

**AMENDMENT AND RESTATEMENT OF BY-LAWS
Pioneer Elite Basketball Association**

ARTICLE I NAME AND STATUS

1.1 The name of this organization shall be the "Pioneer Elite Basketball Association", hereinafter referred to as "Pioneer Elite", which is organized as a State of Oregon nonprofit corporation in accordance with the State of Oregon Non-Profit Statutes. Pioneer Elite shall maintain its status as an Oregon non-profit corporation.

1.2 Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of Pioneer Elite shall take any action or carry on any activity by or on behalf of Pioneer Elite not permitted to be taken or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter may be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they hereafter may be amended.

1.3 No part of the net earnings of Pioneer Elite shall inure to the benefit of, or be distributed to, directors, members or any other persons or entities, except that Pioneer Elite shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth. No substantial part of the activities of Pioneer Elite shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Pioneer Elite shall not participate in any political campaign for or against any candidate for public office

**ARTICLE II
PURPOSE OF PIONEER ELITE**

2.1 The purposes of Pioneer Elite shall be

a) to provide supervised basketball competition that promotes the development of life skills such as teamwork, good sportsmanship and all aspects of good character for youth living or attending schools within the Oregon City School District in an environment that stresses full participation. Players will be taught that they can be successful in these life skills every season regardless of their basketball skill level or their ultimate achievement in basketball. Success in these life skills will increase the chance of success in learning specific basketball skills as well as the chance of success in other sports.

b) to promote specific basketball skill development and a competitive experience for young players who aspire to play at the high school level or beyond. Basketball will be taught in a manner intended to meet both present and future competitive challenges within these stated purposes. Expectations for development and competitive effort will be higher than for typical recreational programs.

**ARTICLE III
MEMBERSHIP, VOTING, DUES AND PARTICIPATION**

3.1 Membership: Members of Pioneer Elite shall consist of one adult family member representing each fully paid registered participant, or participating family, in the Pioneer Elite program as of the annual registration deadline. Participants on scholarship for hardship reasons are considered fully paid. The registered participant list will not be updated until the next succeeding registration deadline. Membership will also include members of the Board of Directors. Each family or individual can have a maximum of only one (1) membership for the purposes of voting at each meeting of the membership.

3.1.1 Clarification Example: a family who has a child or children registered prior to the deadline, and a parent from the same family on the Board of Directors would still only be entitled to one (1) membership.

3.2 Voting: Each member of Pioneer Elite, as defined in Section 3.1, shall be entitled to one (1) vote at each meeting of the membership.

3.3 Dues: The Board of Directors of Pioneer Elite shall review the financial status of Pioneer Elite annually and shall determine whether participants are to be assessed dues and if so, the amount and payment date thereof. The Board of Directors may, in its sole and absolute discretion, waive the payment of dues for any participant, or terminate the participation of any participant for nonpayment dues.

3.4 Participation: Any child attending schools or living within the boundary of Oregon City School District shall be eligible to participate in the try-out and selection process for the grade appropriate Pioneer Elite program(s) being offered. Individuals selected for a team will then be considered participant's for determination of membership in Pioneer Elite program. The Board of Directors of Pioneer Elite may, in their sole and absolute discretion, terminate the participation of any participant.

ARTICLE IV MEETINGS OF PIONEER ELITE MEMBERS

4.1 Place: The meetings of members of Pioneer Elite shall be held at such places as shall be designated in the notices of meetings of members as hereinafter set forth.

4.2 Annual and Semi-Annual Meetings: Pioneer Elite shall conduct an annual meeting of the members on or before November 15; and if the Board of Directors determines that there is a need or interest by members in holding an additional semi-annual meeting of the members, it will be held on or before March 1. At the meeting on or before November 15, the members shall elect a Board of Directors. The members of Pioneer Elite shall conduct other business as shall properly come before them at the annual meeting. Written notices stating the place, and hour of the annual or semi-annual meeting shall be delivered, posted, or displayed no less than ten (10) days before the date of the meeting.

4.3 Other meetings of members: In addition to the annual meeting, Pioneer Elite members shall hold such meetings at such place and at such date and time as shall be determined by the Board of Directors. Notices stating the place, date, hour and purpose of the meeting shall be delivered no less than ten (10) before the date of the meeting.

4.4 Notices: Any notices required under the terms of these By-Laws will be presented, delivered, posted or displayed in a manner reasonably designed to notify the membership of Pioneer Elite.

ARTICLE V DIRECTORS

5.1 Number and Election: At the Annual meeting, members of Pioneer Elite shall elect a Board of Directors consisting of no fewer than three (3) Directors and not more than four (4) Directors. Members shall vote to fill each position on the Board. The candidates with the largest number of votes shall be declared the winners. Each member shall be entitled to one (1) vote for each position on the Board. The election will be administered by the President or any individual designated by the Board.

5.2 Non-voting Members of the Board: The Board may, in its discretion, select any other person or persons with an interest in Pioneer Elite to become non-voting members of the Board.

5.3 Duties and Terms: The business and affairs of Pioneer Elite shall be managed by the Board of Directors. All Directors elected shall hold office from the date of their election until the election of their successor at the next following annual meeting of members. Directors and officers of Pioneer Elite shall not be liable for their actions undertaken in good faith.

5.4 Nomination of Candidates for the Board: No less than Five (5) days prior to the annual meeting of members, the Board of Directors shall propose a slate of candidates to be considered for election to the Board at the annual meeting. Nominations may also be made by the members and shall not be limited to the slate of candidates proposed by the Board. Nominations from the members must be received by the President no less than Ten (10) days prior to the annual meeting. These nominations shall also be included in the slate of candidates.

