



# CONSTITUTION AND BY-LAWS

Revised October 2017  
**CONSTITUTION**

## Of The Smyrna Junior Basketball League

### ARTICLE I

#### PARAGRAPH 1

#### **Name**

The name of this league shall be Smyrna Junior Basketball League.

#### PARAGRAPH 2

#### **Organization and Purpose**

A non-profit organization founded for the purpose of providing a healthy recreational program for young boys and girls interested in basketball.

Teach fundamental basketball skills and techniques.

Provide fun, enjoyment and game competition with responsible adult leadership.

Teach sportsmanship under all conditions.

Build minds and bodies through good, clean, sportsmanlike play and vigorous exercise.

Teach boys and girls the importance of teamwork.

Encourage all participants to complete what they start.

All adults are advised that this organization is for the benefit of young people that are not yet capable of providing this type of activity for themselves. This organization has no provisions for and will make every effort to avoid adults and adult organizations that would use this program to further personal ambitions or gains.

#### PARAGRAPH 3

#### **Principle Operations**

The principle operations of this league shall be in and about the city of Smyrna, County of Rutherford and State of Tennessee.

#### PARAGRAPH 4

#### **Board of Directors**

The Board of Directors shall have the power to make and enforce rules and regulations to govern itself.

#### PARAGRAPH 5

#### **Membership**

Membership shall consist of parents/legal guardians, coaches, assistant coaches and Board members.

#### PARAGRAPH 6

#### **Organizational Meeting**

The President of the league shall hold an Annual Organizational Meeting the second Sunday of March for the purpose of electing Board Members. New Board Members shall take over April 1. The membership shall elect the Board of Directors by popular vote, using secret ballots. No "PROXY" ballots shall be accepted. The new Board of Directors shall elect officers at the April meeting. Vacancy of board members shall be filled by 2/3-majority vote of the Board of Directors. Board members shall be interested parties or persons living in the Smyrna area and having a real interest in the league's purpose.

#### PARAGRAPH 7

#### **Amendments**

The Constitution may be amended, supplemented or modified by a 2/3 majority vote of those Board of Directors present at a regular scheduled Board Meeting. The Constitution CAN NEVER

be amended, supplemented, or modified at a SPECIAL called meeting. Votes will be conducted by secret ballots.

PARAGRAPH 8 **Constitution/By-Laws Review**

The Board of Directors, present and incoming, shall review The Constitution and By-Laws every year.

**ARTICLE II**

PARAGRAPH 1 **Teams**

No division will consist of fewer than 4 teams. No team shall consist of more than 10 players. The only co-ed league will be the Lil' Dribblers. The Smyrna Junior Basketball League shall organize and supervise seven youth basketball divisions.

The seven divisions shall be organized as follows:

**BOYS DIVISIONS**

**Pee Wee League** (7 and 8 years old) - 8 to 12 teams

**Training League** (9 and 10 years old) - 10 to 16 teams

**Junior Varsity** (11, 12 and 13 years old) - 10 to 14 teams

**Senior Varsity** (14, 15, 16 and 17 years old) - 6 to 10 teams

(EXCEPTION: Sr. Varsity Boys cannot play in league if 18 years old before September 1st during subject year of registration.)

**GIRLS DIVISIONS**

**Pee Wee League** (7, 8 and 9 years old) - 8 to 12 teams

**Training League** (10, 11 and 12 years old) - 4 to 8 teams

**COED DIVISION**

**Lil' Dribblers** (5 and 6 years old) - 6 to 8 teams with a maximum of 80 players

PARAGRAPH 2 **Players**

Players will be any boy or girl ages five through seventeen. (EXCEPTION: Sr. Varsity Boys cannot play if 18 years old before Sept. 1st of season year.) No child under the age of 5 on October 15th of the upcoming season will be allowed to participate in the Smyrna Junior Basketball League. **All ages shall be determined by the player's age on October 15th of the upcoming basketball season.** Players can play up in league age but can not play down in league age. Teams will normally consist of a maximum number of players not to exceed 50% of any age group.

