

**BYLAWS**  
**of**  
**JR. WOLVERINES GIRLS BASKETBALL CLUB, INC.**

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**I.**

**PURPOSE**

Jr. Wolverines Girls Basketball Club, Inc. (the "Corporation") is created and shall be operated exclusively to promote youth girls basketball as a developmental training opportunity for elementary and middle school girls and to function as a feeder program for the Waukesha West High School girls basketball program, and at all times shall operate consistent with the requirements of 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

**II.**

**BOARD OF DIRECTORS**

II.a. General Powers. The management, control and operation of the affairs and properties of the Corporation are vested in the board of directors of the Corporation (the "Board").

II.b. Composition of the Board.

- (a) The Board shall consist of at least five (5) but not more than eleven (11) persons (the "Directors"). The exact number of Directors shall be determined from time to time by resolution of the Board. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.
- (b) The Directors shall consist of persons who support the purpose of the Corporation. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

II.c. Nomination and Election of Directors. Nominations shall be made to the Board before May 1, either verbally or in writing. From these nominations, the Board shall prepare a ballot. The Directors shall be elected by the Board at its Annual Meeting. Each year, the Board shall elect the number of Directors necessary to maintain staggered terms pursuant to Section 2.4, and such additional persons as may be necessary to fill unexpired terms.

II.d. Term. Each Director shall serve a term of two (2) years or until such Director's successor is appointed and qualified. If determined by the Board, the terms of the initial

Board may be staggered so that the terms of future directors expire in different years. Unless otherwise determined by the Board, Directors may be reappointed for successive terms.

II.e. Resignation and Removal. A resignation by a Director must be in writing and is effective when received by the President or Secretary. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of all Directors. At no time shall the number of Directors be fewer than three (3). Replacements shall be nominated and elected consistent with Section 2.2.

II.f. Annual Meeting. The annual meeting of the Board shall be held in June of each year on such day and at such place and time as determined by the President (the "Annual Meeting"). The purpose of the Annual Meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

II.g. Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the Board may designate, at such other place as the Board may designate, typically at least three (3) per year in addition to the Annual Meeting. Special meetings of the Board may be called by the President or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with the notice requirements of Section 2.13.

II.h. Quorum. A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

II.i. Manner of Acting. Except where otherwise provided by law or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the duly authorized act of the Board.

II.j. Action without a Meeting. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action pursuant to Articles VIII and IX of the Bylaws, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes manual signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate

a writing, such as an affirmative reply in an email, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time.

II.k. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation's business.

II.l. Meetings by Electronic Means of Communication. The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

II.m. Notice. Notice of meetings may be given by email. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days advance written notice. Special meetings must be preceded by at least forty-eight (48) hours notice to each Director.

II.n. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

### **III.**

#### **OFFICERS**

III.a. Officers. The officers of the Corporation are a President, a Vice-President if such position is filled, a Secretary, and a Treasurer. Officers shall be selected from among the Directors. An individual may fill more than one position, except that the President may not be the same person as the Secretary.

III.b. Election. The officers shall be elected every year by the Board at the Annual Meeting and in accordance with these Bylaws.

III.c. Term of Office and Removal. Officers shall be elected for one-year terms. Officers shall serve until their successors are elected. Officers may be re-elected. Any officer of the Corporation may be removed at any time for any reason upon the approval

of two-thirds (2/3) of all of the Directors, provided that if the officer to be removed is a Director, he or she shall not vote on his or her removal from office.

III.d. President. The President shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board from time to time.

III.e. Vice-President. If the Board elects a Vice-President, he or she will have such duties as determined from time to time by the Board of Directors. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act, in order of rank. The Vice-President will assist the President in the performance of his or her duties as the President directs, including coordinating monthly Board meetings and annual elections.

III.f. Secretary. The Secretary shall sign documents of the Corporation from time to time as required and shall see that minutes of the meetings of the Board are taken and maintained; see that notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the corporate records. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board or the President.

III.g. Treasurer. The Treasurer shall see that an adequate and accurate accounting system is maintained; that financial reports are presented to the Board; and that the accounts of the Corporation are subjected to an audit or review by a CPA, as appropriate. The Treasurer shall advise the Board on the handling of the Corporation's monies and investments and perform such additional duties as may be assigned to the Treasurer by the Board or the President.

#### **ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS**

The Board may have such standing committees as determined by the Board. If a standing committee is formed, it shall consist of at least three (3) Directors and be comprised of only Directors. A standing committee may have all of the powers of the Board in the management of the affairs of the Corporation, except action with respect to election of officers or the filling of vacancies on the Board or on committees, or as otherwise limited by resolution of the Board.

Any other committee that does not consist entirely of Directors shall be chaired by a Director and include as many non-Director volunteers as the Board desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board.

**ARTICLE V  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

5.1. Contracts. The President may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Board may authorize any other officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

5.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President and such officer(s) or agent(s) of the Corporation as set forth in Board policies. The other officers of the Corporation shall have authority under this § 5.2 as is from time to time to be determined by the Board and set forth in Board policies.

5.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board designates.

5.4. Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

**ARTICLE VI  
INDEMNIFICATION**

The Corporation shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

**ARTICLE VII**

**FISCAL YEAR AND TERM YEAR**The fiscal year of the Corporation is July 1 through June 30. The terms of the officers and Directors shall be the same as the fiscal year, unless otherwise determined by the Board.

**ARTICLE VIII  
AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended or repealed and new Bylaws may be adopted only with the approval of two-thirds (2/3) of all Directors and with at least seven (7) days notice.

**ARTICLE IX  
DISSOLUTION**

The Corporation shall be dissolved or subject to merger or any other form of corporate restructuring upon the approval of two-thirds (2/3) of all Directors. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation.

**ARTICLE X  
TRANSITION**

10.1. Effective Date. These bylaws shall become effective on the date of adoption below.

10.2. Director Terms. In order to make the transition to the new Director term lengths, the following persons who have already been elected as Directors of Jr. Wolverines Girls Basketball Club, Inc. are hereby declared to have the staggered terms listed below. If currently unfilled Director seats are filled, the new Directors shall be assigned into one of the two groups below to maintain staggered terms. The one-year terms run from July 1, 2015 through June 30, 2016. The two-year terms run from July 1, 2015 through June 30, 2017.

John Farrow	1 year
Ken Fenske	1 year
Lisa Fenske	2 years
Michael Karls	1 year
Amy Krall	2 years
Scott Krall	2 years
Kevin Lowman	2 years
Eric Schultz	1 year

Adopted this \_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Printed name:

Title:

