

Turnpike Basketball Club, Inc.

By-Laws

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Article I. **Name and Constituency**

- 1.1 The name of the corporation is “Turnpike Basketball Club, Inc.” (“Turnpike,” “Club,” or “Corporation”), a Virginia nonprofit corporation. Turnpike shall operate in the vicinity of Little River Turnpike (Route 236), Fairfax County, Virginia.
- 1.2 Any child, resident in Fairfax County and meeting Turnpike’s age and schooling requirements, will be eligible to play in leagues and on teams organized by Turnpike provided all Club rules, including payment of appropriate fees, and code of conduct are observed. No child shall be excluded from playing on Club teams because of financial hardship, however. A non-resident of Fairfax County may apply to play in leagues organized by Turnpike; such applications will be reviewed on a case-by-case basis.

Article II. **Purpose**

- 2.1 The purpose of Turnpike is to carry out educational and sports activities by providing a community based youth basketball program that addresses the development needs of children. In addition to the above, the Corporation shall also engage in community outreach and support, as well as such other lawful businesses in which the Corporation may choose to engage under the provisions of the Virginia Code, as amended, for nonprofit Corporations, and so as to qualify under the U.S. Tax Code for treatment as a Corporation organized exclusively for educational and non-profit purposes under Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings/receipts of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation 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 the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation 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, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III. **Objectives and Goals**

- 3.1 The objective and goal of Turnpike is to teach and develop basketball skills, good sportsmanship, and an appreciation of the game through programs designed for the enjoyment of our youth and their families. It shall be operated as a non-profit, nonpartisan, non-sectarian organization/corporation to promote, support and assist in a nonpartisan, non-sectarian manner. Turnpike may also engage in all lawful businesses in which the Corporation may choose to engage under the provisions of the Virginia

Nonstock Corporation Act as a nonprofit Corporation. Individual Members shall have no proprietary or equity interest in Turnpike.

Article IV. **Governance**

- 4.1 Turnpike Basketball Club shall be administered by a Board of Directors and by Board-appointed Officers consisting of a President, a Vice President, a Secretary, a Treasurer, a Girls' League Commissioner, two Boys' League Commissioners (one for ages 7-10; one for ages 11-18), and a County League Representative.
- 4.2 The Board of Directors, together with the various Board-appointed Officers, is responsible for all aspects of day-to-day operations of Turnpike Basketball Club, including formulation of and changes to playing rules, club policies, the registration fee schedule and the annual calendar of events. The Board is responsible for upholding Turnpike's code of conduct and for imposing disciplinary action, including suspension or expulsion, in the event of a violation by players, coaches or parents. The Board also is responsible for recruitment of individuals to fill vacant Board positions.
- 4.3 The Board conducts business by majority vote. In case of ties, the Chairman's vote shall be deciding.
- 4.4 Individuals serve on the Board for one-year terms, renewable annually. The incoming Board is ratified by the voting members of Turnpike at the post-season meeting.
- 4.5 The Board meets annually (prior to the start of the Fall season), and when called upon by the Chairman to conduct club business. Club business may also be conducted virtually, electronically, and/or by phone as the Chairman determines. Four members of the Board shall constitute a quorum for doing Club business.
- 4.6 The other volunteer positions required for the effective administration of club activities are: Officials Coordinator, Registration Coordinator, Scheduling Coordinator, Uniform Manager, Computer Operations Manager, Game Day Gym Coordinators, Fundraising Coordinator, and Turnpike Invitational Tournament Director. It is the responsibility of the Board to recruit individuals for these positions. Individuals, including members of the Board, may take on more than one of these additional club administration positions simultaneously. Additional, ad hoc positions and/or committees will be created by the Board as deemed necessary.
- 4.7 The Board shall initially consist of at least six (6) Members. The Board may be increased in number by majority vote of the then-existing Board either at a regular or special Board meeting called by the Chairman or by a majority of the Board. Board Members may be removed from office for cause upon the vote of at least two-thirds (2/3s) of the other Board Members.
- 4.8 Any elected Board Member who must be replaced for any reason during the term in which he/she serves shall be replaced by majority vote of the Board of Directors at a meeting pursuant to Article IV herein.

- 4.9 An Advisory Board of Directors may be created by majority vote of the other, voting Directors. Such Advisory Board Members shall have no vote with respect to the Corporation or its affairs, but may be recognized for their service and serve on the Advisory Board to promote the mission of the Corporation and give advice and counsel to the Board and the Corporation. These Advisory Board Members shall serve for the same term and under the same conditions as regular Board Members.

