

SILVER LAKE YOUTH BASKETBALL, INC.

BY-LAWS DATED JULY 1, 2014

TABLE OF CONTENTS

Article I - Name, Location and Status

Article II - Mission

Article III - Annual Membership Meeting

Section 1. Annual Meeting

Section 2. Notice of Special Meeting

Section 3. Quorum

Section 4. Voting

Section 5. Officer Presiding – Order of Business

Article IV - Board of Directors

Section 1. Management of the Corporation

Section 2. Term, Number, Manner of Election

Section 3. Meetings

Section 4. Quorum

Section 5. Officers Elected

Section 6. Vacancies

Section 7. Miscellaneous

Section 8. Duties

Section 9. Director Assignments Generally

Article V - Officers

Section 1. Officers Generally

Section 2. Terms

Section 3. President

Section 4. Vice President

Section 5. Secretary

Section 6. Treasurer

Section 7. Restricted Authority

Article VI - Committees

Section 1. General Terms and Conditions

Section 2. Quorums and Manner of Acting

Section 3. Ad Hoc Committees

Article VII - Books and Records

Article VIII - Indemnification Against Liability

Article IX - Fiscal Year

Article X - Banking

Article XI - Financial

Article XII - Amendments to the By-laws

Article XIII - Miscellaneous

Article XIV - Conflict of Interest

**SILVER LAKE YOUTH BASKETBALL, INC.
BY-LAWS**

Article I – Name, Location and Status

Section 1. The name of this corporation shall be:
SILVER LAKE YOUTH BASKETBALL, INC.

Section 2. The corporation's mailing address is:
4 Center Hill Road, Kingston, MA 02364

Section 3. The corporation is a Massachusetts non-profit organization registered as a 501(c)(3) corporation under the Internal Revenue Tax Code. All assets are to be utilized to further its charitable function and in further of its mission.

Section 4. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

Article II - Mission

The mission of Silver Lake Youth Basketball, Inc., a non-profit corporation is to promote the sport of basketball to the youth of Kingston, Halifax and Plympton, MA. Silver Lake Youth Basketball will offer the opportunity for school age youths to play competitive basketball in an organized and supervised environment. Silver Lake Youth Basketball will teach the players the fundamentals of basketball to achieve player development and knowledge of the game. Silver Lake Youth Basketball will strive to instill in all players the concepts of good sportsmanship, teamwork, discipline, and respect for themselves and for authority

Article III – Annual Membership Meeting

Section 1. ANNUAL MEETING. The annual meeting of the members of the corporation shall be held in the month of JULY of each year at such place and time as the Board of Directors may determine. Notice of the annual meeting shall be given through publication in the local newspaper not less than seven (7) days prior to the date of such meeting. At such meeting, the members of the corporation shall transact such business as may properly come before the meeting.

Section 2. NOTICE OF SPECIAL MEETING. Notice of a special meeting of the members of the corporation stating the time, place and object thereof shall be given to each member of the corporation by email at least one (1) week before such meeting.

Section 3. QUORUM. A quorum of any meeting of the membership of the corporation shall consist of not fewer than ten (10) members thereof; any action by the majority of those present shall be the action of the membership.

Section 4. VOTING. Each custodial parent or guardian of a child enrolled in the program shall thereby become a member of the corporation and shall be entitled to vote at all meetings of the membership, if in attendance at such meetings, for a period of one year immediately following enrollment of the child in the program. All current board members, coaches, assistant coaches, referees and other registered volunteers shall also become members of the corporation and shall be entitled to vote at all meetings of the membership.

Section 5. OFFICER PRESIDING – ORDER OF BUSINESS. The President of the board of directors or, in his/her absence, the Vice President or any director elected by majority vote of those present, shall preside at each meeting.

The order of business at the annual meeting of the board shall be as follows:

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of Officers
5. Reports of Committees
6. Old business
7. New business

Article IV – Board of Directors

Section 1. MANAGEMENT OF THE CORPORATION. The management and direction of the business and affairs of the corporation shall be vested in the board of directors.

