

GREAT FALLS BASKETBALL, INC.

CONSTITUTION AND BY-LAWS

ARTICLE I -- NAME AND OFFICE

This organization shall be known as the Great Falls Basketball, Inc., hereinafter referred to as "Great Falls Basketball", and shall have its principal office in the Commonwealth of Virginia.

ARTICLE II -- OBJECTIVE AND DESCRIPTION

Section 1. Objective: The objective of Great Falls Basketball shall be to serve the youth of Great Falls and the surrounding community by providing an outlet for healthful activity and training under good leadership in an atmosphere of wholesome community participation, in order to provide children and young adults, regardless of ability, an opportunity to learn, practice, and play the sport of basketball and, through the experience, help instill in them the ideals of teamwork, good sportsmanship, and fair play.

Section 2. Description: To achieve this objective, Great Falls Basketball will provide a supervised youth basketball program in which the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. Great Falls Basketball is organized exclusively for one or more of the purposes specified in Section 501 (c)(3) of the Federal Internal Revenue Code. As such, Great Falls Basketball shall operate exclusively as a non-profit educational organization providing a supervised program of competitive basketball games; No part of the net earnings of Great Falls Basketball shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation; and Great Falls Basketball shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III -- MEMBERSHIP

Section 1. Classes: There shall be the following classes of Members:

(a) Player Members. Any player candidate meeting the age and other requirements and conditions set forth in the rules and regulations of Great Falls Basketball shall be eligible to compete for participation, but shall have no rights, duties or obligations in the management or in the property of Great Falls Basketball.

(b) Family Members. Any family of one or more player members shall be a family member of Great Falls Basketball, but shall have no rights, duties or obligations in the management or in the property of Great Falls Basketball.

(c) Regular Members. Each Officer, Director, Committee Member, Age Group Coordinator and Coach, twenty-one (21) years of age or older, shall automatically be entitled to be a Regular Member, unless their status as a Regular Member is terminated by action of the Board of Directors. The Secretary shall maintain the role of Regular Members to qualify voting members upon election as hereinafter provided. Regular Members should not be engaged in the promotion, administration and/or management of any other basketball program outside of their roles with Great Falls Basketball.

(d) As used hereinafter, the words "Member" or "Members" shall mean only a Regular Member or Regular Members unless otherwise stated.

Section 2. Termination: Membership may be terminated by resignation or by action of the Board of Directors.

ARTICLE IV -- MEMBER RESPONSIBILITIES

Section 1. Dues: All Family Members, except those for whom dues have been waived, shall be responsible for the payment of Association dues. Dues for Family Members shall be the registration fees and late fees, if applicable, paid to enroll Player Members, which fees shall be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any registration/membership period.

Section 2. Delinquent Accounts: Any Family Member who is in arrears in the payment of registration fees, assessments, dues, or other fees will be so notified in

writing. Such notification shall state the amount of the arrearage and that unless payment of the arrearage is received, or another arrangement for payment or waiver acceptable to the Board has been made, within ten (10) days of receipt of the notice of arrearage, the Player Member(s) for whom such amounts are owed will not be allowed to play or practice with his/her team. Family Members who fail to make payment of amounts in arrearage within ten (10) days from the time the same become due may by vote of the Board be dropped from the rolls and shall forfeit all rights and privileges of membership, and the Player Member(s) for whom such amounts are owed will not be allowed to play or practice with his/her team.

Section 5. Discipline, Suspension or Expulsion: The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting thereof, shall have the authority to discipline, suspend or expel any member of any class when the conduct of such person the board considers detrimental to the best interests of Great Falls Basketball and/or its activities and/or participants, or is in breach of applicable Code(s) of Conduct and/or any substance abuse or other policy of Great Falls Basketball. Prior to consideration of such action by the Board, a member of the Board will conduct an investigation and gather information, and the member at issue shall be informed of the general nature of the charges and given an opportunity to provide information on his/her own behalf. Upon completion of the investigation and information gathering, the Board will meet to hear the report and recommendation of the investigating Board member, and to determine the appropriate course of action for the member(s) involved.

