

BYLAWS OF
ASHWAUBENON BASKETBALL ASSOCIATION

ARTICLE I
PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized and operated is to provide a unified, consistent youth basketball program for boys in the Ashwaubenon School District by bringing together appropriate partnerships of people, organizations and funds needed to facilitate or implement the program, along with the promotion of social welfare and/or the promotion of charitable, education or recreational purposes and/or engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes.

The Corporation may accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not act as trustee of any trusts) and property of any sort, without limitation as to amount or value, and to use, disperse or donate the income thereof for the charitable purposes set forth above.

The Corporation, alone or in cooperation with other persons or organizations, may do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation.

Notwithstanding any other provision herein, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation which is tax exempt under 501(c)(3) of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended.

ARTICLE II
DISTRIBUTION FROM CORPORATION

The Board of Directors, in its discretion, by majority vote, may make such distributions from the Corporation as it deems appropriate for the purposes as specified above. All such distributions shall be made from the income, accumulated income and/or principal of the Corporation and shall be documented in the Board Minutes. The President and Secretary shall have the authority to execute such distributions as authorized by the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

3.1 Number, Tenure and Qualifications. The number of Directors shall not be less than seven (7) or more than fifteen (15). Each Director shall hold office until the next annual meeting of the Board of Directors and until his/her successor shall have been elected and qualified.

The term of the Board members shall be two years and shall be staggered so that approximately one-half of the Board shall stand for election each year.

3.2 Election of Directors. Directors of this Corporation shall be elected at the annual meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office, whether or not a quorum. Nominations for the members of the Board of Directors shall come from a nominating committee comprised of current members of the Board of Directors and the Boys Varsity Basketball Coach.

3.3 Amendments. The Board of Directors shall have the power to amend the Articles of Incorporation and/or Bylaws provided that no such amendment shall change the general purposes hereof so that such purpose will not be among those permissible for a tax exempt corporation under 501(c)(3) of the Internal Revenue Code as the same may be amended from time to time.

3.4 Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw as shall be determined by the Board of Directors on such say as may be designated from time to time.

3.5 Resignation. A director may resign at any time by filing a written resignation with the Secretary of the Corporation.

3.6 Removal. A Director may be removed from office with or without cause by the affirmative vote of two-thirds (2/3) of the other Directors of the Corporation then in office either at a regular meeting or at any special meeting of the Directors called for that purpose.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any seven (7) Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them, as long as it is within the Village of Ashwaubenon. Any special meeting of the Board shall be given at least ten (10) days written notice delivered personally or sent by mail to each Director at his address as shown by the records of the Corporation. Any Director may waive notice of the meeting.

3.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

3.9 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the current President of the Corporation. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

3.10 Compensation. The Directors shall not receive any stated salaries for their services.

ARTICLE IV OFFICERS

4.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Treasurer.

4.2 Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Director at the regular meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until such successor shall have been duly elected and shall have qualified.

4.3 Removal. Any officer elected or appointed by the Board may be removed by the Board of directors by two-thirds (2/3) vote whenever, in its judgment, the best interests of the Corporation would be served thereby.

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

4.5 President. The President shall be the principal executive officer of the Corporation and shall be general supervisor and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board has authorized to be executed; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.6 Vice President. In the absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

4.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks as selected by the Board. In general, the Treasurer shall perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

4.8 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that reason; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation and execute all documents on behalf of the Corporation which are duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member of the Board of Directors; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

ARTICLE V COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in the office, may designate and appoint one or more committees, each of which shall consist of three (3) or more Directors.

Initially, the board adopts two committees –

- A Nominating Committee, which purpose is to identify and bring to the Board, as outlined in Article 3.2 of these Bylaws, a slate of candidates for election to the Board.
- A Fundraising Committee, which purpose is to identify, coordinate and manage various fundraising events as adopted by the Board for the needs of the Corporation.

ARTICLE VI BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record of the names and addresses of the members entitled to vote.

ARTICLES VII
AMENDMENTS OF ARTICLES OF INCORPORATION AND/OR BYLAWS

The Articles of Incorporation and/or Bylaws may be amended at any time or from time to time by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE VIII
DISSOLUTION OF ASHWABENON BASKETBALL ASSOCIATION

In the event of the dissolution of Ashwaubenon Basketball Association (ABA), the rights and powers of ABA shall be determined by a two-thirds (2/3) vote of the Board of Directors, in addition, a two-thirds (2/3) vote of the Board of Directors shall be necessary to determine the dissolution of this Corporation at any time. The foregoing notwithstanding, the distribution of the assets determined by the Board of Directors shall be for the charitable purposes as set forth herein or, if not possible or upon complete distribution of such assets, the Corporation shall terminate. Distribution shall be to any successor of ABA and if there is no successor, to Ashwaubenon Jaguar Backers or its successor.

ARTICLE IX
MISCELLANEOUS

Notwithstanding any other provisions of these Bylaws, the Directors shall not accept any contribution which is required to be administered or invested in any manner that would jeopardize the tax exempt status of the Corporation.

ARTICLE X
FISCAL YEAR

10.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of May and end the last day of April of each year.

10.2 Annual Meeting. The Board of Directors shall hold an annual meeting which shall take place during the month of May of each year.

ARTICLE XI
GENDER NEUTRAL

These bylaws are meant to be gender neutral. Anywhere in these bylaws where there is a reference to a specific gender it is so stated that it applies for both genders.