The board of directors alone may authorize the sale or other disposition of substantially all corporate assets in the usual and regular course of the corporation's activities, and may grant a security interest in substantially all the corporate assets at any time.

Section 2. TERM, NUMBER, MANNER OF ELECTION. The board of directors shall consist of ten (10) members whose positions are outlined in Section 9, whose terms of office shall be one year; and two (2) at-large directors whose terms of office shall be one year, to be elected each year. All of the directors must be adults. In addition the board of directors will consist of the President, Vice-President, Secretary and Treasurer.

The term of office for directors shall commence at the regular meeting of the board immediately following the Board of Directors meeting at which they were elected. Board members shall serve until their successor's term commences. Absence from three (3) consecutive meetings of the Board may, at the discretion of the Board, be construed as a resignation by the members so absent.

Section 3. MEETINGS. Meetings of the Board of Directors shall be held monthly and/or on call of the President, or if he/she is absent, unable, or refuses to act, by any officer, or by any five (5) directors, providing not less than five (5) days' notice is given to each director with the purpose of such meeting stated. The Board of Directors Annual Meeting shall be the first Board of Directors meeting following the Annual Membership Meeting. Notice of Board of Directors meetings is not required. The President shall preside at all board meetings.

The order of business at meetings of the board of directors shall be as follows:

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of Officers
5. Reports of Committees
6. Election of Directors
7. Old business
8. New business

Section 4. QUORUM. Except as otherwise expressly provided in these bylaws or the Articles of Incorporation, a number not less than two-thirds (2/3) of the members of the board shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a quorum is present at a duly convened meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The directors present at the duly organized meeting may continue to transact business until adjournment, notwithstanding withdrawal of enough directors to leave less than a quorum.

Section 5. OFFICERS ELECTED. The board of directors shall elect the officers of the corporation at the Board of Directors Annual Meeting

Section 6. VACANCIES. Subject to express limitations in the Articles of Incorporation or these bylaws, vacancies in the board of directors may be filled by the remaining directors at any duly convened directors meeting. For purposes of this section, a majority of the directors remaining shall constitute a quorum.

Section 7. MISCELLANEOUS. A director who is present at a board meeting when an action is approved is presumed to have assented to the action, unless he/she objects to the meeting, votes no or is prohibited from voting because of a conflict of interest.

A director is set by action of the majority of the entire board.

Section 8. DUTIES. The duties of the Board of Directors shall be:

1. To manage the affairs of the corporation.
2. To adopt rules, policies, regulations and procedures, consistent with the articles of incorporation and bylaws, as it may deem necessary to effectively administer the leagues and programs of the corporation and manage the persons involved and/or participating.
3. To appoint such committees as it may deem expedient for carrying out the objectives of this corporation and to act upon the recommendations of the committees.
4. To employ such persons as it may deem necessary for the successful completion of the objectives of the corporation.
5. To give at least once a year a full and complete report of its activities.

Section 9. DIRECTOR ASSIGNMENTS GENERALLY. The Board of Directors shall appoint from among its members the following director positions: Equipment Director, Webmaster, Information/Registrar, Gym Coordinator, Program Development, Recreation Director for Girls, Recreation Director for Boys, Travel Director for Girls, Travel Director for Boys, PR/Fundraising/Merchandise, Special Activities Director, and two (2) Directors at Large. The persons filling these positions will sit on the Board of Directors. In addition, the President, Vice-President, Treasurer and Clerk will be on the Board of Directors.

Directors (except for the officers) shall serve in the designated position for a term of one (1) year following the annual meeting and election. An individual director may hold more than one position concurrently.

A Director may resign by giving written notice. A Director may be removed, with or without cause, by the action of the majority of the entire board.

Article V – Officers

Section 1. OFFICERS GENERALLY. The board of directors at its monthly meeting immediately following the annual membership meeting shall elect a President, a Vice President, a Secretary and a Treasurer from its own numbers. An officer may not delegate some or all of his duties to another person without prior approval by action of the board.

