

# Win the Tip! Basketball Coaches Network

## **By-Laws**

*Revised June 12, 2006*

### Section 1. Offices

#### 1.1 Business Office

1.1.1 The Organization's principal office shall be located at the permanent address of the Executive Director. The organization may have other offices as designated by the Board of Directors. The secretary of the organization shall maintain a copy of the records.

#### 1.2 Registered Office

1.2.1 The organization's registered office shall be located within the state of the permanent address of the Executive Director.

1.2.2 The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within the same state.

1.2.3 The Board of Directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

### Section 2. Records

#### 2.1 Organization Records

2.1.1 Minutes and Accounting Records – the organization shall keep a permanent record of the minutes of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by a committee of the board of directors acting in place of the board and on behalf of the organization. The organization shall maintain appropriate accounting records.

2.1.2 Form – The organization shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

2.1.3 Other Records –The organization shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within two (2) business days:

2.1.3.1 It's articles or restated articles of incorporation and all amendments to them currently in effect.

2.1.3.2 It's By-laws or restated bylaws and all amendments to them currently in effect

2.1.3.3 Financial Statement

2.1.3.4 A list of the names and business addresses of its current directors and officers.

2.1.3.5 It's most recent annual report

## Section 3. Members

### 3.1 Number, Nomination and Qualification

- 3.1.1 The organization shall have two (2) classes of membership: general membership and honorary membership. A general member is currently employed as a basketball coach, retired coach or employed in an organization that serves the coaching profession or the game of basketball.
- 3.1.2 An honorary membership shall be confirmed by the Board of Directors on any individual who has made a valuable contribution to the lives of youth or the coaching profession.

### 3.2 Nomination and Tenure

- 3.2.1 Nomination for membership must meet one of the following requirements:
  - 3.2.1.1 Nomination by a current member or past member of the Board of Directors.
  - 3.2.1.2 Nomination by a current member who has been a member for no less than one year from their membership date.
  - 3.2.1.3 Nomination by a current member who has attended a Win the Tip! Member Event and does not meet the one year membership requirement.
  - 3.2.1.4 Nomination by a current member who is serving on a Win the Tip! Committee and does not meet the one year membership requirement.
- 3.2.2 To maintain membership in the organization members must pay annual dues as determined by the Board of Directors for the amount listed in by-law 3.5.1. Membership dues must be received by May 31<sup>st</sup> of any given membership year. A membership year begins on June 1<sup>st</sup> and concludes on May 31<sup>st</sup>. Members may also maintain membership by meeting one of the following requirements:
  - 3.2.2.1 Serve on an active Win the Tip! Committee
  - 3.2.2.2 Designated as an Honorary Member by the Board of Directors.
  - 3.2.2.3 Provide a special service to the organization as determined by the Board of Directors.
  - 3.2.2.4 A current member of the Board of Directors

### 3.3 Termination

- 3.3.1 The membership of any member may be terminated by an action of the Board of Directors at the annual board meeting, or at any regular or special meeting of the directors.
- 3.3.2 Ground for termination of membership shall include, but not limited to, failure to meet yearly membership requirements or failure to represent the organization, the coaching profession, their institution, team, community, and the game of basketball with the utmost character and integrity.

### 3.4 Powers and Rights

- 3.4.1 Members shall serve without authority and shall have no right to notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no organization rights or responsibilities.
- 3.5 Membership Dues or Fees
  - 3.5.1 The organization requires annual membership dues of \$20.00.
- 3.6 Membership Benefits
  - 3.6.1 Members will be eligible for all privileges and benefits as determined by the Board of Directors.
    - 3.6.1.1 Membership to an invitation only network
    - 3.6.1.2 Access to a network of coaches who share a passion and desire for the game of basketball.
    - 3.6.1.3 A weekly network update distributed via email.
    - 3.6.1.4 Free admission to all membership events. Membership dues for the current membership year must be paid prior to attending a member event.
    - 3.6.1.5 A short biographical description of your coaching career on the organization's web site.
    - 3.6.1.6 A copy of the Opening Tip! Annual Newsletter.
- 3.7 Member Events
  - 3.7.1 The organization shall meet at the time the organization conducts its events.
    - 3.7.1.1 Coaching Retreat- a member event that is conducted by itself and is hosted by a current member.
    - 3.7.1.2 Coaching Summit – a member event that is held in conjunction with a non-member event.
    - 3.7.1.3 Member Meet n' Greet – a member event that provides an opportunity for members to meet each other.

