



GWINNETT RECREATIONAL ALLSTAR BASKETBALL RULES & BYLAWS

RULES

PREAMBLE

The mission and purpose of the Gwinnett Recreational All-Star Basketball (“GRABB”) is to develop a highly competitive youth basketball program designed specifically to enhance the skills of the most serious minded recreational basketball players. Additionally, GRABB now offers competitive basketball games for travel basketball players to include but not be limited to GBL, Middle School, High School, AAU, YBOA, and other recognized organization in its OPEN Level. GRABB exists to develop teams with players from the same Gwinnett County Recreational Programs (the “Associations”), thus developing a program for the tournament play of All Stars from those Associations in Gwinnett County. A major emphasis is to provide the opportunity for the youth to have fun and enjoy basketball while learning proper sports skills and techniques in an atmosphere where good sportsmanship, ethics and competitiveness are always stressed.

CODE OF CONDUCT

GRABB is a voluntary, non-profit, youth development organization designed to promote, manage, and support youth recreational basketball in the Gwinnett County area. Members of each Association, all Coaches, all Officers, all Directors, Officials, Parents, and Players shall at all times conduct themselves in a manner so as not to bring discredit on the GRABB or any of its members. It is GRABB’s goal to include the teaching of proper basketball skills and techniques, instructing the principles of good sportsmanship, emphasizing physical fitness, providing an opportunity for fun and enjoyment, and the development of a teamwork attitude.

GOALS

1. Identify and recruit players within each member Association that possess the potential skills to compete at the highest level of youth recreational All-Star basketball.
2. Develop teams with players from the same recreational Associations or from those Associations that qualify for annual mergers with other member Associations to form teams for competitive play all Age Groups.
3. Identify and host games for advanced level players in the OPEN Level providing competitive games prior to the start of their respective travel basketball season or the continuation of seasons by previous teams already established.
4. To improve the knowledge and teaching skills of all Coaches and Players involved in the Associations that participate in the annual GRABB Tournament.
5. To teach good sportsmanship and to promote healthy physical fitness.
6. To provide an opportunity for fun and enjoyment of all involved.

GRABB RULES TAKE PRECEDENT OVER LOCAL RULES

GRABB recognizes that individual associations may adopt certain Rules and Regulations for the management of their programs. GRABB has adopted rules and regulations for this All Star event and the Rules and Regulations of the GRABB shall control and the individual association must either adhere to those Rules or withdraw from the membership in the Gwinnett Recreational All-Star Basketball.

BYLAWS

Title 1. General Provisions

1.1 Purpose of Bylaws

These bylaws constitute the code of rules for the regulation and management of the GWINNETT RECREATIONAL ALLSTAR BASKETBALL. As used in these bylaws, this Group is commonly referred to as "GRABB".

The purpose of Gwinnett Recreational All-Star Basketball ("GRABB") is to develop a highly competitive youth basketball platform designed specifically to enhance the skills of the most serious minded recreational basketball players. GRABB exists to develop teams with players from the same Gwinnett County Recreational Programs and beyond (the "Associations"), thus developing a platform for the tournament play of the All Star players from those Associations in Gwinnett County, to include surrounding Cities and adjacent Counties. A major emphasis is to provide the opportunity for the youth to have fun and enjoy basketball while learning proper sports skills and techniques in an atmosphere where good sportsmanship, ethics and competitiveness are always stressed.

1.2 Reserved

1.3 Reserved

1.4 Business Office(s) Authorized

Either the Board of Directors or the Membership of the GRABB may establish one or more offices for the conduct of business within this state, whenever circumstances warrant.

1.5 Procedure Rules at Meetings

It is understood that in the transaction of its business, the meetings of GRABB, its Board of Directors and its committees may be conducted with informality; however this informality does not apply to procedural requirements required in these bylaws. When circumstances warrant, a meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the articles of incorporation, these bylaws, or a recognized procedural reference authority. The procedural reference authority for the GRABB is designated as the latest edition of Robert's Rules of Order, Newly Revised.

1.6 Computation of Members Eligible to Vote or Act as of "Record Date"

When any matter is proposed to be acted upon by the Members of GRABB as provided in these Bylaws, only those Members who are active and in good standing as to any particular matter as of a designated date, known as the "record date" may vote or otherwise act as to that particular matter. As required by the Bylaws, the Secretary/Treasurer shall prepare an alphabetical list of Members qualified to participate on a particular matter as of the "record date" for that particular matter.

1.7 Rules Votes

In order to make the annual Tournament fair, open, and to increase competition, the Members understand that rules must change. Any potential rules changes must be presented, in writing, to any officer of GRABB. The GRABB Board will consider the proposed rule change or changes and will present to the Associations for appropriate action, if required. At the next, subsequent regularly scheduled meeting, the Membership shall vote on the proposed change. Such change shall become effective immediately unless another date is selected. In the event where time issue exist, the GRABB Board may circulate proposed rule changes via electronic mail or by other means as determined necessary to expedite the review and has the authority to take a vote on the proposed rule change by the same electronic communication measures. A majority percentage is all that is required to pass a proposed rule change, the GRABB Board members all have one (1) vote plus all member Associations have one (1) vote.

