

BYLAWS AND ARTICLES OF INCORPORATION

OF

ORANGE STARS. INC.

ARTICLE I

Name

Section 1. The name of this corporation shall be Orange Stars, Inc. (hereinafter called the Corporation), a non-profit corporation.

Section 2. Office of the Corporation shall be located at 531 Chickasaw Bluff, Benton, KY 42025

Section 3. All teams in Orange Stars, Inc. will be designated the Orange Stars.

ARTICLE II

Non-Profit Organization

Section 1. The purposes of the Corporation per Article III shall be served by the Corporation and its members in accordance with the requirements of the applicable law of the State of Kentucky relating to non-profit corporations and in such a manner as shall be consistent with the requirements of maintaining tax exempt status of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986; as amended, or any succeeding statute or governing regulation.

ARTICLE III

Purposes

Section 1. The Mission Statement of the non-profit Corporation is:

- a. To promote participation and interest in the sport of basketball.
- b. To stress good sportsmanship and to work toward development of high ideals of conduct and character among players, coaches, officials and spectators.
- c. To develop safe, skillful play.
- d. To provide safe equipment to be used during practice and competition and to inspect, inventory, and assess the condition yearly.
- e. To provide training and education of the coaching staff of each team.

ARTICLE IV

Nondiscriminatory Policy

Orange Stars Basketball body does not discriminate against applicants and students on the basis of race, color, or national or ethnic origin. A copy of this Policy will be available to all applicants and members.

ARTICLE V

Membership, Meetings and Voting

Section 1. The members of the Corporation will include all parents and/or guardians of paid registered players for the current year. Membership shall be terminated when registration fees or assessments are not paid within a reasonable amount of time after they are due as determined by the Board of Directors or when the Board of Directors, for just cause, orders termination.

Section 2. The General Membership Meeting

- a. The General Membership Meeting shall be held yearly in the month of October.
- b. The membership will be notified of the date and time of the General Membership Meeting through mail, email and/or website.
- c. Members and assistants will be selected by the Board of Directors.
- d. A General Membership Meeting may be called by a petition of twenty-five (25) members. The petition is then submitted to the President to convene a General Meeting twenty-one (21) days after the petition is complete. Public notice of the General Meeting shall be made at least fourteen (14) days prior to the meeting.

Section 3. Board of Directors Meetings

- a. The Board of Directors shall meet quarterly at a time and place chosen by the Board of Directors.
- b. Each Board Member in good standing will have one vote in all business matters. The President shall not vote on any motion brought before the Board. However, should the result of any vote on any motion result in a tie, the President shall cast his/her vote only as a tie breaker.
- c. A quorum of the Board shall be one half membership excluding the President.
- d. Voting Board Members are expected to attend all meetings. Upon 3 absences, the remaining Board has the right to terminate that member's position if deemed necessary. This person should be notified in writing that the board will be voting on this matter.

Section 4. Special Meetings: The Board of Directors may call a special meeting as needed.

Section 5. Term of Office

- a. The term of office for all Board of Directors and Officers begins January 1 and ends December 31 each year
- b. The Board, by unanimous vote, may discharge a Board Member from his/her position if it is in the best interest of the Corporation.
- c. The Board may, by majority vote, fill any Board vacancy that occurs before an Annual General Membership Meeting. The term of office for the new Board member shall terminate at the time of the predecessor's term of office would have expired.

Section 6. Miscellaneous

- a. Fundraising: Any fundraising by members of a team, squad etc. within the organization or done in the club's name must be approved by the Board prior to solicitation.
- b. Club Fees/Late Fees/Refunds: Voted on by the Board for the current year.

ARTICLE VI

Election of Officers/Board of Directors

Section 1. The President shall appoint a Chairperson for the Election at least thirty (30) days prior to the Annual General Membership Meeting.

Section 2. The Chairperson shall:

- a. Prepare a slate of nominees to fill the elected Board of Directors' positions.
- b. Not permit a person to be considered for more than one position.

Section 3. Election

- a. Members shall submit their name to the Chairperson for consideration for election to a Board of Directors position. The submission shall be in writing no later than 2 weeks prior to the scheduled election.
- b. Nominations will be accepted at the Annual General Membership Meeting if no individual has been nominated.
- c. Incumbent Officers/Board Members may be elected to subsequent terms in office.
- d. No name shall be nominated without the consent of the nominee.
- e. Election will be by popular vote at the Annual General Membership Meeting and shall be by ballot unless there is only one nominee for an office. If only one nominee, the position may be filled by acclamation.

