

Bylaws  
JUNIOR WILDCATS YOUTH BASKETBALL

**ARTICLE I**  
**General Purpose**

Section 1. Purpose. The purpose of the Junior Wildcats Youth Basketball program (JCATS or Libertyville JCATS) is to foster a climate that is conducive to the promotion of the safe and healthy participation of players, parents, volunteers and other participants in the Libertyville JCATS Basketball Program. The guiding principles driving our mission are to encourage sportsmanship, an appreciation for fair play and the development of good citizenship for all participants.

Section 2. JCATS shall maintain in the State of Illinois a registered office and a registered agent at such office, and may have other offices within or outside of Illinois.

Section 3. JCATS is formed exclusively for charitable purposes and not for pecuniary or financial gain. No part of the assets, income, or profit of JCATS shall be distributed to, or inure to the benefit of its Members, Trustees, Directors or Officers. JCATS shall not engage in any activity that facilitates the transaction of specific business by its Members, promote the private interest of any Member, or engage in any activities which would constitute a regular business of any kind ordinarily conducted for profit. No part of the activities of JCATS shall be conducted for or on behalf of any political campaign of any candidate for public office.

Section 4. JCATS shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue Service Code of the United States (“IRS Code”).

Section 5. In the event of liquidation or dissolution of JCATS, whether voluntary or involuntary, no Members, Trustees, Directors or Officers shall be entitled to any distribution or division of its remaining property or its proceeds. The balance of all money and other property received by JCATS from any source, after the payment of all debts and obligations of JCATS, shall be used or distributed exclusively for the purposes for which JCATS was organized.

**ARTICLE II**

**MEMBERS**

Section 1. Classes of Membership. JCATS shall have one (1) class of Membership.

- Membership defined:
  - A Present Director or Officer
  - Certified or approved and currently active JCATS Coach, per the most recent policy as adopted by the board of directors
  - The appointed head of a committee within the last 12 months
  - A current parent or guardian of a JCAT Player (one vote per family as per

## Section 2)

- The Membership registration will be kept on file, maintained and in the possession of the Secretary.

Section 2. Voting Rights. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. If there is more than one Member in the Immediate Family there will only be one vote allowed for that family regardless of the number of Coaches, Directors, Officers, Committee Members, players that participated in the program in the last 12 months.

Section 3. Termination of Membership. A majority of the Board of Directors may suspend or expel a Member.

Section 4. No Membership Certificates. No Membership certificates of JCATS shall be required.

## ARTICLE III

### MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the Members shall be held at 7:00 p.m. on the 3<sup>rd</sup> Thursday of April each year, or as otherwise scheduled by the Board of Directors, with due notice to the Members, for the purposes of electing Directors to the Board and for the transaction of such business as may come before the Board.

Section 2. Special Meeting. Special meetings of the Members may be called either by the President, a quorum of the Board of Directors, or not less than twenty-five percent (25%) of the Members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place as the place of the meeting, for any annual meeting, or for any special meeting called by the Board of Directors or President. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the registered office of JCATS in the State of Illinois.

Section 4. Notice of Meetings. Written notice stating the place, date, and hour of any meetings of Members shall be delivered to each Member entitled to vote at such meeting not less than five, nor more than forty days, before the date of such meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. Notice will be given electronically by e-mail to the last known e-mail address as maintained by JCATS.

Section 5. Quorum. The Members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. Except as provided for in Article II, Section 3 above, a vote of the majority of the Members in which a quorum is present shall be the lawful action of the Members. If a quorum is not present at any meeting of the Members, the Board of Directors shall have the authority to transact any business necessary for the regulation and management of the affairs of JCATS.