Section 2. TERMS. Officers shall serve for a term of three (3) years commencing on the first day following the election, or until their successors qualify. Should a vacancy occur in one of the offices, his/her successor shall be appointed by the President to be confirmed by the board of directors at its next regular or special meeting, following occurrence of the vacancy. No individual shall hold more than one office concurrently.

A nominating committee shall annually prepare a slate of officers and new directors for presentation at the Board of Directors Annual Meeting.

An officer may resign by giving written notice. An officer may be removed, with or without cause, by the action of the majority of the entire board.

Section 3. PRESIDENT. The president of the board of directors shall preside over all meetings of the board of directors, and shall see that all orders and resolutions of the board are carried into effect. The president shall be considered a representative of the board of directors at official functions concerning the Silver Lake Youth Basketball, Inc. The president shall be an ex officio member of all standing committees.

Section 4. VICE PRESIDENT. The vice president shall act as an ex officio member on all committees and in lieu of the president on all occasions as the president shall direct. In the absence of the president or in the event of his/her death or inability or refusal to act, the vice president shall perform the duties of the president. When acting in lieu of 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 the board.

Section 5. SECRETARY. The secretary or his or her designee, shall attend all sessions of the board of directors and all meetings of the members and shall provide for the recording of all votes and minutes of all proceedings. The secretary shall perform such other duties as may be prescribed by the board of directors or the chairperson, under whose supervision he/she will be. The official record of the proceedings of the corporation shall be kept on file at the registered office of the corporation or at such other location as may be designated by the board of directors

Section 6. TREASURER. The treasurer shall provide for the presentation of the official report of financial standing to the board of directors at its regularly scheduled meetings. The treasurer shall be appointed a member of the finance committee and, in this role, be the appointed representative of the board of directors in matters of finance. The treasurer shall, together with other appointed representatives, sign for the disbursement of funds. The treasurer shall give the corporation a bond, if required by a majority vote of the board of directors, in such an amount as determined.

Section 7. RESTRICTED AUTHORITY. None of the officers of the corporation shall sign any notes or bonds for others without first securing the written consent of the board of directors.

Article VI – Committees

Section 1. GENERAL TERMS AND CONDITIONS. Unless expressly provided otherwise in these bylaws, committee members shall be appointed by the president of the board of directors, subject to approval by a majority of the entire board. Excepting the committee chairperson who shall be a member of the board of directors, committee members need not be directors unless expressly provided otherwise in these bylaws.

Committee members of standing committees shall be appointed at any directors' meeting and shall serve until a successor is appointed at the next annual meeting unless earlier removed by the chairperson of the board of directors or by resignation.

New committees shall not be formed without the approval of the majority of the members of the Board of Directors.

Section 2. QUORUM AND MANNER OF ACTING. One-third (1/3) of the total number of members of a committee (but not less than two (2)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the committee present at any meeting at which a quorum, a majority of the members of the committee present may adjourn any meeting from time to time until a quorum may be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 3. AD HOC COMMITTEES. The board shall establish such committees as from time to time may be necessary or appropriate in the sole discretion of the board. The purpose of each such committee shall be clearly stated in the minutes establishing the committee and the committee shall function until its special purpose is completed or until dissolved by the board of directors.

Article VII – Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of all meetings of directors and shall keep them at the registered office of corporation, giving the names and addresses of members entitled to vote on the board of directors. All books and records of the corporation may be inspected by any person or his/her agent or attorney for a reasonable purpose within thirty (30) days from the date of the specific request.

Article VIII – Indemnification Against Liability

The corporation shall indemnify and hold harmless each person who shall serve at any time as director or officer of the board or committee member from and against any and all claims and liabilities to which such person may become subject by reason of his having been a director, officer or committee member of the corporation, or by reason of any action alleged to have been taken or omitted by him/her as such director, officer or committee member and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with such claims, or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability arising out of his/her own gross negligence or willful misconduct.

Article IX – Fiscal Year

The fiscal year shall begin September 1 and end August 31 of each year.

Article X – Banking

The funds of the corporation shall be deposited in such bank or trust company as the directors shall designate and the signature card of authorization for withdrawal may be executed in the name of the treasurer and any other officer as the board of directors may decide.

