

**CODE OF BY-LAWS
OF
BROWNSBURG JR. BASKETBALL LEAGUE, INC.
Amended September 23, 2007**

ARTICLE I

NAME

Section 1.1. Name. The name of this Corporation shall be Brownsburg Jr. Basketball League, Inc., hereinafter referred to as "Corporation."

ARTICLE II

PURPOSES

Section 2.1. The purposes of the Corporation are:

- (a) To operate a recreational (intramural) basketball league for the youth of Brownsburg for the enhancement of their physical and mental well-being;
- (b) To organize and oversee teams which play in a local area travel (intermural) basketball league which is designed for a more competitive playing experience; and,
- (c) To perform any related purpose which not-for-profit corporations are authorized under Indiana law.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors.

Section 3.2. Number and Tenure. The number of Directors shall not be less than twenty-five (25) or more than thirty (30). Each Director shall hold office for a term of two (2) years or until his/her successor has been elected and qualified. Each Director shall be eligible for re-election. The Board of Directors shall have the right to increase or decrease within the limits prescribed by the Articles of Incorporation the number of Directors by a vote of majority of Directors present at a properly called meeting of the Board of Directors. Any interested person may submit their name to the Board of Directors for nomination during the basketball season.

Section 3.3. Regular Meetings. The regular meetings of the Board of Directors shall be held on a monthly basis from August through April. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice and such resolution.

Section 3.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without, the State of Indiana, as the place for holding any special meeting called by them.

Section 3.5. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days to each director the date, time and place of the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose, any regular or special meeting of the Board need be specified in a notice or waiver of notice such meeting, unless specifically required by law or these by-laws.

Section 3.6 Quorum. A majority of the entire Board of Directors shall constitute a quorum. No actions requiring a vote (including changes to Rules and By-Laws) may occur without a quorum. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum. When a quorum is present and a vote is taken on any matter, the affirmative vote of a majority of Directors present when the vote is taken is the act of the Board of Directors.

Section 3.7. Informal Action by Directors. Any informal action required or permitted to be taken at any meeting of the Board of Directors or of any special committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board, and such written consent is filed with the minutes of proceedings of the Board or committee. This Section does not permit informal actions to include any changes to written Rules and/or By-Laws.

Section 3.8. Power to Make By-laws & League Rules. The Board of Directors shall have the power to make and alter any by-law or league rule, including the fixing and altering of the number of Directors. All such alterations must be the result of a vote by the Board of Directors as prescribed in Section XIV of these By-Laws.

Section 3.9. Power to Elect and Appoint Officers. The Board of Directors shall elect a President, one or more Vice Presidents (including but not limited to Vice President - Boys Recreation, Vice President - Girls Recreation, and Vice President – Travel), a Secretary, and a Treasurer. The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation. Any officer or agent may be removed by the Board of Directors whenever, in the judgment of the Board, the interest of the Corporation will be served thereby. The Board shall also have the power to fill any vacancy in any office occurring for any reason whatsoever.

Section 3.10. Power to Appoint Executive Committee. The Board of Directors shall appoint an Executive Committee consisting of the: President, Vice President – Boys Recreation, Vice President – Girls Recreation, Vice President – Travel, Treasurer, and Secretary who shall have and exercise the power of the Board of Directors in the management of the business of the Corporation between meetings of the Board of Directors. Any such actions taken shall be reported to the full Board of Directors at the next scheduled meeting.

Section 3.11. Delegation of Power. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 3.12 Termination of Board Membership. Any Board Member, who is absent for two (2) consecutive meetings without prior notice, will have their term as board member terminated. Additionally, any member who is absent more than three (3) meetings in a calendar year (whether excused or unexcused) will also have their term as a Board Member terminated. The Executive Committee, if warranted, can determine special cases.

ARTICLE IV

OFFICERS

Section 4.1 Officers. The Board of Directors shall elect or appoint the officers of the Corporation. The officers of the Corporation shall be a President, one or more Vice Presidents (including but not limited to Vice President – Boys Recreation, Vice President – Girls Recreation, and Vice President – Travel), a Secretary, a Treasurer and such other officers as may be deemed desirable by the Board of Directors.

Section 4.2. Election and Term of Office. The officers of the Corporation shall be elected annually from among and by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office for one (1) year or until his successor shall have been elected and shall have been qualified, unless earlier removed by the Board of Directors. All officers and agents can be removed at anytime by affirmative vote of the majority of the members of the Board of Directors. Officers shall be eligible for re-election.