ARTICLE V -- MEETINGS

Section 1. Annual Meeting: The annual meeting of the Regular Members of Great Falls Basketball shall be held in June of each year for the purpose of electing Directors, receiving reports and for the transaction of such other business as may properly come before the meeting. At or about the time of the annual meeting, the Board of Directors shall meet for the purpose of electing Officers and appointing committees for the ensuing year.

Section 2. Special Meetings: Special meetings of the Regular Members to consider a specific subject may be called by a majority vote of the Board of Directors, by the Commissioner at his/her discretion, or by the Commissioner or the Secretary upon the written petition signed by at least one-third of all Regular Members. Any special meeting called by membership petition must be held within thirty (30) days of the filing of the petition, and notice given thereof shall indicate the specific subject to be considered. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Regular Members.

Section 3. Notice of Meeting: Notice of each meeting of the Regular Members shall be posted on the Great Falls Basketball web site no less than ten (10) (except for meetings on amendments to articles of incorporation, plans of mergers, or the proposed sale of assets or dissolution no less than twenty-five (25)) days in advance thereof setting forth the place, time and, in the case of Special Meetings, the purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Regular Members, from time to time, at a regularly convened meeting.

Section 4. Quorum: The presence in person or by proxy of one-fourth (25%) of the Regular Members shall be necessary to constitute a quorum.

Section 5. Voting: Only Regular Members shall be entitled to vote upon matters brought to a vote at any meeting of the Great Falls Basketball membership. Any motion or matter of business shall be carried by a majority vote of those Regular Members attending the meeting as long as a quorum is present.

Section 6. Proxies: Each Regular Member shall be entitled to vote in person or by proxy. All proxies must be in written form, electronic form, or other form as approved by the board, and may be withdrawn at any time.

Section 7. Rules of Order: Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution or Bylaws of Great Falls Basketball.

Section 8. Minutes: Complete and accurate minutes shall be maintained by the Secretary or his or her designee recording the conduct of all Great Falls Basketball business conducted at any annual or special meeting.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Powers: The business and affairs of Great Falls Basketball shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of Great Falls Basketball and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws.

Section 2. Directors: The number of Directors who shall constitute the Board of Directors shall be not less than seven (7) nor more than thirteen (13), and must be an odd number. Directors shall serve three (3) year terms, unless they resign or are removed by majority vote of the Board prior to the expiration of their term, and may serve successive terms. Each Director shall take an active role in the

operation of the Great Falls Basketball youth basketball program, as assigned by the Commissioner or his/her designee. Directors shall not be entitled to compensation for their services as Directors.

Section 3. Election: No fewer than two Director positions shall come up for election by the membership at each annual meeting thereof. Directors may run for re-election. All elections of directors shall be by majority vote of all the Regular Members present or represented by proxy at the time of the meeting. Directors shall immediately enter into the performance of their duties upon election, and shall continue in office until their successors shall have been duly elected and qualified.

Section 4. Meetings: Regular meetings of the Board of Directors shall be held immediately following the annual election and monthly from at least September through May of each year to consider any and all matters associated with the governance and operation of Great Falls Basketball. The Commissioner may, and the Commissioner or the Secretary shall at the request in writing of a majority of the Directors or a majority of the coaches, issue a call for a special meeting of the Board.

Section 5. Notice: Notice of each meeting shall be given to each Director by e-mail, telephone, telegraphic or personal notice no less than twenty-four (24) hours proceeding the meeting. In the case of special meetings, such notice shall include the purpose of the meeting, and no matters not so stated in the notice may be acted upon at the meeting.

Section 6. Quorum and Voting: A majority of the Board members shall constitute a quorum, and the business of the board will be conducted by the vote of a majority of the Board members present in person or by written proxy. Where a quorum has been established, the Commissioner shall be deemed to hold, and may vote, the proxies of any absent member whose proxy was not tendered in writing. Votes of the board may be conducted by telephone or e-mail with the consent of a majority of the Board.

Section 7. Duties and Authority: The Board of Directors may appoint such standing committees as it shall determine and may delegate such duties and authority to them as the Board shall deem advisable and which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of Great Falls Basketball as it may deem proper. The Board may, by a two-thirds vote of those present at any regular or special meeting, discipline, suspend or expel any Director or Officer or Committee Member of Great Falls Basketball in accordance with the procedure set forth in Article III, Section 5.