Article V. **Meetings of the Board of Directors**

- 5.1 Regularly scheduled meetings of the Board shall be held at such place in the County of Fairfax, Virginia as the Board may choose. The dates and times of these meetings shall be determined by the President and at least five (5) business days' written or two (2) business days' electronically transmitted advance notice shall be given to all Board Members. Meetings may also be conducted virtually, electronically and/or by phone, at the direction of the Chairperson or a majority of the Board.
- 5.2 In an emergency or when it is deemed action must be taken immediately, unscheduled meetings of the Board may be called by the President or Chairman of the Board, upon due notice virtually, electronically and/or by phone of at least twenty-four (24) hours to all Board Members.
- 5.3 Regular meetings of the Board shall include submission and review of financial reports and appropriate committee reports.
- 5.4 The rules contained in "Roberts Rules of Order" shall govern Board meetings in all cases to which they are applicable, unless they are inconsistent with the Articles of Incorporation or the By-Laws, in which case the Articles of Incorporation or By-Laws, as appropriate, shall govern.

Article VI. **Amendments**

- 6.1 The Articles of Incorporation and/or By-Laws, including increasing the number of Board Members, may be altered or amended by a vote of a majority of the Board present at any regular or unscheduled meeting provided at least Ten (10) business days' written notice has been given to the members by the Chairman of the Board.

Article VII. **Adoption**

- 7.1 The By-Laws shall become effective upon adoption by an affirmative vote of at least two-thirds (2/3) of the Board.

Article VIII. **Club's Operations and Programs**

- 8.1 Turnpike's main program is its house league with teams divided by gender and age. The President and the League Commissioners shall decide the precise breakdown of age groups into leagues, reserving the right to move individuals up or down from one league to another based on overall numbers and the skill levels of the individuals. A player may be required to play with an older age group due to his/her superior size and/or skills. 18

year olds must be high school students to participate. Typically, the leagues are organized along the following lines: Boys: 7-8, 9-10, 11-12, 13-14, 18U; and Girls: 7-8, 9-11, 12-14, 18U.

- 8.2 Turnpike also enters teams in the Fairfax County Youth Basketball League (administered by the Fairfax County Youth Basketball Council) for boys and girls who are more serious about their basketball, and who possess higher levels of basketball skills. Turnpike may sponsor county teams in the following age groups: Boys: 10 and under, 11 and under, 12 and under, 13 and under; and Girls: 10 and under, 11 and under, 12 and under, 14 and under

Article IX. **Officers and Their Duties**

- 9.1 The President of Turnpike Basketball Club shall assume the following duties and responsibilities:

- Recruit all Board members;
- Approve all coaches for county and house teams;
- Recruit Registration Coordinator (by Aug 1);
- Recruit Uniform Manager (by Sept 1);
- Recruit Manager of Computer Operations (by Sept 1);
- Recruit Officials Coordinator (by Oct 1);
- Recruit Game Day Coordinators (by Nov 1);
- Recruit Invitational Tournament Coordinator (by Jan 1);
- Provide guidance to board and volunteer members on Club operations;
- Apply to Fairfax County Recreation Department (FCRD) for gym space:
 - Fall: July 1
 - Winter: September 1
 - Spring: December 1
- Serve as spokesperson for Turnpike Basketball Club as required;
- Sign and make all contracts and agreements in the name of Turnpike Basketball Club;
- Serve as point-of-contact for external inquiries/complaints;
- Call, set the agenda, and preside at board meetings; and
- Call, set the agenda, and preside at meetings of voting members.

- 9.2 The Vice President of Turnpike Basketball Club shall assume the duties of the President whenever the President is absent from the Club's home location or if he/she is incapacitated.

- 9.3 The Secretary of Turnpike Basketball Club shall be responsible for taking and keeping all minutes of Board meetings, as well as record keeping of the Club. The Secretary shall regularly report to the Board and make available to all Board Members and Officers the records of the Club.

- 9.4 The Treasurer of Turnpike Basketball Club shall assume the following duties and responsibilities:

- Maintain all books of accounts;
- Manage all bank accounts;
- Collect/deposit registration and fundraising fees;
- Make payment of all invoices for supplies received and/or services rendered;
- Prepare budget prior to pre-season Board meeting (by Sept 1);
- Submit annual activity report to FCRD (by Oct 1);
- Coordinate any fundraising activities; and
- Order/distribute: basketballs, uniforms, trophies/plaques, scorebooks, first aid kits, officials' jerseys/whistles, miscellaneous supplies.