Applications for 2017-18 season will be accepted until October 2, 2017. A waiting list will be established for those applicants who sign-up after October 2, 2017. These players will be assigned to teams based on draft order and availability.

Every player must participate in at least fifty percent (50%) of regular season games to be eligible for tournament play.

A player who is ejected for unsportsmanlike conduct will at that time be asked to leave the school property and shall be suspended for his/her next practice and game. If a player is ejected more than once, he/she will be suspended for the remainder of the season.

There will be no foul language used during a basketball game by players, coaches or fans. Any player, coach or fan that is cited for this activity will be removed from the game and not allowed to play or attend the game the following week.

Any player ejected for fighting will be removed from the league and will be ineligible to play in the following season.

## **Games**

The league consists of a nine game season and an end of the year tournament. If there are game cancellations, there will be no less than eight games in a complete season. The Board of Directors shall schedule make-up games that are canceled due to weather or other circumstances. A percentage per game shall be refunded only if 3 or more games are canceled and not rescheduled. There shall be two officials, an official scorekeeper and clock keeper for each game. The Board of Directors shall hire officials, scorekeepers and clock keepers. The officials or board member in charge shall have the authority to remove any coach, player or spectator from the school property for conduct not consistent with the organizational goals. All games are played on a regulation court and shall play according to TSSAA basketball rules in effect for the coming season, along with the rules implemented by the Board of Directors. Games can begin up to but not more than 15 minutes before scheduled game time.

### **QUARTERS**

All age groups, with the exception of Lil' Dribblers, will play eight minute quarters, with the clock stopping only for free throws and time-outs, except for the last two minutes of the final quarter, which will be run by regulation basketball rules.

### **PLAYING TIME GUARANTEE**

Players for the first quarter will be chosen by the team's coach. Players for the second quarter will be the players who did not play in the first quarter. If there are not enough players to make up the five man team, the opposing coach will choose the additional players from the kids who played in the first quarter. Players for the third and fourth quarters will be chosen at the discretion of the coach. Players are only guaranteed to play one quarter.

### **TIME-OUTS**

Each team shall have 4 time-outs per game.

Each team shall receive an additional time-out per overtime session.

### **OVERTIME**

The 1st overtime will last for 3 minutes with the clock stopping inside 2 minutes at every whistle, just as it does in regular play. The 2nd overtime will also be 3 minutes, but the clock will only stop on timeouts and free throws. If after two (2) overtimes the score is still tied, the game will be recorded as a Tie.

### **TOURNAMENT**

Smyrna Junior Basketball League may play a single elimination tournament at the end of the season (to be determined by Board of Directors). At the completion of the tournament, a benefit game may be held (Board of Directors shall decide details and participants).

### **BALLS**

Only league basketballs will be allowed in the gyms. The team coach will be responsible for the basketballs. Individual basketballs can be brought to practice but should not be brought on game days. Basketball brought on game day by players may be confiscated until the player or child is ready to leave the gym. This is for safety reasons as balls accidentally rolling onto the court can cause unsafe conditions.

### **SPORTSMANSHIP**

At the conclusion of the game, all coaches and players will shake hands in a "sportsmanlike" manner. Failure to follow this rule could cause a coach or player to not be allowed to participate in the next game.

## **LIL' DRIBBLERS LEAGUE SPECIFICS**

The Lil' Dribblers League shall play on a regulation court and according to TSSAA basketball rules in effect for the coming season with the following exceptions:

Eight-minute quarters shall be played with a running clock that will only stop during the first three quarters for time-outs. In the final quarter, the clock will stop for both time-outs and free throws.

GOAL HEIGHT: 8 feet

BASKETBALL SIZE: A junior-sized 27.5" basketball will be used

Each player will take one free throw prior to the start of the game. If, for example, one team has 8 players and the other 10; the team with 8 players will take two additional shots to "catch up". When possession changes hands, the team gaining possession shall be permitted to move the ball into their half of the court without defensive interference. The new defensive team must remain on the offensive goal side of the five-second line until the ball crosses half court. There will be no pressing in the game. Overtime will be three minutes each. Free throw line will be 12 feet.

## **PEE WEE LEAGUE SPECIFICS**

The Pee Wee League shall play on a regulation court and according to TSSAA basketball rules in effect for the coming season with the following exceptions:

Eight-minute quarters shall be played.

GOAL HEIGHT: 8 feet

BASKETBALL SIZE: A 28.5" circumference basketball will be used

When possession changes hands, the team gaining possession shall be permitted to move the ball into their half of the court without defensive interference. The new defensive team must remain within the offensive goal side of the 3-point arc until the ball crosses half court.

A team will receive three warnings for backcourt violations.

Every subsequent violation will be a team technical.

There will be pressing in the last four minutes of the fourth quarter in this division.

Teams will not be allowed to press if they have a ten or more point lead.

A team leading by 10 or more points in the 4th quarter of a game will not be assessed additional penalties for guarding in the backcourt. The officials will warn the team that is leading by 10 or more points and have them move behind the half court line.

Overtime will be three minutes each.

Free throw line will be 12 feet.

## **TRAINING LEAGUE SPECIFICS**

The Training League shall play on a regulation court and according to TSSAA basketball rules in effect for the coming season with the following exceptions:

Eight-minute quarters shall be played.

GOAL HEIGHT: 10 feet

BALL SIZE: A 28.5" circumference basketball will be used for girls and boys.

When possession changes hands, the team gaining possession shall be permitted to move the ball into their half of the court without defensive interference. The new defensive team must remain within the offensive goal side of the 3-point arc until the ball crosses half court.

A team will receive three warnings for backcourt violations. Every subsequent violation will be a team technical. Fourth quarter pressing will be allowed by a team if that team does not have a ten point or more lead. A team leading by 10 or more points in the 4th quarter of a game will not be assessed additional penalties for guarding in the backcourt. The officials will warn the team that is leading by 10 or more points and have them move behind the half court line.

Overtime will be three minutes each. Free throw line will be 15 feet.

The second and third quarter of all regular scheduled games shall be used to ensure that all players of each team are permitted to play. The following shall govern participation in this quarter: Any five players may play in the first quarter. In case of injury, the opposing coach shall pick the substitute. The substituting player will be allowed to score. The injured player shall return as soon as able and must make up his time missed while injured in the next quarter. The remaining players who did not play in the first quarter will play in the second quarter. If a team does not have five players left that did not play in the first quarter, the opposing coach shall pick additional players. In case of injury in the second quarter, the opposing coach will choose the replacement player. Any player who has not played must play the entire third quarter and the coach may choose the remaining players (If this rule is violated, a technical foul will be called and the player must play one full quarter). All players must be present before the start of the third quarter to participate in the game. Any players may play in the fourth quarter.

#### PARAGRAPH 4 **Draft**

Last year's standings at the end of the regular season shall determine draft order in reverse order (last place team first and first place team last).

Order for draft purpose or tournament seeding shall be decided by head to head competition, then by a flip of the coin, in case of tie.

Head coach's son/daughter is protected until the end of the third round. Brothers/sisters of coaches are considered in the same manner as sons/daughters.

Siblings of returning players must be taken by the end of the third round. With other siblings, they must be taken in subsequent rounds.

Any team that has three or less players returning will get a bonus pick. A bonus pick will be allowed after each round until the team's number of players is equal to the team with the fewest number of returning players.

If a new team or teams are to be formed, the coach shall be permitted to select a number of players equivalent to the returning team with fewest returning players by getting a bonus pick at the beginning of the second round until caught up. If two or more teams are formed, a coin toss or number draw will determine draft order.

No participant will be allowed to register without proof of age and fulfilling financial responsibility. If a team's head coach steps down, the members of that team will be placed back in the draft, unless the current assistant coach from the previous year agrees to take the team.

If the head coach leaves the team and the assistant does not take over the team, the team will be treated as an expansion team and all of the players will go back into the draft. The players will have to attend the skills assessment.

Coaches moving from one age group to another age group will have to draft a new team with only their child being protected.