ARTICLE VII

Board of Directors and Executive Officers

Section 1. Board of Directors

- a. The Board of Directors shall be the governing body of the Corporation.
- b. The Board shall be elected annually at the October General Membership Meeting.
- c. The Board shall be comprised of no less than nine (5) Board Members.
- d. One Board position shall include a coach from one athletic activity.
- e. The Board shall include:
 1. Four (4) Executive Officers appointed by President, Vice President, Treasurer and Secretary.
 2. Five (5) Officers elected by the executive Officers. (Director of Athletics, Coaches etc.)

Section 2: Duties of Executive Officers

a. President: The President shall be the Chief Executive Officer of the organization and preside at all Board meetings. He / She shall execute in the name of the Corporation all contracts, evidences of indebtedness, and other instruments authorized by the Board of Directors. He / She shall see that business is run in a timely organized manner. The President shall be authorized to sign checks for cash disbursements from the corporation's checking account. Primary duties include but are not limited to:

1. Enforcing the Corporations By-Laws
2. Overseeing all sports programs by working with each team's coach/coordinator to ensure policies and schedules comply with the Corporation's By-Laws.
3. Completing duties given to him/her by the Board of Directors that are in the best interest of the Corporation.
4. Attending County meetings or designating an alternate Board member to attend the event if necessary.

b. Vice President: The Vice President shall act on behalf of the President during his/her absence or disability and shall assume all authority and responsibility associated with the position of President. The Vice President shall maintain a thorough understanding of all Corporation policies, rules, and regulations and will support the Corporation as required. The Vice President shall be authorized to sign checks for cash disbursement from the Corporations checking account. Primary duties include but are not limited to:

1. Ensuring the club has the required # of Members to run the club.
2. Coordinating the activities of various Teams.
3. Advising the President.
4. Organizing registration for all sports.

c. Secretary: The Secretary shall keep the minutes of all proceedings of the Board of Directors and Annual General Membership Meeting and file the minutes in the Corporation notebook. Primary duties include but are not limited to:

1. Presenting minutes from previous meetings to be reviewed and approved by the Board.
2. Distributing the agenda for upcoming meetings and ensuring notification through email and website is made in regard to the time and place.
3. Preparing correspondence for the Corporation as directed by the Board of Directors or President.
4. Disseminating information to members of the public by mail, email, website posting and/or newsletter.
5. Establishing a filing system for all correspondence, minutes of meetings, agendas and other club records that must be maintained. (Financial Records to be maintained by Treasurer)

d. Treasurer: The Treasurer shall keep the accounting records of the Corporation and make payments as necessary from Corporations checking account. The Treasurer shall be authorized to sign checks for cash disbursement from the Corporations checking account. Primary duties include but are not limited to:

1. Reviewing all bank statements for accuracy and preparing monthly bank reconciliations for all cash accounts.
2. Collecting, counting and depositing all Corporation funds.
3. Maintaining all receipts and records.
4. Preparing the annual taxes.
5. Disseminating the Corporations checking account balance, the Corporations financial statements, and individual Teams financial information at each monthly Board meeting.
6. Advising the Corporation and Board on fiscal issues. (Review the individual Team Budgets against Actuals)

Section 3. Duties of Officers

a. Director of Athletics: Primary duties include but are not limited to:

1. Training and certifying coaches.
2. Monitoring the conduct of all coaches.
3. Assisting the Coordinators in the management of their sport.
4. Serving as head of the Coaches Review Board.
5. Overseeing the proper collection, ordering, inventorying of all club equipment.
6. Serving as point of contact for Player/Coach/Parent issues.

b. Assistants: Each coach shall have one or more assistant(s) to ensure duties of the coach are completed. The Assistant shall attend Board of Directors meetings. Assistants do not have voting rights.

ARTICLE VIII

Parent/Volunteer Involvement

Section 1. The following are guidelines for Parent, Coaches and Volunteers

a. Code of Conduct Handbook

The Orange Stars Code of Conduct Handbook explains the responsibilities of each parent and child that is a member of the organization. The handbook explains expectations and responsibilities of parents, coaches and volunteers.

b. Parent, Coaches, and Volunteer responsibilities. Members of the organization will be responsible for their behavior and will sign a Code of Ethics prior to the start of each sport season. If a member has a formal written complaint about their behavior from another party, the Board will review and decide action which could include a hearing and possible disciplinary action. The decision of the Board will be considered final.