5.5 Vacancies: Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the remaining Directors provided that the number of affirmative votes is no less than a quorum of the Board of Directors. A director elected by a directorship to be filled by reason of an increase in the number of directors shall be filled only at an annual meeting of members or at a special meeting of members specifically called for that purpose.

5.6 Meetings of the Board: A regular meeting of the Board shall be held each year promptly after the annual meeting of the members of Pioneer Elite. Other regular meetings of the Board shall be held at such times and places as determined by the Board. Special meetings of the Board may be called from time to time by the President or any Director no less than forty-eight (48) hours' notice to each director. Any business may be transacted at a special meeting of the Board.

5.7 Quorum and Voting: If the number of directors is 3, a minimum of two shall constitute a quorum for a transaction of business. If the number of directors is 4, a minimum of three shall constitute a quorum for a transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.8 Notices: Notice of place, date and time of special meetings of the Board of Directors may be by telephone, electronic mail or in writing delivered to each Director personally or left at residence address or usual place of business. Neither the business to be transacted nor the purpose of any special meeting need be stated in the notice. The directors may adjourn from any meeting from day to day. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

5.9 Removal: All or any number of the Board of Directors may be removed from office by a vote of a majority of the members of Pioneer Elite present at a meeting duly called for the purpose whenever, in the judgment of such members, the best interests of Pioneer Elite would be served.

ARTICLE VI COMMITTEES

6.1 Committees: The directors shall establish areas of responsibility to be allocated amongst them or designees, to include the maintenance of Pioneer Elite equipment, scheduling (e.g., meetings, clinics, games, practices, referees), registration, referee selection, fundraising and such other matters as may be necessary. The Board of Directors or the President may also create committees to report to the Board of Directors or designate a specific director to be responsible for various matters relative to the affairs of Pioneer Elite.

ARTICLE VII AMENDMENTS OF BY-LAWS

7.1 Amendments: A summary of all proposed amendments, repeals or alterations of all or any part of these By-Laws shall be given to the members of Pioneer Elite for approval and comment, as specified in Article 3.1, at least ten (10) days prior to a board meeting, called for the purpose of voting thereon. The By-Laws may then be amended, repealed or altered in whole or in part by majority vote of the Board of Directors at which a quorum is present.

ARTICLE VIII DISTRIBUTION OF PROPERTY UPON DISSOLUTION

8.1 Dissolution: In the event of dissolution or final liquidation of Pioneer Elite, after all outstanding claims and debts have been satisfied, the remaining property of Pioneer Elite shall be distributed to the Oregon City School District, the City of Oregon City, or such other nonprofit organization as may be selected by the Board.

ARTICLE IX OFFICERS

9.1 Officers: The Board of Directors of Pioneer Elite shall select a minimum of President, Secretary, and Treasurer. The election of these officers shall take place at, or soon after, the annual meeting of the Board, with responsibilities being assumed promptly upon election. The duties of the officers shall be:

9.1.1 President: The President shall preside at all meetings of the Board and membership and shall have general charge of and control over all of the general affairs of Pioneer Elite, subject to the Board. The President shall be authorized to represent Pioneer Elite in such appearances as may be required of Pioneer Elite during his/her term of office. The President shall also supervise the making of all contact or other instruments necessary in the general conduct of the business and affairs of Pioneer Elite and shall report to the Board on such matters and with such frequency as will, in the reasonable judgment of the President, be of assistance to the Board. In no event will the President serve as a coach of any team in Pioneer Elite. The President shall also perform such other duties as the Board shall delegate to the President.

9.1.2 Secretary: The Secretary shall keep a record of the proceedings of the membership and the Board. The Secretary shall make such reports to the Board and members of Pioneer Elite as may be required of him/her by the Board. The Secretary shall also perform such other duties as the Board shall delegate to the Secretary.

9.1.3 Treasurer: The Treasurer shall have custody of all financial books, records, and papers of Pioneer Elite. The Treasurer shall make such reports to the Board, the members of Pioneer Elite and the federal regulators as may be required of him/her by the Board. This shall include filings regarding corporate and non-profit status and the payment of compensation to referees. The Treasurer shall keep account of all the moneys of Pioneer Elite received or disbursed and shall deposit all the moneys in the name of and to credit of Pioneer Elite in such banks and depositories as the Board shall designate, subject to withdrawal in the manner herein set forth, and subject to the control of the Board. The Treasurer shall issue a Treasurer's report at each Board meeting and at such other times as may be required by the Board. The Treasurer shall also perform such other duties as the Board shall delegate to the Treasurer.

ARTICLE X COMPLAINT RESOLUTION

10.1 The Board of Directors has established a complaint resolution policy and procedure for complaints brought by players, coaches, parents and members of the public.

10.2 The complaint policy and procedure is posted on Pioneer Elite's website (www.ocjrboysbasketball.net) and may be amended by the Board of Directors from time to time.

ARTICLE XI EXECUTION OF INSTRUMENTS AND WITHDRAWAL OF FUNDS

11.1 Execution of Instruments: The Board of Directors may prescribe the manner in which and by whom certain instruments are executed. The Board of Directors shall adopt appropriate controls for the withdrawal and expenditure of Pioneer Elite funds.

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This Second Amendment and Restatement of By-Laws was approved and adopted as of October 30, 2014 by the undersigned, constituting the entire Board of Directors of Pioneer Elite Basketball Association.

Marshall Brewer

Jeff Landstrom

Eric Rinearson