Title 2. Membership

2.1 Eligibility for Membership

The Original Membership shall consist of the Associations which comprised GRABB in the calendar years of 2004/2005. The original Membership includes Collins Hill, Dacula, Duluth, North Gwinnett, South Gwinnett, Lawrenceville, Mill Creek, and Peachtree Ridge. Any additional Associations desiring Membership in GRABB must meet the following criteria:

2.1.1 Submit a request to the Board containing the name of the Association, a list of Contacts with addresses and telephone numbers. A non-refundable Membership application fee of \$250.00 must accompany the application made payable to GRABB.

2.1.2 A Representative from the applying Association must present the application letter at a GRABB meeting and answer any questions from the Member Associations present.

2.1.3 Approval for Membership will require a majority of the GRABB voting Membership that is present at the meeting with the vote takes place.

2.1.4 Teams participating within the OPEN Level of play are not required to be members of GRABB. Teams participating within the Recreational Level of play are required to be members in good standing with GRABB.

2.2 Good Standing and Active Status

To be a Member in Good Standing each active Member must to the following:

(1) Present to the Board, in writing, the name of the Association Representative(s) authorized to represent the Association;

(2) Ensure that at least one, but not more than two, of the designated representatives attend each GRABB meeting;

(3) Pay all fees currently due and outstanding. Fees are due prior to the beginning of each tournament season.

2.3 Suspension from active status; termination

(1) Any Member whose fee payments are not received by the Secretary/Treasurer who does not comply with the respective requirements of this Group, is to be considered suspended from active status without further

notice and not in good standing until the annual fees in arrears and any fines and charges are paid to the GRABB. Any Member who has been either suspended or terminated has no voting rights, and remains obligated to the GRABB for any charges, assessments, dues fees or amount that is outstanding as of the date the Membership is suspended or terminated.

(2) Any Member may be terminated due to failure to pay fees or by willfully violating the GRABB Rules regarding player eligibility. Any Member who has been terminated remains obligated to the GRABB for any charges, assessments, dues fees or amount that is outstanding as of the date the Membership is terminated.

2.4 Dues assessment

(1) **Pay a yearly administrative fee of \$150.00, due on or before the second scheduled meeting for that current season tournament, made payable to GRABB.**

(2) Each team shall be assessed \$400.00 per team each year to fund the required operating expenses of the 2016 GRABB Tournament. Once the scheduling of teams commences by the GRABB Board, there will not be any refunds of previously paid team or teams.

(3) These fees are due on the annual certification date. The Board of Members will annually evaluate the dues and consider any changes that may be necessary to provide the best experience for all participants and spectators on an annual basis, subject to change as needed.

2.5 Resignation from Membership

Any Member of GRABB may resign their Membership in the GRABB by a written notice to the Board, with no refund, rebate, or rescission of dues or fees. Any Member who resigns Membership remains obligated to GRABB for any charges, assessments, dues fees or amount that is outstanding as of the date the Member resigned.

Title 3. GRABB Membership Meetings

3.1. Meetings

(1) Meetings of the GRABB Membership will be held as needed throughout the year to address current issues, prepare for the upcoming season and to evaluate proposed rule changes.

(2) Notice of any scheduled meeting will be provided at least five (5) days in advance to all Members in good standing. This advance notice will be considered valid whether received via email, telephone call or web site posting. The notice will include a description of the business to be discussed.

(3) Any matter relating to the affairs of GRABB, whether or not stated in any notice of the regular meeting, may be brought up for action by the Membership, except for any matter for which prior notice is required by these bylaws.

(4) In the case of emergencies where five days' notice cannot be given, notice may be made by any reasonable means if made to all Members in good standing as directed by the Board of Members/Officers.

(5) Minutes will be recorded of all meetings by the Secretary/Treasurer and maintained in a record book by the President.

3.2 Requirements for Meeting Notices

A notice of a meeting must include a description of any proposal that is required to be approved by the Members, including proposals to: (a) amend the bylaws, except as limited in these bylaws; (b) vote on changes or amendments to the tournament rules; (c) merge GRABB with another entity; (d) sell or distribute all or substantially all of the assets of GRABB in other than the usual course of business; (e) dissolve and terminate GRABB; (f) remove a director from office when required by these bylaws. Any required notice may be waived by a Member as permitted under the Code; and any Member may object to the failure of sufficient notice of the meeting, or of a matter brought before a meeting, as permitted by the Code; and (g) change or revise any rules or regulations of GRABB.

3.3 Quorum at Meetings

A quorum is defined as the Members present at any meeting for which proper notice has been issued pursuant to the requirements in 3.1.

3.4 Member Proxies

Each regular Member in good standing and entitled to vote may participate in any meeting of the Membership of GRABB through a written signed and dated proxy executed by that Member and promptly delivered to the any Officer. A proxy may limit or direct how the vote of the Member the proxy represents shall be cast or on what matters a vote is to be cast for.