#### Section 4. Board of Directors

- 4.1 Powers - The affairs of the organization shall be managed by the directors who shall have and may exercise all the powers of the organization.
- 4.2 Number and Election
  - 4.2.1 Directors shall consist of not less than 7 members and shall include the Executive Director, Associate Executive Director, (1) High School representative, (1) NAIA representative, (1) NCAA representative, (1) Coach in a Women's Program or (1) Coach in a Men's Program.
  - 4.2.2 For the reason of death, removal, resignation or disqualification of one or more of the Directors, the Board will nominate a general member to replace departing member. Member must meet requirements to nominate a member as outlined in bylaws section 3.2.1
- 4.3 Terms of Office- Each director shall hold office for a 2-year term or until his successor is elected and qualified, or until he sooner dies, resigns, is removed or become disqualified.
- 4.4 Annual Meeting
  - 4.4.1 The organization will conduct its annual board meeting in the month of May each year.
  - 4.4.2 The location and date will be determined by the Board of Directors no later than March 1<sup>st</sup> of the same year.

- 4.4.3 If a member of the Board cannot attend due to travel or financial restrictions then the meeting will be available via conference call or chat room.
- 4.4.4 The annual meeting follows the quorum requirements as outlined in the constitution.
- 4.5 Regular Meetings – regular meeting of the directors may be held at such places and at such times as the directors may determine. Meetings may be conducted via chat room, conference call or in person.
- 4.6 Special Meetings
  - 4.6.1 Special meetings of the directors may be held at any time and at any place when called by the President or Executive Director.
  - 4.6.2 Notice of the time and place of the meeting shall be given to each director not less than two (2) days prior to the meeting.
- 4.7 Notice of Regular Meetings- Notice of the time, place and format of each meeting shall be given via email or phone 7 days prior to the meeting.
- 4.8 Quorum- Board may convene and vote on issues pertaining to the organization with a minimum of five (5) directors.
- 4.9 Action by Vote- When a quorum is present at any meeting, a vote minimum of five votes is required to determine any question, including election of directors and officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.
- 4.10 Action by Writing – any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing.
- 4.11 Presence Though Communication Equipment- Members may participate in meetings by means of a conference call, chat room or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

## Section 5. Officers and Agents

- 5.1 Number and Qualification
  - 5.1.1 The officers of the organization shall consist of the President, Vice-President, 2<sup>nd</sup> Vice President, Treasurer, and Secretary
- 5.2 Election
  - 5.2.1 Election of Officers of the Board of Directors will occur by nomination of a current member of the Board during the May meeting. Officer will be approved by a 2<sup>nd</sup> nomination.
- 5.3 Tenure
  - 5.3.1 Officer positions on the Board will be selected on an annual basis at the annual board meeting.
  - 5.3.2 Board members may serve in the same officer position during the second year of their term.
  - 5.3.3 The current Board will nominate general members to replace a board member whose term is up.
- 5.4 President and Vice Presidents
  - 5.4.1 The president shall have general charge and supervision of the affairs of the board of directors.
  - 5.4.2 The 1<sup>st</sup> vice-president shall have and may exercise all the powers and duties of the president in his absence or in the event of his inability to

act. The vice presidents shall have such other duties and powers as the directors shall determine.

#### 5.5 Treasurer

- 5.5.1 The treasurer shall have charge and custody of and be responsible for all funds and securities of the organization.
- 5.5.2 He shall be in charge of the organizations financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers and he shall keep full and accurate records thereof.
- 5.5.3 He shall have such other duties and powers as designated by the directors or the president

#### 5.6 Secretary

- 5.6.1 The secretary shall in good faith create and maintain one or more books for the minutes for the proceedings of the Board of Directors
- 5.6.2 Be the custodian of copies of constitution, by-laws, Articles of Organization.

