

Tigard Basketball Association, Inc. Bylaws

ARTICLE I

Name and Status

The name of this organization shall be the “Tigard Basketball Association, Inc.” hereinafter referred to as “TBA”, which is organized as an Oregon non-profit corporation in accordance with the Oregon Non-Profit Statutes. The TBA shall maintain its status as an Oregon non-profit corporation.

ARTICLE II

Purpose of TBA

The purpose of TBA shall be to create and maintain a basketball program for the youth located within the Tigard-Tualatin School District and/or the city limits of Tigard and/or the Tigard High School attendance boundary that will teach good sportsmanship, rules and skills in an environment that stresses full participation.

ARTICLE III

Membership, Voting, Dues and Participation

- A. Membership: Members of TBA shall consist of one adult family member representing each registered participant in the TBA program, plus the coaches and assistant coaches of each team, referees who have filed a “Referee Consent” form for the current season, and such other persons as may be designated annually as members of the Board of Directors. Membership shall be determined as of the registration deadline for participants in grades 3-12 and shall not be updated until the next succeeding registration deadline for those six grades.
- B. Voting: Each member of TBA shall be entitled to one (1) vote at each meeting of the membership
- C. Dues: The Board of Directors of TBA shall review the financial status of TBA annually and shall determine whether participants are to be assessed dues and if so, the amount and payment date thereof. The Board of Directors may, in its sole and absolute discretion waive and/or modify the payment of dues for any participant, or terminate the participation of any participant for non-payment of dues.
- D. Participation: Any child within the geographic areas served by TBA meeting the grade requirements as established by the Board of Directors shall be eligible to participate in the recreational basketball program of TBA. Each member of TBA is invited to attend the membership meetings of TBA and meetings of the Board of Directors, to make suggestions regarding the administration and execution of TBA’s program.
- E. Classic Basketball: The Classic League shall be organized under the TBA umbrella and shall be financially self-supported by the participants in the Classic League and shall not be subsidized by TBA.

ARTICLE IV

Meetings of TBA Members

- A. Place: The meetings of members of TBA shall be held at such places as shall be designated in the notices of meetings of members as hereinafter set forth.
- B. Annual Meeting: TBA shall conduct an annual meeting of the members in April of each year or such other date as the Directors shall determine, at which meeting of members shall elect a Board of Directors. The members of TBA shall conduct such other business as shall properly come before them at the annual meeting. Notice stating the place, date, and hour of the annual meeting shall be presented, delivered, posted or displayed no less than ten (10) days nor more than fifty (50) days before the date of the annual meeting.
- C. Other Meetings of Members: In addition to the annual meeting, TBA members shall hold such meetings at such place and at such date and time as shall be determined by the Board of Directors. Notice stating the place, date, hour and purposes of the meeting shall be announced no less than ten (10) days nor more than fifty (50) days before the date of the meeting.
- D. Quorum: Either six members of the Board of Directors or twenty members of TBA (who are not members of the Board), represented in person, shall constitute a quorum at any meeting of members of TBA. If a quorum is present, the affirmative vote of the TBA members represented at the meeting shall constitute the acts of TBA. The TBA members present at a duly organized meeting of members may continue to transact business until adjournment, notwithstanding the withdrawal of sufficient members of the TBA to leave less than a quorum present. If a quorum is not present, the meeting may be continued from time to time as may be decided by a majority of the TBA members present and no notice of such continuation need be given.
- E. Notices: Any notices required under the terms of these By-Laws will be presented, delivered, posted or displayed in a manner reasonably designed to notify the membership of TBA. Listing of the meetings on the HoopLine or on the TBA website shall be deemed to satisfy this requirement.
- F. Right of TBA Members To Call Special Meetings: A special meeting of TBA members may be called by the members, at any time, by obtaining a written notice of a desire to call such a meeting setting forth the place, date and time thereof, which notice is signed by no fewer than fifteen (15) members of TBA. Such notice shall be delivered to the secretary of TBA at least fifteen (15) days prior to the proposed date of the meeting. The secretary shall forthwith give notice of the special meeting as provided in Subsections C and E of this Article IV.

ARTICLE V

Directors

- A. Number and Election: At the annual meeting, members of TBA shall elect a Board of Directors consisting of no fewer than five (5) nor more than twenty-

four (24) Directors. The candidates with the largest number of votes shall be declared the winners. Each member shall be entitled to one (1) vote for each position on the Board. Board members must be TBA members.

