

WEST LINN YOUTH BASKETBALL ASSOCIATION

ARTICLES OF INCORPORATION

AS AMENDED THROUGH OCTOBER 2, 2008

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Oregon, as a "Public Benefit Corporation", do hereby certify:

ARTICLE I – NAME

The name of the Association shall be the West Linn Youth Basketball Association.

ARTICLE II – PURPOSE

Said organization 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 corresponding section of any future federal tax code.

The purpose of the Association shall be to teach fundamental basketball skills and elements of team play and sportsmanship. The primary aim will be to develop fundamental skills, self confidence, self worth and team cooperation in an atmosphere of safe, cooperative fun. Consideration of the players is the primary importance.

ARTICLE III – ADDRESS

The place in this State where the principle office of the Association is to be located is City of West Linn, Clackamas County, State of Oregon. The principal mailing address of the Association shall be: P.O. Box 511, West Linn, OR 97068.

ARTICLE IV – MEMBERSHIP

- (A) Any person interested in active participation to meet the purposes of the Association may be a member of the Association, provided they have a son or daughter currently enrolled, or enrolled in the last regular season, as a player in the Association.
- (B) Any child meeting the requirements as to age and residence, as set forth in the rules of the Association, shall be eligible to apply to participate as a player in the Association. Application of a child desiring to be a player shall be submitted to the Board of Directors in the format prescribed by the Board. Annual fees shall be established by the Board and payable to the Association. Acceptance by the Association of the annual fee shall constitute approval of the application. The player shall then abide by the rules and regulations of the Association.

- (C) The Board of Directors, by a two-thirds vote at any duly constituted meeting, shall have the authority to suspend or revoke the membership of any member whose conduct is considered detrimental to the best interests of the Association.
- (D) The Board of Directors shall, upon evidence of misconduct of any player, notify the coach of the team for which the child plays and shall request the player and his/her parents to appear before the Board. The Board shall have full authority to suspend or revoke such player's right to current and/or future participation upon a vote by two-thirds of the Board.

ARTICLE V – ORGANIZATION

- (A) The governing of the Association shall be under the administration of the President and the Board of Directors. The Board of Directors shall consist of:
 - 1. President
 - 2. SELECT Coordinator-Boys
 - 3. SELECT Coordinator-Girls
 - 4. Recreation Program Coordinator
 - 5. Recreation Game/Practice Scheduler
 - 6. Recreation Referee Scheduler
 - 7. Gym Coordinator
 - 8. Equipment Coordinator
 - 9. Coaches Coordinator
 - 10. Secretary
 - 11. Treasurer
 - 12. Players Advocate
 - 13. Webmaster
 - 14. Communications/Marketing Coordinator
- (B) At the Annual Business Meeting of the Association, the President and Board of Directors shall be elected from among the membership of the Association. All positions shall be for a term of two consecutive years.
 - 1. Board positions are filled as they are vacated. Board members must have a child enrolled in the Association's SELECT or recreational program for the current or upcoming year.
 - 2. All Board positions are voting positions and the outcome of votes is determined by a majority of those members voting, including any proxies submitted.
 - 3. Upon the vacancy of an unexpired term of office (by reason of resignation, removal, death or disability), the Board, by a two-thirds majority vote, shall appoint a member of the Association to fill the vacated position to the end of the term.
- (C) Advisors to the Board of Directors shall be the boy's basketball varsity team coach and girl's basketball varsity team coach from West Linn High. These advisors will be relied upon for advice concerning the various activities of the Association. Advisors are responsible for conducting tryouts and selecting SELECT team members, as well as two alternates. SELECT team vacancies occurring during the

season are filled from these alternates specified at the tryouts. The advisors, in conjunction with the SELECT Coordinator, are also responsible for selecting SELECT coaches.