Article XI – Financial

Section 1 Silver Lake Youth Basketball, Inc. a non-profit organization. All monies collected shall be used to further the aims of Silver Lake Youth Basketball, Inc.

Section 2 No Officer or Board Member shall receive any compensation for services rendered as such Officer or Board Member.

Section 3 No person, Officer, or Board Member may purchase on credit or cash, in the name of the Silver Lake Youth Basketball, Inc. any item for use in the program above \$100.00 unless they have been approved to do so by the Board.

Section 4 No person shall be reimbursed for any purchase in the name of this Association over \$100.00, unless authorized by the Board. All purchases must be accompanied by a receipt for reimbursement.

Article XII – Amendments to the By-Laws

Authority to make or alter the bylaws of this corporation shall be vested in the board of directors. Amendment shall be upon affirmative two-thirds (2/3) vote of all directors.

Article XIII - Miscellaneous

References to gender shall not be exclusive. Where appropriate, specific reference to feminine, masculine and neuter may be read to include the others. Where appropriate the singular may be read to include the plural and vice versa.

Article XIV – Conflict of Interest

Recognizing that Silver Lake Youth Basketball, Inc. may conduct business with members of its Board of Directors, and that the appearance of impropriety may arise, the following safeguards will be followed. All Board Members are to deal fairly in business interests that may arise with Silver Lake Youth Basketball, Inc. When an issue comes before that Board in which an individual Board Member has an interest, that member shall state such interest and abstain from voting on the matter.

These bylaws were adopted as and for Silver Lake Youth Basketball, Inc., a Massachusetts Corporation, at the meeting of the board of directors held on _____ of _____, 2014.

DAWN STRAAS, Clerk
SILVER LAKE YOUTH BASKETBALL, INC.

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

SILVER LAKE YOUTH BASKETBALL, INC.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

The purpose of Silver Lake Youth Basketball, Inc., a non-profit corporation is to promote the sport of basketball to the youth of Kingston, Halifax and Plympton, MA. Silver Lake Youth Basketball, Inc. will offer the opportunity for school age youths to play competitive basketball in an organized and supervised environment. Silver Lake Youth Basketball, Inc. will teach the players the fundamentals of basketball to achieve player development and knowledge of the game. Silver Lake Youth Basketball, Inc. will strive to instill in all players the concepts of good sportsmanship, teamwork, discipline, and respect for themselves and for authority.

The purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the laws of the Commonwealth of Massachusetts.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to promoting the sport of basketball for school age youths and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, 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.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

Examiner

Name
Approved

C
P
M
R.A.

P.C.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

See Bylaws of the Corporation.

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Bylaws of the Corporation.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

4 Center Hill Road, Kingston, MA 02364

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	David Lofstrom	71 Ocean Hill Dr., Kingston, MA 02363	8 Cedar Lane, Kingston, MA 02364
Treasurer:	Randy Brenton	48 Bay Hill Rd., Kingston, MA 02362	48 Bay Hill Rd., Kingston, MA 02362
Clerk:	Dawn Staas	8 Cedar Lane, Kingston, MA 02364	8 Cedar Lane, Kingston, MA 02364
Directors: (or officers having the powers of directors)	Andrew Londergan	4 Center Hill Road, Kingston, MA 02364	4 Center Hill Rd. Kingston, MA 02364
	David Lofstrom	71 Ocean Hill Dr., Kingston, MA 02363	8 Cedar Lane, Kingston, MA 02364
	Randy Brenton	48 Bay Hill Rd., Kingston, MA 02362	48 Bay Hill Rd., Kingston, MA 02362
	Dawn Staas	8 Cedar Lane, Kingston, MA 02364	8 Cedar Lane, Kingston, MA 02364

c. The fiscal year of the corporation shall end on the last day of the month of: June

d. The name and business address of the resident agent, if any, of the corporation is:

Andrew Londergan, 4 Center Hill Road, Kingston, MA 02364

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) *are clearly typed or printed* beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 30th day of June, 20 14,

Andrew Londergan, 4 Center Hill Road, Kingston, MA 02364

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.