- B. Non-voting Members of the Board:** Each year the Board of Directors shall invite the Tigard-Tualatin School District to designate a representative to serve as a non-voting member of the Board. In addition the Board may, in its discretion, select any other person or persons with an interest in TBA to become non-voting members of the Board.
- C. Duties and Terms:** The business and affairs of TBA shall be managed by the Board of Directors. All Directors elected shall hold office from the date of their election until the election of their successor at the next following annual meeting of members. However, Directors elected at an annual meeting of the members held prior to April 1 shall hold office beginning April 1. Directors and officers of TBA shall not be liable for their actions undertaken in good faith.
- D. Nomination of Candidates for the Board:** All candidates for the Board shall be selected from the membership of TBA. Thirty (30) days prior to the annual meeting of members, the Board of Directors may propose a slate of candidates to be considered for election to the Board at the annual membership meeting. Nominations may also be made by the members at the annual meeting and shall not be limited to the slate of candidates proposed by the Board.
- E. Vacancies:** Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the remaining Directors provided that the number of affirmative votes is no less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled only at an annual meeting of members or at a special meeting of members specifically called for that purpose.
- F. Meetings of the Board:** A regular meeting of the Board shall be held each year promptly after the annual meeting of the members of TBA. Other regular meetings of the Board shall be held at such times and places as determined by the Board. Special meetings of the Board may be called from time to time by the President or any Director on no less than forty-eight (48) hours notice to each Director. Any business may be transacted at a special meeting of the Board.
- G. Quorum and Voting:** Either one of the following two possible combinations shall constitute a quorum for the transaction of business thereby: (a) half of the Directors, or (b) eight Directors (no fewer than three of whom are officers). The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- H. Notices:** Notice of place, date and time of special meetings of the Board of Directors may be telephone or in writing, which may include electronic mail, delivered to each Director personally or left at his residence address or usual place of business. Neither the business to be transacted nor the purpose of any special meeting need be stated in the notice. No notice need be given of any regular meeting of the Board of Directors. The Directors may adjourn from

any meeting from day to day. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

- I. **Removal:** All or any number of the Board of Directors may be removed from office by a vote of a majority of the members of TBA present at a meeting duly called for that purpose whenever, in the judgment of such members, the best interests of TBA would be served.

ARTICLE VI **Committees**

The Board shall establish areas of responsibility to be allocated amongst them, to include the maintenance of TBA equipment, scheduling of events including TBA games, registration, publicity, technical advice, scheduling of clinics, rules, schedules of meetings of TBA and such other matters as are necessary. The Board may also create committees to report to the Board on various matters relative to the affairs of TBA. The committees may also be required by the Board to report directly to the members of TBA regarding the matters assigned to them by the Board.

ARTICLE VII **Amendment of the Bylaws**

A summary of all proposed amendments, repeals or alterations of all or any part of these By-Laws shall be given to the members of TBA as specified in Subsection E of Article IV at least twenty (20) days prior to the date of the meeting of members, called for the purpose of voting thereon. The By-Laws may be amended, repealed or altered in whole or in part by majority vote of the members present at a regular or special meeting of members at which a quorum is present.

ARTICLE VIII **Distribution of Property upon Dissolution**

In the event of dissolution or final liquidation of TBA, after all outstanding claims and debts have been satisfied, the remaining property of TBA shall be distributed to the Tigard-Tualatin School District or such other nonprofit organization as may be selected by the Board.

ARTICLE IX **Officers**

- A. The Board of Directors of TBA shall select a President, Vice-Presidents of Rec Boys, Rec Girls, Classic Boys, and Classic Girls, a Vice President of Marketing, an Operations Officer, a Secretary, and a Treasurer. The election of these officers shall take place at the annual meeting of the Board. At any time, the Board may vote to subdivide any of the officer positions into multiple officer positions in

order to effectively facilitate the business and affairs of TBA. The duties of the Officers shall include:

1. **President:** The President shall preside at all meetings of the Board and membership and shall have general charge of and control over all of the general affairs of TBA, subject to the Board. The President shall be authorized to represent TBA in such appearances as may be required of TBA during his/her term of office. The President shall also supervise the making of any contract or other instruments necessary in the general conduct of the business and affairs of TBA with the approval of the Board, under the guidelines established in the policy and procedures.
2. **Vice-Presidents of Rec Boys, Rec Girls, Classic Boys, and Classic Girls:** The Vice-Presidents shall perform such duties as shall be assigned to them by the Board and, in the case of a death, disability or absence of the President, shall perform and be vested with all the duties and powers of the President until the President resumes his/her duties or the President's successor is elected by members of the Board.
3. **Secretary:** The Secretary shall keep a record of the proceedings of the membership and the Board and shall give notice as required in these By-Laws of all such meetings. The Secretary shall make such reports to the Board and members of TBA as may be required of him/her by the Board. The Secretary shall be primarily responsible for filing gym use permits with the schools. The Secretary shall also perform such other duties as the Board shall delegate to the Secretary.
4. **Treasurer:** The Treasurer shall have custody of all financial books, records and papers of TBA except as shall be in the charge of some other person authorized to have custody and possession thereof by resolution of the Board of Directors. The Treasurer shall make such reports to the Board, the members of TBA, and state and federal regulators as may be required of him/her by the Board. This shall include filings regarding corporate and non-profit status and the payment of compensation to referees. The Treasurer shall keep account of all of the moneys of TBA received or disbursed and shall deposit all the moneys in the name of and to the credit of TBA in such banks and depositories as the Board shall designate, subject to withdrawal in the manner herein set forth, and subject to the control of the Board. The Treasurer shall issue a Treasurer's report at each Board meeting and at such other times as may be required by the Board. The Treasurer shall also perform such other duties as the Board shall delegate to the Treasurer.
5. **Vice President of Marketing:** The Vice President of Marketing shall develop, deliver and maintain a marketing and promotion plan for TBA programs. The Vice President of Marketing shall

control the use of the TBA logo and shall, at the direction of the Board, oversee any change to the TBA logo. The Vice President of Marketing shall oversee the development and content of the TBA website and shall coordinate any event fundraising efforts.

6. Operations Manager: The Operations Manager shall assist the President with the oversight of the operations of the Board, the organization and conduct of TBA events and meetings, and the general conduct of the business and affairs of the TBA. At the request of the President, the Operations Manager shall be authorized to represent the President at TBA events and meetings. The Operations Manager will assist the Directors with the establishment of project teams/committees and the preparation of related task lists. The Vice Presidents and committee leaders will report their progress directly to the Operations Manager for record.

B. In addition to the foregoing, the Board may at any time designate one or more Directors to be responsible for the following:

1. Referees: This person(s) shall be responsible to coordinate officials for all scheduled games. This person(s) will be responsible for the selection, training, scheduling and supervising of referees.
2. Coaches: This person(s) shall be responsible for providing adequate coaching for all TBA teams and training of said coaches by scheduling coaches' clinics. This person(s) shall also be responsible for preparation of all coaches' packets.
3. Gymnasium/Security: This person(s) shall be responsible for adequate security at gymnasiums during practices and games.
4. Equipment: The person(s) shall be responsible for ordering and delivery of team jerseys for every TBA player and the ordering of supplies and maintenance of any other equipment deemed necessary by the Board.
5. Registration: This person(s) shall be responsible for enrolling of qualified participants in TBA's program. This person(s) shall be responsible for the team selection process and assignment of late registrants, etc.
6. Scheduling: This person(s) shall develop and maintain a schedule for all TBA practices and games for TBA teams for the basketball season.
7. Other positions: Pictures, Jamboree, HOOP Line, TBA website, Scholarship

At any time, the Board may vote to add additional responsibility designations in order to facilitate the business and affairs of the TBA.

ARTICLE X **Executive Committee**

The Board Executive Committee is made up of the Officers, specifically President, all Vice-Presidents, Secretary and Treasurer, and the Referee Coordinator. This committee shall have the authority to resolve disputes arising within the organization.

ARTICLE XI

Execution of Instruments and Withdrawal of Funds

The Board may prescribe the manner in which and by whom certain instruments be executed. The Board shall adopt appropriate controls for the withdrawal and expenditure of TBA funds.

ARTICLE XII

Ambiguities, Contradictions, Misstatements

At any time, the Board may vote to make a change to these By-Laws in order to correct any ambiguity, contradiction, or misstatement contained within these By-Laws.

These By-Laws were modified: May 1, 2001; June 26, 2004; April 18, 2005, April 16, 2008

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