ARTICLE VII -- OFFICERS

Section 1. Officers: The Officers of Great Falls Basketball shall consist of members of the Board of Directors who serve as the Commissioner, the Immediate Past Commissioner or Commissioner-Elect, a Secretary and a Treasurer. The Board of Directors may establish and prescribe the powers and duties of, and the Commissioner shall appoint, such other Officer positions as may be deemed necessary or desirable. Except for the Commissioner and the Immediate Past Commissioner or Commissioner-Elect, each Officer shall be elected annually by the Board of Directors.

Section 2. Commissioner: The Commissioner shall serve for two years, and shall then serve as Immediate Past Commissioner for one year. The term of the Commissioner shall commence on June 1st. The Commissioner-Elect shall be elected in May of the first year of the Commissioner's two year term from among the Directors who served on the Board of Directors during the immediately preceding basketball season, by a majority vote of the Board of Directors, and shall serve as Commissioner-Elect until the following June, at which time he/she shall become Commissioner. The Commissioner shall serve as President and Chairman of the Board of Directors of Great Falls Basketball, and the Commissioner's powers and responsibilities in those capacities shall include:

- (a) Presiding at meetings of the Board of Directors and performing such other duties and having such other powers as may be vested in him/her by the Board of Directors and/or these bylaws;
- (b) Conducting and managing the business and affairs of Great Falls Basketball as its chief executive officer, and executing the policies established by the Board of Directors;
- (c) Annually assigning roles and responsibilities to the Directors, including, but not limited to, the roles and responsibilities established by the Board of Directors, and appointing the chairpersons of all Board Committees;
- (d) Generally directing the activities of the other Officers of Great Falls Basketball; and
- (e) Serving as an *ex officio* member of all Board Committees.

Section 3. Immediate Past Commissioner and Commissioner-Elect: Under the general direction of the Commissioner, the Immediate Past Commissioner or Commissioner-Elect shall serve as the Deputy Commissioner, and shall have such duties as from time to time may be assigned by the Board of Directors, by the Commissioner and/or pursuant to these bylaws, and shall, in case of the absence or disability of the Commissioner, provided he/she is authorized by the Board or the Commissioner to so act, perform the duties of the Commissioner and, when so acting, have all the powers of that office.

Section 4. Secretary: Under the general direction of the Commissioner, the Secretary shall:

- (a) Be responsible for recording the activities of Great Falls Basketball and maintaining appropriate files, mailing lists and necessary records;
- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of the Secretary or as may be assigned by the Board of Directors;
- (c) Maintain a list of all Regular, Sustaining and Honorary Members, Directors and committee members and give notice of all meetings of Great Falls Basketball, the Board of Directors and Committees;
- (d) Keep the minutes of the meetings of the Members, Board of Directors and Executive Committee, and cause them to be recorded in a book kept for that purpose;
- (e) Conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed; and
- (f) Notify Members, Directors, Officers and committee members of their election or appointment.

Section 5. Treasurer: Under the general direction of the Commissioner, the Treasurer shall:

- (a) Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors;
- (b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors;

(c) Keep records of the receipt and disbursement of all monies and securities of Great Falls Basketball and approve all payments from allocated funds and draw checks therefor; and

(d) Prepare an annual budget, and propose any changes in the registration fee, in consultation with the Commissioner, for submission to, and approval by, the Board of Directors at the June meeting; and

(e) Prepare and submit appropriate governmental corporate and tax submissions.

ARTICLE VIII -- COMMITTEES

Section 1. Rules Committee: The Board of Directors may appoint a Rules Committee consisting of at least three (3) Directors and such non-Director volunteer appointees as the Commissioner may determine. The Commissioner shall appoint the Chairperson of such Committee, and the Immediate Past Commissioner or Commissioner-Elect shall be a member of the Committee. The Committee shall be responsible for considering and making recommendations to the Board of Directors for revisions to or amendment of the Great Falls Basketball Rules of Play.

