

BY-LAWS
SHERWOOD BASKETBALL ORGANIZATION

ARTICLE I

NAME AND STATUS

The name of this organization shall be the "Sherwood Basketball Organization", hereinafter referred to as "SBO", which is organized as a State of Oregon non-profit corporation in accordance with the State of Oregon Non-Profit Statutes. The SBO shall maintain its status as an Oregon non-profit corporation with tax ID 93-1295041.

ARTICLE II

PURPOSE OF SBO

The purpose of SBO shall be to create and maintain a basketball program for youth living within or attending the schools located in Sherwood (OR) School District that teaches good sportsmanship, rules, and skills in an environment that stresses full participation.

ARTICLE III

MEMBERSHIP, VOTING, DUES AND PARTICIPATION

- A. Membership: Members are determined annually at the time of registration. Members of SBO shall consist of the following:
- (1) One adult family member representing a participating family.
 - (2) Head Coaches from each team.
 - (3) Members of the SBO Board of Directors.

Each family (regardless of role in SBO) can have a maximum of only one (1) membership for the purposes of voting at membership meetings.

Clarification example: A family who has a child or children registered prior to the deadline, and a parent from that family coaching, and a parent from the same family on the Board of Directors would still only be entitled to one (1) membership.

- (4) Voting: Each member of SBO, as defined in Article III Section A, shall be entitled to one (1) vote at membership meetings.

- B. Participation Fees: The SBO Board of Directors shall review the financial status of SBO annually to determine participation fees. The SBO Board of Directors may, in its sole and absolute discretion, waive the payment fees for any participant, or terminate the participation of any participant for the non-payment of participation fees. This process should be done separately for both the Classic and Recreational programs at all age groups.

- C. Participation: Any child living within or attending any school (public or private) in the Sherwood School District shall be eligible to participate in the grade appropriate SBO program(s). Each member of SBO is invited to attend the membership meetings of SBO and the SBO Board of Directors, to make suggestions regarding the administration and execution of SBO's program(s). The SBO Board of Directors may, in their sole and absolute discretion, terminate the participation of any participant.

- D. Programs: The following programs shall be organized under the SBO umbrella:
 - (1) Boys Classic (Grades 4 – 8)
 - (2) Girls Classic (Grades 4 – 8)
 - (3) Boys High School Recreation
 - (4) Girls High School Recreation
 - (5) Boys Youth Recreation (Grades 3 - 8)
 - (6) Girls Youth Recreation (Grades 3 - 8)

ARTICLE IV

MEETINGS OF SBO MEMBERS

- A. Place: The meetings of the SBO membership shall be held at a location designated in the notices of meetings.

- B. Annual Meeting: SBO shall conduct an annual membership meeting during the month of April or May. During the meeting, the membership shall elect the Board of Directors. The membership shall also conduct other business which is presented at the annual meeting. Written notice of the annual meeting will state the meeting location, date, and time. The written notice will be delivered, posted, or displayed no less than ten (10) days nor more than fifty (50) days before the date of the meeting.

- C. Other meetings of members: In addition to the annual meeting, SBO members conduct meetings as determined by the SBO Board of Directors. The meetings notifications will state the purpose, location, date, and time. Meeting notices delivered, posted, or displayed no less than ten (10) days nor more than fifty (50) days before the date of the meeting.

- D. 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 SBO.

ARTICLE V

BOARD OF DIRECTORS

- A. Number and Election: At the annual meeting, SBO membership shall elect the Board of Directors consisting of seven (7) Directors as outlined in Article IX.A. Members shall vote to fill each position on the Board. The candidate with the largest number of votes shall be declared the winner. Each member shall be entitled to one (1) vote for each position on the Board. The election will be administered by the Current President.
- B. Non-voting Members of the Board: The Board will consist of at least three (3) required non-voting positions. The Board of Directors may, in its discretion, select any other person or persons with an interest in SBO to become non-voting members of the Board, in addition to the required non-voting positions.
- C. Duties and Terms: The business and affairs of SBO 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. Directors and officers of SBO shall not be liable for their actions undertaken in good faith.
- D. Nomination of Candidates for the Board: Thirty (30) days prior to the annual meeting of members, the Board of Directors shall propose a slate of candidates by position to be considered for election to the Board at the annual 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.
- 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 SBO. 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 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: A minimum of four (4) shall constitute a quorum for a transaction of business. The act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Voting is solely the responsibility of the Executive Board. All other board members are non-

voting and serve as resources to the Executive Board.