#### PARAGRAPH 5 **Sign-Up**

The Board of Directors shall make every effort to publicize the sign-up dates two weeks in advance of the first date.

All applications must be signed by the applicant's parent or guardian before he/she is evaluated during Skills Assessment. Proof of age must be shown at sign-ups.

All new applicants, players re-entering the draft or players moving up in league age, must be evaluated during Skills Assessment to be eligible for the draft. Any player who does not participate will be placed on a team after all eligible players have been selected in the draft. These players will be placed on a team following the draft order.

The league will impose a \$20.00 late registration charge for anyone signing their child up after regular published registrations and \$25.00 fee for checks returned for insufficient funds.

NO PLAYER WILL RECEIVE HIS/HER UNIFORM UNTIL ALL FINANCIAL OBLIGATIONS TO THE LEAGUE ARE MET.

PARAGRAPH 6

## **Coaches**

Each team shall have one head coach and no more than two assistant coaches. All coaches must submit an application and must be approved by the Board of Directors.

A coach cannot coach or assist on more than one team in the same division. A coach who is ejected for unsportsmanlike conduct will at that time be asked to leave the school property and shall be suspended from all league functions until they attend a hearing before the Board of Directors. After such hearing, a decision will be made to reinstate the coach.

Coaches will remain in a designated coach's box. The referees determine the coach's box.

Coaches can be removed by a 2/3 vote of the Board of Directors. The Board of Directors shall reserve the right to invoke major punishment for severe violations or misconduct by a coach.

PARAGRAPH 7

## **Practice**

A player who has missed two consecutive practice sessions without a legitimate excuse shall not play at all on game day.

Each coach shall turn in a team roster before each game and will notify the opposing Coach and the Board Member in charge if a player is being disciplined (this supersedes Paragraph 3).

Each team has one scheduled practice per week. Violation of this rule will result in the forfeiture of the next game.

Practice is defined as three or more team members together with a coach present.

Coaches are responsible for damages done to school property due to the actions of anyone affiliated with their team. Violation of this rule may result in loss of practice time for the remaining of the season.

PARAGRAPH 8

## **Gymnasium**

Neither players nor spectators are permitted on the stage of the gymnasiums. Only water bottles can be brought to practice or games (No sports drinks. SEE SCHOOL RULES). NO TURF SHOES (Players will not be allowed to play or practice if wearing turf shoes). Players and coaches must not arrive more than five (5) minutes before their scheduled practice time and must leave immediately after practice is over.

TOBACCO IN ANY FORM WILL NOT BE ALLOWED IN THE GYM OR ON SCHOOL PREMISES. IF YOU WANT TO SMOKE, YOU MUST GET IN YOUR CAR. THIS IS NOT ONLY SCHOOL POLICY, BUT RUTHERFORD COUNTY LAW. THE LEAGUE CAN LOSE THE USE OF SCHOOL GYMS IF THIS RULE IS NOT ABSOLUTELY FOLLOWED.

Penalty will be determined by Board of Directors.

No alcoholic beverages are allowed on school property. Cursing, unsportsmanlike conduct or taunting will not be allowed. A representative from the Board of Directors will give one warning (either verbal or written). These offenses will be dealt with accordingly. Any repeat occurrences will result in expulsion from all gyms in the Smyrna Junior Basketball League.

PARAGRAPH 9

## **General Terms**

The user (coach) will repair or replace damage to equipment and/or building.

The user (coach) is responsible for supervision of participants in their programs while on school premises. Practice may not be conducted at league gyms on days that school is not in session (any school holidays, early school closings or all day school closings due to inclement weather). The user will clean spills and trash inside/outside the building when related to their activity. Any issues or concerns can be granted a hearing before the Board of Directors at the next scheduled meeting.

Practice cannot be held at any gyms that are not assigned or approved by the league.

PARAGRAPH 10

## **League Uniforms**

Only League uniforms can be worn by players in all games, including league tournaments.