Section 2. Nominating Committee: The Board of Directors may appoint a Nominating Committee consisting of at least three (3) Directors and such non-Director volunteer appointees as the Commissioner may determine. The Commissioner shall appoint the Chairperson of any such Committee. The Committee shall investigate and consider eligible candidates and submit for consideration of the Board of Directors a slate of candidates for the opening positions on the Board of Directors. The Board of Directors shall then submit a slate of candidates to the Regular Members for election at the annual meeting. Nominations of Regular Members in good standing who are not on the slate of candidates submitted by the Board of Directors will be accepted and submitted for election at the annual meeting as well if presented to an Officer of Great Falls Basketball by a petition signed by not less than fifteen (15) Regular Members at least five (5) days before the annual meeting.

Section 3. Finance Committee: The Board of Directors may appoint a Finance Committee consisting of at least two (2) Directors and such non-Director volunteer appointees as the Commissioner may determine. The Commissioner shall appoint the Chairperson of any such Committee, and the Treasurer shall be a member of

the Committee. The Committee shall investigate ways and means of financing Great Falls Basketball including registration fees and team sponsorships, and submit recommendations to the Board of Directors.

Section 4. Coaches Committee: The Board of Directors may appoint a Coaches Committee consisting of at least two (2) Directors and such non-Director volunteer appointees as the Commissioner may determine. The Commissioner shall appoint the Chairperson of any such Committee. The Committee shall interview and investigate prospective coaches for both house and select teams, and recommend acceptable candidates to the Board. It shall, during the playing season, observe the conduct of the coaches and report its findings to the Commissioner. It shall, at the request of the Commissioner or Board of Directors, investigate complaints concerning coaches and make a report thereof to the Commissioner or Board of Directors, as the case may

Section 5. Officials Committee: The Board of Directors may appoint an Officials Committee consisting of at least two (2) Directors and such non-Director volunteer appointees as the Commissioner may determine. The Commissioner shall appoint the Chairperson of any such Committee, and the Director of Referees shall be a member of any such Committee. The Committee shall, among other things authorized by the Board of Directors and the Commissioner, recruit, interview and recommend to the Board for appointment a staff of referees, including head gym officials. When appointed, the staff of umpires shall be under the personal direction and responsibility of the chairman of any such committee, assisted by the committee members and the head gym officials, who shall train, observe and schedule the staff.

Section 6. Membership Committee: The Board of Directors may appoint a Membership Committee consisting of at least two (2) Directors and such non-Director volunteer appointees as the Commissioner may determine. The Commissioner shall appoint the Chairperson of any such Committee. The Committee shall receive the names of prospective Honorary, Sustaining and Regular Members, investigate for eligibility and recommend those qualified for election at the annual or any special meeting of the Members or of the Board of Directors as the case may be.

ARTICLE IX – COACHES AND REFEREES

Section 1. Coaches: Coaches shall be appointed annually by, and shall serve at the discretion of, the Commissioner, after consideration of the recommendations of the Program Directors and upon the approval of the Board of Directors, and shall be

responsible for the selection of their teams in accordance with applicable Great Falls Basketball and other selection procedures and rules, and for their conduct and that of their players, assistants and supporters as set forth in the Great Falls Basketball Code of Conduct and other applicable rules and regulations.

In appointing coaches for house and select teams, consideration shall be given to, among other things, the manner in which coaching candidates have conducted themselves in the past relative to referees, player participation, and sportsmanship, with particular note taken of prior years preference or restriction reports. The submission of additional information, including but not limited to coaching and criminal background information, the confidentiality of which shall be maintained by the Board absent a majority vote to the contrary, may be required of coaching candidates prior to, or prior to confirmation or continuation of, their appointment. Coaches may be removed, and replaced, by majority vote of the Board of Directors pursuant to the procedures set forth in Article IV, Section 5.

Section 2. Assistant Coaches: An assistant coach shall be selected by each individual coach, subject to the approval of the Commissioner, following the selection of team members, preferably from among interested parents of team members. The submission of additional information, including but not limited to coaching and criminal background information, the confidentiality of which shall be maintained by the Board absent a majority vote to the contrary, may be required of coaching candidates prior to, or prior to confirmation or continuation of, approval of their selection. Assistant coaches may be removed, and replaced, by majority vote of the Board of Directors pursuant to the procedures set forth in Article IV, Section 5.