Section 4.3. President. The president shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Board of Directors. Under the Board's direction, he shall exercise general supervision over the affairs of the Corporation and over the other officers. He shall sign all written contracts of the Corporation. He shall perform all such other duties as are incident to his office.

Section 4.4 Vice-Presidents. Vice-presidents shall perform the duties specified in Section 4.3 of this Article in the absence or disability of the president. Vice-presidents shall perform duties and assignments, which may from time to time be delegated by the president or the Board. Additionally, Vice-Presidents shall act as the primary liaison for their respective League Division (Boys Recreation, Girls Recreation, and Travel) they represent.

Section 4.5. Treasurer. The treasurer shall have the custody of all moneys and securities of the Corporation and shall give bond in such sums and with such surety as the Directors may require, conditioned upon the faithful performance of the duties of the office. The treasurer shall perform all such other duties as are incident to the office as treasurer.

Section 4.6. Secretary. The secretary shall have the responsibility for providing that notices required by these by-laws be issued, and shall provide that minutes of all meetings of the Board of Directors be adequately kept. The secretary shall have responsibility for all corporate books, records, papers, and any and all written contracts of the Corporation and shall be custodian of the corporate seal. The secretary shall perform all such other duties as are incident to the office of secretary.

Section 4.7. Vacancies. The Board of Directors shall fill vacancies among elected and appointed officers occurring during the annual terms thereof.

ARTICLE V

COMMITTEES

Section 5.1. Standing and Special Committees. The president may, with the approval of the Board of Directors, appoint such standing or special committees of such size as the president or Board of Directors may deem necessary to properly carry on the activities and effect the purposes of the Corporation. Such committees shall perform as the president or Board of Directors may direct. This Section does not permit such committees to make any changes to written Rules and/or By-Laws.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Such instruments shall be signed by the treasurer, president, or a vice-president of the Corporation.

Section 6.3. Deposits. All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.4. Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or device for the general purpose or for any special purpose of the Corporation.

ARTICLE VII

BOOKS AND RECORDS

Section 7.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. Any Director may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

ARTICLE VIII

FISCAL YEAR

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June in each year.

ARTICLE XI

CORPORATE INDEMNIFICATION

Section 9.1 Indemnification. To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by such Director in connection with or resulting from any claim, action, suit or proceeding:

- (a) if such Director or officer is wholly successful with respect thereto; or
- (b) if not wholly successful, then if such director or officer is determined to have acted in good faith, in what said Director reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that this conduct was unlawful.

The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), conviction, plea of guilty or plea of non contender (or its equivalent) shall not create a presumption that a Director or officer did not meet the standards of conduct set forth in this Section.

As used in this Section, the terms "claim, action, suit or proceeding" shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a Director or officer of the Corporation (or his heirs and personal representatives) may become involved, as a party or otherwise:

- (a) By reason of an individual being or having been a Director or officer of the Corporation or of any corporation which such Director or officer served at the request of the Corporation;
- (b) By reason of acting or having acted in any capacity in a partnership, association, trust or other organization or entity where such Director or officer served at the request of the Corporation; or

(c) by reason of any action taken or not taken by such Director or officer in any such capacity, or whether or not such Director or officer continues in such capacity at the time such liability or expense shall have been incurred.

As used in this Section, the terms "liability" and "expense" shall include, but shall not be limited to, judgments, settlements, penalties, fines, counsel fees and disbursements and amounts paid in settlement by or on behalf of, a Director or officer. As used in this Section, the term "wholly successful" shall mean:

- (a) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against such person;
- (b) approval by a court with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding; or
- (c) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification:

- (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation written findings that such Director or officer has met the standards of conduct set forth herein; and,
- (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which the individual relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings, which are within the possession or control of the Corporation.

The rights of indemnification provided in this Section shall be in addition to any rights to which such Director or officer may be otherwise entitled pursuant to law. Irrespective of the provisions of this Section, the Board of Directors may, at any time and from time to time, approve indemnification of Directors, officers, employees or other persons to the full extent permitted by law of the State of Indiana, whether on account of past or future transactions.

Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless such recipient is entitled to indemnification. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Section and insurance protecting the Corporation's Directors, officers, members and employees.