Section 6. Other. The Board of Directors reserves the right to conduct criminal background checks of any Member, as appropriate, to ensure the safety of program participants.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. General Powers. The activities of JCATS shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be nine (9). Except as provided for below, Directors will serve for three (3) year terms unless they are removed or resign as provided herein. Beginning in 2016, the initial nine Directors appointed to the Board will be divided into groups of three with one group serving a three year term, another group serving a two year term, and the final group serving a one year term. The determination of which of the original Directors serve which term shall be made by the original Directors. In 2017, the original Directors with one (1) year terms will be up for election. In 2018, the original Directors with two (2) year terms will be up for election. Every year thereafter, the Directors' terms shall be staggered on a three (3) year basis, and the three Directors who have been serving on the Board of Directors the longest shall be up for election. Unless a Director resigns or is removed, as provided herein, the Director shall hold office until that Director's seat is up for election and until that Director's successor has been elected and qualified. Should a Director be re-elected, the tenure for that Director shall be for three years.

Section 3. Selection of New Directors. The Board of Directors may determine prior to the annual members meeting that an appointment of a new Director or Directors is advisable, either to fill a vacancy created for any reason or to increase the size of the Board. Upon such determination, the Board of Directors shall constitute and staff a Nominating Committee for the sole purpose of the recruitment of new Directors. The Nominating Committee will be headed by not more than one (1) Director and assisted by not less than two other Members selected by the Board, but in no event shall such Committee have more than five Members. This Nominating Committee will draft a call for volunteers that will go to all Members, and the Nominating Committee will determine which volunteers are eligible to serve on the Board of Directors pursuant to criteria provided in the Executive Board Selection Policy. The Nomination Committee will review the qualifications of each applicant and will submit the slate of nominations to the Board of Directors.

Section 4. Election of the Board of Directors. At the annual Members meeting, the slate of nominations of Directors will be submitted to the Members for a vote to elect new Directors of the Board. The top three vote getters shall be duly elected to the Board of Directors. In case of a tie between the number three vote getters, another vote will be taken which will only include the nominees that tied. The highest vote getter will be duly elected to the Board of Directors.

Section 5. Regular Meetings. The annual meeting of the Board of Directors shall be held without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution. There is no requirement for there to be any summary of the business to be conducted or purpose of a regular Board of Directors meeting to be provided to the Directors

prior to the meeting.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 7. Notice for Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least five calendar days prior to the date of the meeting by email notice to each Director at the last known email address as maintained by JCATS. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The notice for a special meeting of the Board of Directors must include a summary of the business to be conducted or purpose of the special meeting. The attendance of a Director at any meeting shall constitute a waiver by the Director of any objection to lack of notice for 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.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 9. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors during the course of the year shall be filled by the Board of Directors without approval by the Members. The new Director shall serve the term of the person they replaced.

Section 11. Compensation. The Board of Directors shall not receive any compensation for their services.

Section 12. Resignation. Any Director may resign by filing a written resignation with the Secretary. A Director who resigns shall have his or her position filled by a vote of the remaining Directors pursuant to Section 10 hereof.

Section 13. Removal. Any Director may be removed by a vote of the eligible voting Members at a meeting duly called for that purpose pursuant to these by-laws. Removal will be decided by a majority vote of a quorum of the Members.

## ARTICLE V

### OFFICERS

Section 1. Officers. The Officers of JCATS shall be a President, a Vice President, a Secretary, a Treasurer and such others as may be elected by the Board of Directors. Officers whose duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No two offices may be held by the same person. Members of the Board of Directors may serve simultaneously as Officers and Officers may serve simultaneously on the Board of Directors.

Section 2. Election and Term of Office. The Officers of JCATS shall be appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors or as soon thereafter as is reasonable. Vacancies in the Officers of JCATS or new offices created can be filled at any meeting of the Board of Directors. Each Officer can serve consecutive or multiple one-year terms and shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she resigns or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of JCATS would be served thereby. Removal will be decided by a majority vote of a quorum of the Board of Directors.

Section 4. Resignation. Any Officer may resign by filing a written resignation with the Secretary. An Officer who resigns shall have his or her position filled by a vote of a majority of the Board of Directors.

Section 5. President. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of JCATS; shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances on which that responsibility is assigned to some other person by the Board of Directors; and, in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the Members.

Section 6. Vice President. The Vice President shall assist the President in the discharge of the duties of the President and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers and responsibilities of the President as detailed in Section 5 above.