9.5 Girls and Boys League Commissioners shall assume the following duties and responsibilities:

- Make recommendations related to scheduling of try-outs, drafts, regular season games, and post-season tournaments and all-star games;
- Recruit house league coaches (by Oct 15);
- Ensure compliance with Fairfax County gym monitor program;
- Organize and supervise tryouts and drafts;
- Arrange team participation for older age groups with surrounding clubs (18U Girls);
- Coordinate fall practice schedule with Scheduling Coordinator;
- Resolve any problems with player assignments;
- Make late player registration assignments;
- Schedule viewing(s) of Volunteer Building Director;
- Communicate information to coaches (e.g., phone tree);
- Rule on protests filed by league coaches;
- Collect recommendations from coaches regarding charter, rule, and/or policy changes and present them to the Board for review;
- Collect, maintain, and report league scores/standings to general membership;
- Provide feedback to Officials Coordinator regarding performances of referees;
- Monitor the conduct of all coaches, participants, and visitors during games and take necessary action to correct any improper conduct;
- Select all star coaches; and
- Coordinate selection of all star players.

9.6 The County League Representative shall assume the following duties and responsibilities:

- Serve as Turnpike representative on Fairfax County Youth Basketball Council;
- Recruit alternate to County League Representative (by Sept 1);
- Attend monthly meetings of Council (alert alternate if unable to attend);
- Recruit county league coaches (by Sept 1);
- Work with coaches to schedule tryouts (by Sept 1);
- Communicate County League information to all Turnpike county league coaches;
- Coordinate fall practice schedule with Scheduling Coordinator;
- Review, approve, and submit rosters, code of conduct forms, and other required county data; and

- Coordinate payment of county fees.

Article X. Other Club Administrators and Their Duties

10.1 The Officials Coordinator shall assume the following responsibilities:

- Recruit adult and youth officials;
- Conduct officials' clinic;
- Solicit time preferences for prospective officials;
- Establish officiating calendar for season (by Nov 30); and
- Arrange for necessary substitutes during season.

10.2 The Registration Coordinator shall assume the following responsibilities:

- Make recommendations related to scheduling of registration;
- Recruit School Registration Helpers (by Sept 1);
- Produce newsletter/calendar/registration form (Sept 1-10);
- Distribute forms to School Registration Helpers;
- Coordinate distribution of forms at back-to-school nights;
- Order registration signs (if necessary) (by Sept 1);
- Coordinate mailing to past year participants (by Sept 10);
- Place registration signs in local area (Sept 15-30); and
- Coordinate staffing at registration desk.

10.3 The Scheduling Coordinator shall assume the following responsibilities:

- Establish line of communications with schools which are used for games/practices;
- Notify schools of times and dates for use of gym space;
- Communicate any cancellation of practice gym space to/from FCRD and coaches;
- Communicate any cancellation of game day gym space to/from FCRD and League Commissioners;
- Coordinate fall practice schedule with League Commissioners and County League Representative;
- Schedule house league games (by Nov 24);
- Distribute schedules to Board members for review (by Nov 24);
- Distribute schedules at coaches meeting;
- Solicit practice time preferences;
- Determine winter practice schedule (Nov 1-10);
- Schedule ad hoc practices per coaches requests;
- Schedule make-up games; Schedule post-season house league tournament; and
- Schedule house league all-star games.

10.4 The Uniform Manager shall distribute, collect and store club uniforms.

10.5 The Computer Operations Manager shall maintain a database of players, produce address labels for mailings, produce draft day player data, and maintain team rosters.

- 10.6 Game Day Coordinators shall maintain possession of game day equipment and supplies during the season, coordinate gym set-up and close-down each week, and coordinate completion/mailling of gym monitor forms to Fairfax County Recreation Department.
- 10.7 Fundraising Coordinators shall perform fundraising activities on behalf of the Club and schedule and organize Picture Day (January).
- 10.8 The Turnpike Invitational Tournament Director shall assume the following responsibilities:
- Organize post-season invitational tournament;
 - Invite other basketball clubs (first notice by Jan 15; follow-up by Mar 1);
 - Solicit advertising and sponsorship;
 - Produce brochures/programs;
 - Schedule games;
 - Communicate schedules to participating clubs;
 - Certify player eligibility for participating teams;
 - Secure volunteers to help with: gym set-up/close-down; gym monitoring; scorekeeping, time keeping; and
 - Coordinate trophy presentations.