ARTICLE X

PARTICIPANT REGISTRATION

Section 10.1. Recreation League Registration. Player registration for the Recreation League will be held each year on at least two (2) consecutive Saturdays as determined by the Board of Directors. Public notice will be given at least one (1) week prior to the initial registration date. Additional registrations (including online registration) may be held at the discretion of the Corporation.

Section 10.2. Travel League Registration. Player registration for the Travel Leagues (Fall and Winter) will be held via a tryout process, as prescribed by the Vice President – Travel and in a manner which is consistent with BJBL Travel League Rules. Public notice will be given at least one (1) week prior to each tryout. Additional registrations may be held at the discretion of the Corporation.

ARTICLE XI

PLAYER PARTICIPANTS

Section 11.1. Recreation League Divisions. The Corporation will administer the following Recreation League Divisions:

- (a) Second grade boys;
- (b) Second grade girls;
- (c) Third grade boys;
- (d) Third grade girls;
- (e) Fourth grade boys;
- (f) Fourth grade girls;
- (g) Fifth grade boys;
- (h) Fifth grade girls;
- (i) Sixth grade boys;
- (j) Sixth grade girls;
- (k) Seventh and eighth grade boys;
- (l) Seventh and eighth grade girls.

The Board of Directors shall designate individual Directors to serve as a Division Director(s) of the aforementioned divisions.

Note: In the event the total number registrants for a division are deemed insufficient, the Board may combine two grades (of the same sex) to form a single division. In the event this occurs, the Division Rules may be modified with approval of the Executive Committee to meet the needs of the combined division.

Section 11.2. Travel League Divisions: The Corporation will administer the following Travel League Divisions: Third, fourth, fifth, sixth, seventh, and eighth grade. One or more teams from each grade level may be selected.

Section 11.3. Residency. All players must reside within the Brownsburg school district.

Section 11.4. Registration Form. Each participant and his parents or legal guardian shall complete and sign a registration form, remit the appropriate registration fees, and execute any other forms and documents that may be required by the Corporation. Upon completion of these documents and payment of all registration fees, the player becomes a player participant and becomes eligible to participate in Corporation sanctioned drills, scrimmages, practice games, and scheduled games.

Section 11.5. Recreation League Team Construction. All players participating in all divisions above 2nd Grade of the Recreation League will be assigned to a team by the use of evaluations, performance ratings, and a blind draw to be conducted by the division's director and subject to review by the Board of Directors. 2nd Grade players will be assigned to a team by use of a blind draw to be conducted by the division's director and subject to review by the Board of Directors.

ARTICLE XII

COACHES AND GENERAL PLAYING RULES

Section 12.1. Recreation League Coach Selection. Any person interested in coaching in the Recreation League must submit an application to the Board of Directors for consideration as Team Head Coach. To be a valid candidate for a head coach position, a candidate should have basic basketball knowledge, display initiative, and a desire to work with the player participants. The Board of Directors shall approve or disapprove the head coach nominees as submitted by each league director(s). Each Head Coach must submit the name(s) of all Assistant Coaches to the Division Director prior to the first scheduled practice.

Section 12.2. Travel League Coach Selection. Any person interested in coaching in the Travel League must submit an application to the Board of Directors for consideration as Team Head Coach. To be a valid candidate for a head coach position, a candidate should have basic basketball knowledge, display initiative, and a desire to work with the player participants.

The Executive Committee may appoint a subcommittee, consisting of members of the Board of Directors, to oversee the interview process of all potential candidates. After considering on recommendations made by the subcommittee, the Executive Committee shall select a head coach for each team. No Head Coach may be selected prior to the selection of teams as prescribed in Section 10.2. Each Head Coach must submit the name(s) of all Assistant Coaches to the Vice President – Travel prior to the first scheduled practice.

Section 12.3. Background Checks. All Coaches (Head and Assistant) will be subject to a Background Check completed by a person or persons designated by the Corporation. As a result of the Background Check, any information which leads the Corporation to conclude the Coach may cause harm to the player participants will result in immediate dismissal. Such information includes, but is not limited to, past felony convictions.

The Executive Committee will make the final determination regarding the dismissal of Coaches. In the event this occurs, a member of the Executive Committee will notify the Coach and the Division Director of the decision to dismiss.

Section 12.4. Responsibility. The Team Head Coach shall be responsible for properly training his players and for administration of his team. The Team Head Coach shall select an Assistant Coach and shall be responsible for the actions of the Assistant Coach. The Assistant Coach shall assist the Team Head Coach in properly training and instructing the team. The Assistant Coach shall be responsible for the team at all times in the absence of the Team Head Coach. Each Team Head Coach shall be responsible for the discipline and conduct of team members and their parents at all times during practice or games.