Section 7. Secretary. The Secretary shall record the minutes of the meetings of the Members and the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; keep a register of the email address of each Member which shall be furnished to the Secretary by such Member; and perform all duties of the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be the principal accounting and financial officer of the JCATS. The Treasurer shall: (a) have charge of and be responsible for the maintenance of accurate books or accounts of the JCATS; (b) have charge and custody of all funds and securities of the JCATS and be responsible for those funds, and for the receipt and disbursement of those funds; (c) ensure that adequate checks and balances are in place to protect all funds and securities, including their receipt and disposition; and (d) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the Treasurer in such sum and with such surely or sureties as the Board of Directors shall determine.

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Section 9. Other Officers. Other Officers elected by the Board of Directors shall perform such duties as shall be assigned to them by the President, Vice President, Treasurer or the Secretary, respectively, or by the Board of Directors.

Section 10. All Officers of JCATS shall serve without compensation.

## **ARTICLE VI**

### **COMMITTEES**

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, each of which shall consist of one or more Officers. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of JCATS; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 2. Term of Office. Each committee member shall continue as such until the next annual Members meeting of JCATS and until a successor is appointed, unless the committee shall be sooner terminated, or unless such person is removed from such committee, or unless such person shall cease to qualify.

Section 3. Chairman. One member of each committee shall be appointed chairman. That individual will be able to appoint his/her committee.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by the chairman of that committee.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not

inconsistent with these bylaws or with rules adopted for that committee by the Board of Directors

## **ARTICLE VII**

### **BUDGETS, CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers to enter into any contract to execute and deliver any instrument in the name of and on behalf of JCATS and such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the JCATS, shall be signed by the Treasure and countersigned as necessary and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of JCATS shall be deposited from time to time to the credit of JCATS in such banks, trust companies, or other depositories as the Board of Directors select.

Section 4. Gifts. The Board of Directors may accept on behalf of JCATS any contribution, gift, bequest or devise for the general purposes of JCATS or for any special purpose designated as part of the gift not otherwise inconsistent with these by-laws or the purpose of JCATS.

Section 5. Budgets. Each Committee will meet and establish a budget of income and expenses by no later than July of any basketball year. The official budget will be approved by the Board of Directors at this meeting or as soon thereafter as the Board of Directors may have a meeting for such purpose.

## **ARTICLE VIII**

### **BOOKS AND RECORDS**

JCATS shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors. All books and records of JCATS may be inspected by any Member, or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE IX**

### **FISCAL YEAR**

The fiscal year of JCATS shall run from January 1 to December 31. The basketball year of JCATS shall run from May 1 to April 30. The term of any Director, Officer or Committee shall begin on May 1 and shall run the period of time as provided for in these by-laws or any resolution/action of the Board of Directors.

## **ARTICLE X**

### **DUES**

Section 1. Annual Fees. The Board of Directors may determine from time to time the amount of fee, if any, payable to JCATS by its Members and/or that may apply to families whose children are participating in programs sponsored by JCATS.

Section 2. Payment of Annual Fees. Fees shall be payable as determined by the Board of Directors from time to time.

## **ARTICLE XI**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of JCATS, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Notice may be given by registered or certified mail return receipt requested and or electronically by e-mail, with confirmation of receipt, or via facsimile, with confirmation of transmission.

## **ARTICLE XII**

### **AMENDMENTS**

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provision for the regulation and management of the affairs of JCATS not inconsistent with law of the articles of incorporation.

## **ARTICLE XIII**

### **LIABILITY AND INDEMNIFICATION**

The Board of Directors, Officers and committee members are serving in a fiduciary capacity on behalf of and for the benefit of Libertyville JCATS Basketball and shall not be liable to the Members of Libertyville JCATS Basketball, or any other persons, for any acts or omissions made in good faith in the performance of their responsibilities. If determined by the Board of Directors to be necessary, the Board of Directors may purchase and obtain insurance to protect against claims which may be made against Libertyville JCATS Basketball, Board of Directors, Officers and committee members.



## **ARTICLE XIV**

### **SUPERCESSION**

These bylaws supersede any prior documents drafted. In the event of a conflict between prior bylaws, and this document, this document shall prevail.