

BYLAWS  
OF  
SENECA RIDGE RIVER BEND BASKETBALL LEAGUE,  
INC.

ARTICLE I- MEMBERS

1. Eligibility. The members of the Corporation will be composed of Coaches. Coaches are those people who are head coaches of teams in the Seneca Ridge River Bend Basketball League that have not been suspended.
2. Voting. The Coaches have the right to nominate and vote for a Board of Directors each year, but have no other voting rights. The members of the Board of Directors do not have to be head coaches in the league.
3. Meeting. The annual meeting of the members shall be held in April of each year or at such other time as the Board of Directors may determine. The purpose of the annual meeting is to elect a Board of Directors of the Seneca Ridge *River* Bend Basketball League. The Secretary shall give members notice of the notice of the date, time and place of each annual meeting. Such notice shall be given by mail, email or telephone. The election of the Board of Directors may be conducted via mail or email.
4. Quorum. Members holding one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

5. Proxy. A member entitled to vote may vote in person or by proxy. A member may execute a writing authorizing another person or persons to act for him/her as proxy.

## ARTICLE II - DIRECTORS

1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors and, except as may be provided in the Articles of Incorporation or Bylaws; they shall be invested with all of the Corporation's powers.

2. Number of Directors. The Board of Directors shall consist of three (3) individuals.

3. Election of Directors. The Board of Directors shall be elected Annually by the Head Coaches as provided for in the Articles of Incorporation.

Place and Notice of Directors' Meetings. The annual meeting of the Board shall be held in May of each year for the purpose of electing officers and transacting such other business as may come before the meeting. Regular meetings of the Board may be held at such time and place as the Board may determine by resolution. Special meetings of the Board shall be held at such times and places as the Board sets by resolution or upon call of the President or any two (2) or more Directors.

1. Notice of Meetings. No notice of the annual meeting or any regular meeting of the Board shall be required. Notice of each special meeting shall be mailed to each Director's residence or usual place of business at least three days before the date of the meeting or be given by email or telephone at least two days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board

need be specified in the notice or waiver of notice of the meeting, except that notice of a meeting at which removal of a Director is to be proposed shall state that the purpose, or one of the purposes of the meeting is the removal of a Director.

2. Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice until a quorum shall be present.

3. Actions Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by all of the Directors before or after the action is to become effective. The Directors' consent shall have the same force and effect as a unanimous vote.

### ARTICLE III - OFFICERS

1. General. The officers of the Corporation shall consist of a President (who shall also be the Commissioner of the League), a Secretary, a Treasurer and, if deemed advisable by the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. All officers shall serve until the annual meeting of Directors next following their election and until their successors are elected. At each annual meeting of Directors, the Directors shall elect officers to fill vacancies occurring at that meeting. Any person may hold any two or more offices

simultaneously other than the President and Secretary.

2. President. The President shall be the chief executive officer of the Corporation and shall be primarily responsible for implementing the policies and procedures established by the Board of Directors. The President shall preside at meetings of the Board of Directors, supervise the other officers, agents and employees of the Corporation, perform such other duties as may be prescribed from time to time by the Board of Directors, and have all other powers and duties that pertain to the position of chief executive officer.

3. Secretary. The Secretary shall certify the actions of the Board of Directors when necessary, keep the minutes of the Board of Directors, give all required notices of meetings to the Board of Directors and have other powers and duties as may be prescribed by the Board of Directors from time to time.

4. Vice Presidents and other Assistant Officers. Vice presidents and other assistant officers shall have such powers and duties as the Board of Directors may prescribe from time to time.

5. Removal of Officers. Any officer may be removed with or without cause whenever the board of Directors in its absolute discretion shall consider that the officer's removal will serve in the best interest of the Corporation.

#### Article IV- Miscellaneous

1. Amendment of By-Laws. The power to alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws shall be vested exclusively by the Board of Directors.