Section 12.5. Suspension. The use of tobacco, alcoholic beverages, profanity, or unsportsmanlike conduct of any kind during a practice or game shall be cause for the suspension of any coach or player participant. Any individual who has been suspended will be notified in writing within 48 hours of the suspensions. Said letter shall be signed by at least one member of the Executive Committee and the appropriate Division Director.

Any Team Head Coach or Assistant Coach suspended by the Corporation shall be required to appear before the Board of Directors prior to participating in any additional activities of the Corporation. The suspension of any coach or player may be appealed to the Board of Directors and said Board will hear the appeal within two (2) weeks from the time of receipt of a written appeal. After such a hearing, the suspended individual may be reinstated via a majority vote of the Board of Directors (quorum must be present).

Section 12.6. Recreation League Playing Rules and Regulations.

(a) All Recreation League teams participating in Corporation sanctioned games shall be governed by the rules adopted by the Indiana High School Athletic Association as modified by the Board of Directors as deemed appropriate for each league division and distributed to Team Head Coaches prior to the commencement of games during any season.

(b) It shall be the responsibility of the Executive Committee of the Corporation to determine if scheduled games are to be played or rescheduled as a result of inclement weather.

(c) Scheduled games will be determined by the Board of Directors prior to each season.

(d) Practices will be limited to a maximum of two (2) days per week prior to the commencement of games and limited to one (1) day per week after commencement of games.

(e) Practice time shall not exceed one hour and thirty minutes per session.

(f) A player must have all of his/her equipment to play or practice; mandatory equipment includes gym shoes.

(g) A player must attend practice or present a valid excuse to the Team Head Coach. If a player continually misses practices or games without a valid excuse, the Board of Directors may investigate and determine whether or not a player should remain as a player participant.

(h) A player who has been injured or who is unable to play due to illness may sit on the team bench, but the Team Head Coach must notify the appropriate Division Director and the Team Head Coach of the opposing team prior to game time.

(i) If a player continually acts in a manner which interferes with the Corporation's ability to achieve its purpose, the Board of Directors may investigate and determine whether or not a player should remain as a player participant. (See Section 12.5)

Section 12.7. Travel League Playing Rules and Regulations.

(a) All Travel League teams participating in intermural league games shall be governed by the rules adopted by the organization in charge of said league.

(b) Practice schedules shall be prepared and overseen by the Vice President – Travel.

(c) A player must attend practice or present a valid excuse to the Team Head Coach. If a player continually misses practices or games without a valid excuse, the Board of Directors may investigate and determine whether or not a player should remain as a player participant.

(d) If a player continually acts in a manner which interferes with the Corporation's ability to achieve its purpose, the Board of Directors may investigate and determine whether or not a player should remain as a player participant.

ARTICLE XIII

EQUIPMENT AND OFFICIALS

Section 13.1. Equipment. The Corporation will furnish practice and game basketballs for all division teams and said equipment shall remain the property of the Corporation. Team uniforms furnished to each player participant by the Board become the sole property of the player participant at the end of the season. The Corporation will furnish such other equipment as may be deemed advisable by the Board of Directors.

Section 13.2. Officials. The Corporation shall provide officials at all league games. Team Head Coaches may be required to serve as officials as requested by the Board.

ARTICLE XIV

AMENDMENTS TO LEAGUE RULES

Section 14.1. Process. Prior to any change being made to the written rules of any Recreation League Division or Travel League Division, a written proposal of all changes shall have been sent to all Directors with a call for a meeting at least ten (10) days in advance of such meeting. A Director may also submit, at a regular or special meeting of the Board of Directors, a proposed rule change which will not be eligible for adoption until the next scheduled Board meeting. Any League Rule may be amended by affirmative vote of a majority of the Board of Directors, provided a quorum is present.

ARTICLE XV

AMENDMENTS TO BY-LAWS

Section 15.1. Amendments. These by-laws may be amended by affirmative vote of a majority of the Board of Directors, provided that the text of the proposed amendments shall have been sent to all Directors with the call for the meeting at least ten (10) days in advance of such meeting. The Director may also submit, at a regular or special meeting of the Board of Directors, a proposed amendment which will not be eligible for adoption until the next succeeding Board meeting.