Section 3. Building Directors: Coaches and assistant coaches must obtain Fairfax County certification as Building Directors, as required, and shall be responsible for their players, team spectators, monitoring damage to gym facilities and completing the required reports on facility usage, and failure to execute these responsibilities may result in dismissal and replacement.

Section 4. Referees: Referees shall be selected annually by, and shall serve at the discretion of, the Commissioner, upon the approval of the Board of Directors, and shall be responsible for their assignments and for their performance. Referees shall conduct themselves and their duties in accordance with the Great Falls Basketball Code of Conduct and other applicable rules and regulations.

Section 5. Directors' Participation: There is no prohibition on the participation of Directors or Officers as coaches or referees, if selected through the normal process, but any Director so participating shall recuse him/herself from any Board or Committee deliberation or vote (including that over his/her selection as coach), and

shall delegate to another Director or coach, as appropriate, any decision, which could appear to present a conflict of interest between his/her dual roles as Director and coach.

ARTICLE X -- AFFILIATION AND RULES

Section 1. House League: The house league program is established for children within the Great Falls community, and the play of teams therein (and in any other community basketball programs that play in gyms assigned by the Fairfax County Department of Recreation and Community Services) shall be governed by the Virginia High School Basketball Rules of play, except as amended by the Great Falls Basketball Rules of Play, which rules may be amended by a majority vote of the Board of Directors, and shall be considered for amendment at a Board meeting following the conclusion of the basketball season each year. Procedures for registration, participation and operation of the house league shall be adopted by the Board.

Section 2. Select Program: The select program is open to children within the Great Falls community and a limited number of children outside of Great Falls pursuant to the rules of the Fairfax County Youth Basketball League, and Great Falls Basketball select teams shall participate in and operate under the rules of the Fairfax County Youth Basketball League. Procedures for registration, participation and operation of the select program shall be adopted by the Board.

ARTICLE XI -- FINANCES AND ACCOUNTS

Section 1. Financial Decisions: The Board of Directors shall decide all matters pertaining to the finances of Great Falls Basketball and it shall place all income in a common league account, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 2. Account: All monies received shall be deposited to the credit of Great Falls Basketball in the common league account, and all disbursements shall be made by check. All checks shall be signed by Great Falls Basketball Treasurer and/or such other officer or officers or person or persons as the Board of Directors shall determine.

Section 3. Fiscal Year: The fiscal year of Great Falls Basketball shall begin on the first day of October and shall end on the last day of September.

Section 4. Dissolution: Upon dissolution of Great Falls Basketball and after all outstanding debts and claims have been satisfied, the Board shall distribute the property of Great Falls Basketball to such other organization or organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501(c) (3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XII -- LIABILITY AND INDEMNIFICATION

Section 1. Liability: No Director or Officer shall be liable for loss or damages allegedly caused by his/her or any other Directors'/Officers' acts or omissions or for any other cause, except for his/her own willful misconduct or knowing violation of criminal law.

Section 2. Indemnification: Provided that indemnification is permissible in accordance with § 13.1-880 of the Virginia Nonstock Corporation Act, Great Falls Basketball shall indemnify any Director or Officer who is, was, or is threatened to be made, a party to a proceeding because he/she is or was a Director or Officer of Great Falls Basketball, against any liability, expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid or to be paid in settlement, if such claims derive from the Director's/Officer's good faith acts in discharging his duties under the articles and by-laws, which he/she believed were not contrary to the best interests of Great Falls Basketball.

Section 11. Insurance: Great Falls Basketball shall purchase and pay all insurance premiums required to protect and indemnify the Board Members and Officers while participating in Great Falls Basketball events. The payments will be paid from the proceeds collected during registration and/or other fund raising activities.

ARTICLE XIII -- AMENDMENTS

This Constitution and By-Laws may be amended, repealed, or altered, in whole or in part, by a majority vote of votes cast at any duly called meeting of the Members, provided that notice of the proposed change is included in the notice of such meeting and that a quorum is present.