**Section 9. Execution of Writings.** Except as the Board of Directors shall otherwise generally or in any specific instance direct or authorize, deeds, leases, transfers, contracts, bonds, notes, checks and other written obligations shall be signed, accepted, endorsed or executed in the name and behalf of the Association by any one or more of the following officers, namely, the President, any Vice-President and the Treasurer, and any such officer so acting may also seal, acknowledge and deliver the instrument.

**Section 10. Execution of Certifications.** Any action taken by the members, Board of Directors, or Executive Committee at any meeting, may be certified by the officer whose duty it is to keep the minutes of such meeting or by the officer or Director keeping the records thereof or presiding thereat; and any such certificate shall be conclusive evidence for all purposes that the action so certified was taken.

**Section 11. Respecting Certain Contracts and Transactions.** To the extent permitted by law, no contract or other transaction of the Association with any one or more of its Directors or with any partnership, association, trust, person or other entity in or with which any one or more of such Directors shall have been or shall be interested or connected through stock ownership, directorship, officership, beneficial ownership or interest, membership, trusteeship, or otherwise, shall in any way be affected or invalidated by reason of any interest, adverse to the Association or otherwise, which any such Director shall have had or shall have; provided that such interest shall have been disclosed to or known by the Board of Directors or a majority thereof, before such contract or other transaction was authorized by the Board of Directors, or, if not so disclosed or known, unless such contract or other transaction was ratified by the Board of Directors after the interest of such Director therein had been so disclosed or known. No such Director shall, by reason of any such contract or transaction or be accountable for any gains or profits realized thereon.

Any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors and may validly vote for the purpose of authorizing, approving

or ratifying any such contract or transaction with like force and effect as if he were not a party to or otherwise interested in such contract or transaction.

No contract, transaction or act shall be avoided by reason of any provision of this section which would be valid but for those provisions.

**Section 12. Articles of Organization.** The term "Articles of Organization" as used herein shall mean the original Articles of Association and any and all amendments, additions and supplements thereto, as defined in the General Laws of the Commonwealth of Massachusetts, at the time in force and effect.

**Section 13. Amendment.** These By-Laws may be amended or repealed and new By-Laws made either **(a)** by the members at any meeting of the members by the affirmative vote of the holders of at least a majority or all record members with a minimum of 10 eligible voters voting, provided that notice of the proposed alteration, addition, amendment or repeal stating such change or the substance thereof shall have been given in the notice of such meeting or in the waiver of notice with respect to such meeting, or **(b)** by vote of a majority of the Board of Directors then in office, except with respect to any provision as to which member action is required by law, the Articles of Association, or these By-Laws; provided that not later than the time of giving notice of the meeting of members next following any such change in the By-Laws by the Directors, notice thereof stating such change or the substance thereof shall be given to all members entitled to vote on amending the By-Laws.

Any proposed amendments may be proposed by a Committee of the Board organized for such purpose.

I, _____, duly elected Clerk of **Burlington Youth Basketball Association Inc.,** hereby certify that the above By-Laws are the By-Laws adopted by the Association on ____ day of _____, **2014**.

Clerk

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