- H. Notices: Notice of location, date, and time of special meetings of the Board of Directors may be made by telephone, via email, or in writing delivered to each Director personally or left at his/her/their 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. 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 SBO membership present at a meeting duly called for the purpose whenever, in the judgment of such members, the best interests of SBO would be served.

ARTICLE VI

COMMITTEES

The Board shall establish areas of responsibility to be allocated amongst them. This includes the maintenance of SBO equipment; publicity; technical advice; scheduling of meetings of SBO; scheduling of clinics, games, and practices; registration, referee selection and scheduling; and such other matters as necessary. The Board may also create committees to report to the Board or specific board member on various matters relative to the affairs of SBO.

ARTICLE VII

AMENDMENTS OF BY-LAWS

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 SBO, as specified in Article III Section A, at least twenty (20) days prior to a membership meeting, 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 Board Members at which a quorum is present.

ARTICLE VIII

DISTRIBUTION OF PROPERTY UPON DISSOLUTION

In the event of dissolution or final liquidation of SBO, after all outstanding claims and debts have been satisfied, the remaining property of SBO shall be distributed to the Sherwood School District, the City of Sherwood, or such other nonprofit organization

as selected by the Board.

ARTICLE IX

OFFICERS

- A. There is an Executive Board that consists of the President, Vice Presidents, Secretary, and Treasurer. All other positions are considered board positions.
- B. The Board of Directors of SBO shall select a minimum of President, four (4) Vice Presidents, Secretary, and Treasurer. The election of these officers shall take place at the annual meeting of the Board, with responsibilities being assumed promptly upon election. The duties of the officers shall be:
 - (1) **President:** The President shall preside at all meetings of the Board and membership and shall have general charge of and control over all the general affairs of SBO, subject to the Board. The President shall be authorized to represent SBO in such appearances as may be required of SBO during his/her term of office. The President shall also supervise the making of all contact or other instruments necessary in the general conduct of the business and affairs of SBO and shall report to the Board on such matters and with such frequency as will, in the reasonable judgment of the President, be of assistance to the Board. The President shall be responsible for filing gym use permits with the schools.
 - (2) **Vice Presidents:** 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. The four (4) Vice Presidents are the following: VP of Classic Boys, VP of Classic Girls, VP of Youth Recreation, and VP of High School Recreation.
 - (3) **Secretary:** The Secretary shall keep a record of the proceedings of the membership and the Board. The Secretary shall make such reports to the Board and members of SBO as may be required of him/her/they by the Board. 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 SBO 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 SBO, and the federal and state regulators as may be required of him/her/they by the Board. This shall include filings regarding corporate and non-profit status and the payment of compensation to referees, vendors, and other personnel.

The Treasurer shall keep account of all the moneys of SBO received or disbursed and shall deposit all the moneys in the name of and to credit of SBO 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.

ARTICLE X

ADDITIONAL BOARD POSITIONS

- A. Two individuals who have annual positions on the Board of Directors without having to be elected are:
- (1) Sherwood High School's Boys' Head Basketball Coach.
 - (2) Sherwood High School's Girls' Head Basketball Coach.
- B. Additional Board members may be appointed by the President to perform specific duties. Three (3) positions are required and the Board of Directors may add additional non-voting members to assist in the execution of SBO programs.
- C. The three (3) required non-voting positions are:.
- (1) Referee Coordinator: The Referee Coordinator shall be responsible for the selection, training, scheduling, and supervision of referees. All board members will assist in this.
 - (2) Registrar: The Registrar shall be responsible for enrolling qualified participants. The Registrar shall provide registration information to the Board and members of SBO as may be required of him/her/they by the Board. All board members will assist in this.
 - (3) Gym Coordinator: The Gym Coordinator shall be responsible for managing the relationship with the Sherwood School District's facilities program. He/she/they shall coordinator gym schedules with the teams and shall provide gym reservation to the Board and members of SBO as may be required of him/her/they by the Board. All board members will assist in this.

ARTICLE XI

EXECUTION OF INSTRUMENTS AND WITHDRAWAL OF FUNDS

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

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These By-Laws were approved and adopted as of June
13, 2007.

By-laws amended as of September 14, 2020 and April
28, 2024.