- (D) The duties of the President and the Board of Directors shall be as follows:
1. President – shall preside at both regular and special meetings of the Association. It shall be his/her responsibility to assure that the rules and regulations are enforced and that the Bylaws are followed
 2. SELECT Coordinator-Boys – shall organize and administer play for boys at the SELECT level, including the registration of participants and selection of coaches in concert with the Coaches Coordinator and the varsity advisors including. Such coaches are subject to approval by a majority vote of the Board
 3. SELECT Coordinator-Girls– shall organize and administer play for girls at the SELECT level, the registration of participants, and selection of coaches in concert with the Coaches Coordinator and the varsity advisors. Such coaches are subject to approval by a majority vote of the Board.
 4. Recreation Program Coordinator – shall organize and administer play at the recreational level, including the registration of participants, the selection of coaches (in concert with the Coaches Coordinator) and the formation of teams. Such coaches are subject to approval by a majority vote of the Board.
 5. Recreation Game/Practice Scheduler – shall design, communicate, and implement game schedules as well as any year-end tournaments for the recreation program
 6. Recreation Referee Scheduler- shall organize, design, and implement the referee schedule for the recreation program. This position is also responsible for paying referees. Referees are to be paid at the midpoint and at the end of the season. The end of the season payment will be made in full only if all referee equipment is returned. Otherwise, the payment is net of an equipment deduction.
 7. Gym Coordinator – shall secure adequate gym space from the school district and design, communicate and implement practice schedules for all teams in the Association. Every effort will be made to assure equal practice time for each team.
 8. Equipment Coordinator – shall purchase and distribute a team jersey for each player and purchase and distribute game equipment, including scorebooks, first aid kits and referee jerseys and whistles.
 9. Coaches Coordinator – shall develop and implement policies and procedures with respect to evaluating, selecting and training coaches at both the SELECT and recreation levels.
 10. Secretary – shall keep and distribute minutes of the Association and Board meetings, as well as keep and update all Association documents, e.g. Bylaws, rules and regulations, etc.

11. Treasurer – shall account for all monies received and distributed by the Association, compile and publish and Association budget and compile and publish such other reports and statistics as are deemed necessary by the Board.
12. Players Advocate – shall adjudicate complaints received from players, parents or coaches. Matters involving serious infractions of the Association rules or Bylaws shall be brought to the attention of the Board for their consideration.
13. Webmaster – shall establish and maintain a website for the Association.
14. Communications/Marketing Coordinator – shall coordinate all communications for the Association.

ARTICLE VI – MEETINGS

- (A) An Annual Business Meeting of the members of the Association shall be held in May or June of each year. The primary purpose of this meeting shall be the election of Board members.
 1. Amendments to the Association Bylaws may be approved at this meeting or at a “Special Meeting” described in Article VI, Section (E) of these Bylaws. Approval requires a two-thirds vote by the members in attendance.
 2. Amendments to the Association Bylaws and changes to the rules may also be approved at any regular meeting of the Board.
 3. During the Annual Business Meeting, reports of funds and progress will be conveyed in addition to other transactions and business which may come before the membership.
- (B) Regular meetings of the Board shall be held as needed, but not less than once monthly during the months of November, December, January, February and March. The President or Secretary may issue a call for a meeting at any time. A meeting may be called at any time by at least four members of the Board.
- (C) Notice of all meetings shall be given seven days in advance to all members of the Board. Notice of the Annual Business Meeting and any Special Meeting shall be given to each member of the Association thirty days or more in advance of said meeting.
- (D) A majority of the members of the Board shall constitute a quorum at any meeting. A majority of this quorum shall govern when voting on issues considered, except when otherwise specifically provided by the Bylaws.
- (E) For the purpose of considering a Bylaw change, any member may request a Special Meeting of the members of the Association. Such request must be in writing and must be accompanied by a fee sufficient to pay for the costs incident to notification of all Association members and meeting-facility expenses. These costs will include printing, letterhead, envelope, postage and rental of facilities expenses. Special Meetings shall require forty-five days notice from the date the request is received by the Association until the meeting date.

ARTICLE VII – RULES

Rules governing the SELECT program and the recreation program shall be adopted annually by the Board at a meeting held not less than one month prior to the first scheduled game of the season.

ARTICLE VIII – FINANCIAL POLICY

- (A) This Association 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 corresponding section of any future federal tax code.
- (B) The Board shall decide all matters pertaining to the finances of the Association and shall place all income in a common Association treasury, directing the expenditure of same in such manner as will give no team an advantage over any other.
- (C) The President, all Board members, advisors and recreational coaches shall serve without compensation. Competitive coaches are eligible for compensation subject to Board approval.

ARTICLE IX – EARNINGS

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Association 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 Article VIII herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X – DISSOLUTION

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the Association is then located, exclusively for such purposes or to such

organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 2nd day of October 2008.