Article XI. **Membership, Meetings and Voting**

- 11.1 The Corporation shall have voting Members but not issue any stock.
- 11.2 The Corporation shall initially have the following Officers and Administrators:
- 1) President
 - 2) Vice President
 - 3) Treasurer
 - 4) Secretary
 - 5) Boys Commissioner (for ages 11-18)
 - 6) Boys Commissioner (for ages 7-10)
 - 7) Girls Commissioner
 - 8) County League Representative

Individuals holding these positions will be recorded in the minutes of the Board of Directors meetings.

- 11.3 All individuals occupying volunteer positions in Turnpike – members of the Board of Directors, individuals occupying other Club administrative positions, and individuals serving as coaches – shall be voting members of Turnpike for the year (October to October) in which they occupy such positions. Any individual interested in serving in a volunteer position should notify an appropriate member of the Board of Directors.
- 11.4 The voting membership of Turnpike shall assemble twice a year, once before the winter basketball season (pre-season meeting) and once following the winter basketball season

(post-season meeting). The presence of 15 voting members shall constitute a quorum at such meetings, except as provided in Section 11.6 below. Except as provided in these Bylaws, Robert's Rules of Order shall govern the proceedings of all meetings. At the pre-season meeting, the Board of Directors will inform the membership about playing rule changes for the upcoming season. At the post-season meeting, the voting membership shall ratify, by simple majority vote, Board of Director nominations for the incoming Board. Any voting member in attendance may propose an alternative candidate to the Board of Director nominations for the incoming Board. In such an eventuality, a secret ballot election shall be held immediately to determine the new Board member.

- 11.5 Any voting member of Turnpike who is suspended or expelled because of violation of Turnpike's code of conduct shall lose his/her position in Turnpike and shall forfeit any right to vote at Club meetings.
- 11.6 In the extraordinary circumstance that the overall membership of Turnpike contains fewer than 15 voting members following the winter basketball season, the total number of votes cast for ratification of the incoming Board must consist of at least two-thirds (2/3) the number of Board members.

Article XII. **Suggestions and Complaints**

- 12.1 Suggestions and complaints shall be referred to the Board, either orally or in writing for consideration and action by the President.

Article XIII. **Sponsorship and Contributions**

- 13.1 Levels of sponsorship and contributions shall be as determined from time to time by the President, with approval of the Board.

Article XIV. **Funds**

- 14.1 All expenditures, contributions, and/or donations to other corporations/entities/governments/government agencies are subject to prior approval of the Board. The Treasurer shall be the contracting officer for Turnpike and is authorized, with prior approval of the President and/or Board, to execute contracts obligating Turnpike and disbursing funds in furtherance of Turnpike's mission/goals. Expenditures as to any single vendor or entity in amounts of Five Hundred Dollars (\$500.00) or less for the full cost of any given total purchase or service/consulting may be made by the President, Treasurer, or any Board Member, without prior approval of the Board, for necessary Turnpike operations and/or activities. In the absence of the Treasurer, the Secretary, with approval of the President shall fulfill these obligations. The Treasurer shall file a monthly report with the Board as to the financial status of Turnpike, detailing all revenue and expenses.
- 14.2 Approval of the President shall be required on all checks or transfers of Turnpike funds in excess of Five Hundred Dollars (\$500.00). Those authorized to sign checks and disburse

Turnpike funds will be made known in writing to any financial institution holding Turnpike funds, and appropriate resolution will be given to the financial institution(s).

Article XV. Salaries and Remuneration

- 15.1 The Board, elected Officers, and Administrative Officers shall serve without salary, compensation, or other remuneration, other than approved reimbursable expenditures and reasonable compensation for services rendered on Turnpike’s behalf.

Article XVI. Indemnification of Board Members and Officers

- 16.1 All Board Members, Officers, and Administrative Officials of Turnpike Basketball Club shall be indemnified and their reasonable attorney's fees and costs paid/reimbursed by Turnpike with respect to any suit or legal action which may be brought against them in their capacity as Board Members, Officers, and Administrative Officials as well as individually, with respect to any action which they take or choose not to take in connection with any Turnpike matter. Excepted from this indemnification is any related willful or gross negligence, fraud, or malfeasance by a person seeking indemnification/reimbursement.

Article XVII. Dissolution

- 17.1 Upon dissolution of Turnpike, any outstanding funds in the treasury shall be used to pay any and all outstanding debts or obligations of Turnpike. The remaining balance, if any, shall be credited to then existing Turnpike community outreach and educational programs, and/or support of law enforcement agencies.

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Most recent revision approved by the Board of Directors on March 21, 2021.