#### 5.7 Executive Director

- 5.7.1 The Executive Director shall have a non-term limit position on the Board of Directors
- 5.7.2 The Executive Director shall receive for his services such amounts as the directors shall determine.
- 5.7.3 The Executive Director shall serve as the chief executive officer of the organization and is subject to the control of the Board of Directors.
- 5.7.4 The Executive Director will preside over all meetings and oversee the duties of the Treasurer and Secretary until June 1, 2007 or the Board of Directors determines what is appropriate for the start-up of the organization. At that time the President, Treasurer and Secretary will assume those duties.

#### 5.8 Associate Executive Director

- 5.8.1 The Associate Executive Director shall have and may exercise all the powers and duties of the Executive Director in his absence or in the event of his inability to act. The Associate Director shall have such other duties and powers as the directors shall determine.
- 5.8.2 The Associate Executive Director shall have a non-term limit position on the Board of Directors
- 5.8.3 The Associate Executive Director shall receive for his services such amounts as the directors shall determine.

### Section 6. Resignations, Removals and Vacancies

- 6.1 Resignations – Any member, director or officer may resign at any time by delivering his resignation in writing to the president or the secretary. Such resignations shall be effective upon receipt unless specified to be effective at some other time.
- 6.2 Removals – A member, an officer or a director may be removed with or without cause by a 5-2 vote of the Board of Directors then in office.
- 6.3 Vacancies – Any vacancy on the Board of Directors may be filled by the directors by a 5-1 vote of the directors then in office. The directors shall elect a successor if the office of the president or vice president becomes vacant. Each successor shall hold office for the unexpired term and in each case until their successor is chosen. The directors shall have

and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

#### Section 7. Co-Founders

7.1 Pete Van Mullem and Aaron Christian are granted life-time honorary membership with no yearly membership requirements. They may not serve as an officer on the Board of Directors, but may be employed within the organization and exercise voting powers if required by the position.

Section 8. Fiscal Year- The fiscal year of the organization shall end on May 31<sup>st</sup> in each year.

#### Section 9. Opening Tip! Annual Newsletter-

9.1 The official annual newsletter of the Win the Tip! Basketball Coaches Network will be named "*Opening Tip!*" This annual publication will be mailed to all members in November of each year.

#### Section 10. Personal Touch

10.1 The Board of Directors will contact the general membership via phone between February 1<sup>st</sup> and April 30<sup>th</sup> of each year. The Board will ask a series of questions to gain better insight into member services.

#### Section 11. Compensation

11.1 Directors shall be entitled to receive for their services such amount, if any, as the directors may determine which may include expenses of attendance at meetings. Members and directors shall not be precluded from serving the corporation in other capacity and receiving compensation for any such services.

11.2 All compensation as determined by the Board of Directors shall be distributed in one lump sum on June 1<sup>st</sup> following the fiscal year. Compensation will only be distributed based on availability of sufficient funds.

#### Section 12. Personal Liability

12.1 The directors and officers of the organization shall not be personally liable for any debt, liability or obligation of the organization. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the organization, may look only to the funds and property of the organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the organization.

Section 13. Amendments – These bylaws may be amended, altered, repealed or enhanced by an affirmative vote of (5-2) by the board of directors.

#### Section 14. Annual Awards

14.1 The Board of Directors will announce annual award recipients following the Annual Board meeting in May. The Board will rank the nominations for each award as nominated by the general membership. Recipients will receive recognition from the organization for their accomplishment. Members will be recognized in the following areas:

14.1.1 Head Coach of the Year

14.1.2 Assistant Coach of the Year

14.1.3 Service to the Profession Award

Section 15. Amendment to By-law Section 10 – Elimination of Personal Touch

15.1 The Board of Directors voted in favor (7-0) of eliminating By-law section 10-Personal Touch on May 20, 2006.