ARTICLE IX

Committees and Volunteer Positions

Section1. The Board shall appoint committees and other volunteer positions as necessary and discontinue committees and volunteer positions at its pleasure to provide advisory and support services to the Board.

- a. The President shall designate a Chairperson for all committees established by the Board.
- b. Committee appointments and volunteer positions shall be made for a term of one year with renewable appointments.

Section 2. Members of Committees and volunteer positions need not be member of the Board of Directors.

ARTICLE X

Finance

Section 1. Fiscal Period: the fiscal period of the Corporation shall be on a calendar year.

Section 2. Financial Institutions: The Board shall select all financial institutions.

Section 3. Bonding: Trust or surety bonds shall be furnished by the President, Secretary, Treasurer and other such Officers of the Corporation as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Corporation.

Section 4. Disbursement of Funds: The Board of Directors shall approve all disbursement of funds. The Board of Directors shall control all procurement orders and expenditures.

ARTICLE XI

Amendment of By Laws and Articles of Incorporation

Section 1: Amendments to By Laws and Articles of Incorporation

Minor grammatical type changes to the By-Laws can be made by the current Board of Directors with 2/3rds vote.

Section 2: Effective date of Amendment: Once adopted amendments will take effect immediately.

Section 3: Notification: Notification of any changes to the By Law and Articles of Incorporation shall be furnished to the Internal Revenue Service, the Kentucky Revenue Department and any other appropriate state and local agency.

ARTICLE XII

Indemnification

The Corporation shall pay on behalf of a person who is serving or has served as a Member of the Board of Directors of the Corporation any judgments, fines, liabilities, costs, amounts paid or payable in settlement, and expenses (including attorney s fees) actually and reasonably incurred by the Member of the Board in connection with the defense of any action, suit or proceeding in which they are made a party by reason of having been a Member of the Board of Directors of the Corporation, except in

relation to matters as to which such person is adjudged in such action suit or proceeding, to be liable for negligence or misconduct in the performance of duty. For the purposes of the preceding sentence:

a. Action, suit or proceeding shall include every action, suit or proceeding, civil, criminal, administrative, investigative, or other, and shall include an action suit or proceeding that shall be otherwise terminated as against such Member of the Board of Directors without a final determination on the merits, if it shall be determined that such Member had not been negligent in the performance of duty, such determination to be made by a majority of the Board of Directors who are not parties to such action, suit or proceeding, through less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors;

b. The right of payment and indemnification conferred shall extend to any threatened action, suit or proceeding and the final determination on the merits;

c. The termination of action, suit, or proceeding by a plea of Nolo Contendere or other like plea shall not constitute a final determination on the merits;

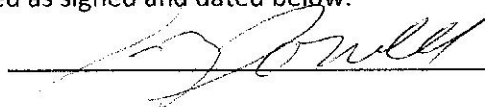
d. A judgment or conviction in any criminal action, suit or proceeding shall not constitute a determination of the person or persons so convicted has been negligent in the performance of their duties if it is determined by a majority of the Board of Director who were not a party thereto, though less than a quorum, or by one or more disinterested persons to the question may be referred by the Board of Directors, that the person(s) so convicted acted in good faith, or for a purpose for which they reasonably believed to be in the best interests of the Corporation and the they had no reasonable cause to believe that his or her conduct was unlawful; and

e. Advances may be made by the Corporation against the costs, expenses, fees, as determined by the Board of Directors. The Corporation shall pay on behalf of and indemnify a member who is not an Officer to the same extent that is does an Officer. The foregoing right of indemnification shall be exclusive of any other rights to which any Board of Directors may be entitled as a matter of law or which may be lawfully granted to them; and the indemnification hereby granted by the Corporation shall be in addition to and not in restriction of limitation of any other privilege or power which the Corporation may lawfully exercise with respect to the indemnification or reimbursement of Directors, Officers or members.

ARTICLE XIII

Dissolution

In the event of dissolution of the Corporation, the Board of Directors shall donate all remaining assets to the Marshall county High School Athletics Department. The By Laws and Articles have been reviewed and approved as signed and dated below.

 _____ Date 12-1-13