A penalty of one (1) technical foul on the team for every player not wearing entire league uniform will be assessed. Entire league uniform is defined as the jersey and shorts provided by league. ALL PLAYERS ARE TO BE CHECKED FOR UNIFORM VIOLATIONS BEFORE THE

START OF THE GAME AND PENALTIES IMPOSED. NO TECHNICALS FOR IMPROPER UNIFORM WILL BE IMPOSED AFTER THE GAME HAS STARTED. It is the responsibility of the coaches to bring this violation to the attention of a Board member, who will then notify the officials.

## **BY-LAWS**

### **Of The Smyrna Junior Basketball League**

#### **ARTICLE I Membership**

The membership shall elect the Board of Directors as described in the Constitution, Article I, Paragraph 6.

The Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, Lil' Dribblers Commissioner, Pee Wee Commissioner, Training League Commissioner, Jr./Sr. Varsity Commissioner, Commissioner of Uniforms and Equipment and five interested persons and one coach's representative from each division.

Board Members shall attend all scheduled meetings unless excused by the President.

Two unexcused absences shall result in consideration for dismissal.

Board Members may be dismissed by 2/3 vote of entire Board.

#### **ARTICLE II Duties of the Board of Directors**

##### **PRESIDENT**

The President shall preside at all League conducted meetings; carry out policies set by the Board of Directors; appoint all committees and supervise their activities; ensure that the League adheres to the rules, regulations and policies of the Smyrna Junior Basketball League; responsible for League protests and disputes; sign checks as necessary.

##### **VICE-PRESIDENT**

The Vice-President shall perform all the duties of the President in the absence of or the disability of the President; carry out duties and assignments as delegated by the President.

##### **SECRETARY**

The secretary shall record and keep the minutes of all meetings; maintain an official record of the League's activities; perform other duties as the office may require.

##### **TREASURER**

The treasurer shall receive and safely keep all funds of the League and pay out the same on order of the President; shall sign checks along with the President; prepare a Financial Report of receipts and disbursements at each board meeting.

##### **COMMISSIONER OF UNIFORMS AND EQUIPMENT**

Responsible for acquiring all uniforms, trophies, and other equipment as assigned.

##### **COMMISSIONER OF EACH AGE DIVISION**

Maintain order in same gymnasium each game day; maintaining contact with coaches in his/her division to keep coaches apprised of updates and meetings; responsible for staffing the gymnasium with a clock and score keeper; other duties as asked.

##### **BOARD OF DIRECTORS**

The Board of Directors shall be the governing body of the Smyrna Junior Basketball League. The Board of Directors shall have the authority to fill vacancies on the Board should this arise between the annual meeting.

## **ARTICLE III Policies**

Policies shall be adopted by the Board of Directors as needed to aid in the enjoyment, learning and encouragement of all players to continue to participate in organized basketball.

## **ARTICLE IV Goals and Purposes of League**

The Board of Directors shall have the authority to designate and delegate necessary authority to the officers of the organization to accomplish the goals and purposes of the League.

## **ARTICLE V Order**

Robert's Rules of Order shall be the official order for conducting league meetings and procedures.

## **ARTICLE VI Indemnity**

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

## **ARTICLE VII Conflicts of Interest**

### **SECTION 1 Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

### **SECTION 2 Definitions**

2.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrange-



ment with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## SECTION 3

### **Procedures**

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest.

- An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy.

- If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## SECTION 4

### **Records of the Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## SECTION 5

### **Compensation**

5.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

5.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

5.4 The majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, all compensation decisions will be made by the Board of Directors.

5.5 Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual spends in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of our organization, and (f) the need of our organization for the services of the particular individual.

## SECTION 6

### **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## SECTION 7

### **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## SECTION 8

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE VIII Contracts, Loans, Checks And Deposits**

SECTION 1

**Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, 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 2

**Loans**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3

**Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences 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.

SECTION 4

**Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE IX**

**Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of March and end on the last day of February each year

**ARTICLE X**

**Corporate Seal**

The Board of Directors may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words, "Corporate Seal".

**ARTICLE XI**

**Waiver Of Notice**

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, 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.

The above Bylaws were approved and adopted by the Board of Directors of the Corporation on the 7th day of October, 2017.

*Bryant Griffin*  
Secretary  
Bryant Griffin