3.5 Membership Voting

Unless otherwise provided in these bylaws, the procedural reference authority or the Code, the affirmative vote of a majority of those Members casting a vote on a matter, in the presence of a quorum, is necessary to the adoption of a motion. Only Association Members in good standing have the right to vote, each Association Member and each Officer have one (1) vote each.

3.6 Mail Voting

Any matter which may be acted upon by the Membership or the board of Members of GRABB may be submitted to a vote of the Membership by electronic mail. To be counted in the official tally of the email ballots, a copy of the return email responses shall be returned to the Board within the deadline specified in the email. At the time the ballots are due; the Board will promptly ascertain and certify the result of the mail ballot. For the proposition to pass, or the election to be valid, a sufficient number of ballots equal to the number necessary for a quorum must be returned to the Board. Unless otherwise provided in these bylaws, the procedural reference authority, the affirmative vote of a majority of those Members casting a ballot on a matter, with a quorum of ballots cast, is necessary to the adoption of an action.

3.7 Written Consent Action by Members

Any action required by law, or permitted to be taken at any meeting of the Members of GRABB, may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by a majority of the Members. This consent is the equivalent to a vote of the Members during a meeting with a quorum, and is to be filed and recorded with the minutes of the GRABB's Members.

Title 4. Board of Directors

4.1 Establishment and Function

GRABB is managed by a governing body known as the "Board of Members". As used in these Bylaws, a reference to the "Board of Members" refers to the entire Board collectively or to a Member of the Board generically. The board of members conducts its proceedings as provided in these bylaws.

4.2 Composition and Term

(1) Nominations for individuals to be considered for board of member vacancies must be made by sponsoring Member.

(2) The Officers are composed of at least three (3) persons elected by a majority of the Membership present during the first Membership meeting of the next GRABB playing season, typically in November of each year.

(3) The term of office will begin immediately after elected and will end at the first meeting of the next calendar year playing season or when their respective successors are elected and installed, whichever occurs first. The Members upon majority vote may increase the size of the Board from time to time. If such increase is not made at a meeting to elect directors, a majority of the Board may appoint new Board. Members to fill such newly created positions until a meeting to elect directors is had.

4.3 Powers

The Board of Members may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the GRABB, subject to these bylaws, direction of the Membership of GRABB.

4.4 Voting; Quorum

Each member has one vote on the Board of Members. A quorum is defined as the members present either in person, via conference call or proxy. All matters put to a vote before the Board of Members will require the affirmative vote of a majority of members voting on the matter, in the presence of a quorum.

4.5 Removal of Director

(1) One or more members, or the entire board of members, may be removed by the affirmative vote of a majority of the Membership of the GRABB Associations present and voting on removal at a regular or special meeting of the GRABB Membership, and where notice of a Member's intention to present a motion for removal has been given to the Membership pursuant to Section 3.2 of these bylaws. A separate vote on removal must be made as to each Director proposed for removal; and the motion may be voted upon by mail ballot under Section 3.6 of these bylaws.

(2) Any member who has elected to complete an unexpired term of a Director on the Board through election by the members may be removed by an affirmative vote of the majority of the remaining members for a state cause.

(3) Any member who has not participated in any meeting of the Board of Members during a period of no less than four months (121 calendar days) may be removed by an affirmative vote of two-thirds of the remaining members due to such absence.

4.6 Vacancies

When a vacancy occurs, the individual Member will appoint a representative to complete the remainder of the term.

4.7 Written Consent Action by Board

Any action required by law, or permitted to be taken at any meeting of the Board of Members, may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by a majority of the members. This consent is the equivalent to a vote of the Board of Members during a meeting with a quorum, and is to be filed and recorded with the minutes of the GRABB Board of Members. The members who did not

sign the consent action shall be given notice of the action as soon as practicable, but no later than the next Membership meeting after the written consent action is signed by a sufficient number of members.

4.8 Duties of GRABB Officers

The officers of the GRABB shall consist of the following:

- (i) President;
- (ii) Vice Presidents
- (iii) Secretary
- (iiii) Treasurer

The Members may from time to time create and establish the duties of such other officers and elect or provide for the appointment of such other officers as they deem necessary for the efficient management of GRABB, but GRABB shall not be required to have at any time any officers other than a President. Any two or more offices may be held by the same person. All officers shall be elected by the Membership and shall serve at the will of the Membership and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement, or disqualification. Each officer of GRABB exercises the following responsibilities pertaining to their office, in addition to any other duty imposed on that office by the articles of these bylaws, the Code or by vote of the Membership or the board of Members of the GRABB, as follows:

- (1) The President presides at all meetings of the Board of Directors and the Membership of the GRABB; maintains the historical Association documents; reports on the activities of the GRABB to the Membership at each meeting of the GRABB; submits the annual accounting and financial statement of the GRABB; receives all bank statements; provides an annual financial report; oversees the activities of the GRABB, and reports on those matters determined appropriate to the Board of Directors and the Membership of the GRABB.
- (2) The Vice President(s) presides at all meetings of the Board of Members or the Membership of GRABB in the absence of the President, and in the case of a vacancy in the office of President, act as President until a new President is elected under Section 4.9 of these bylaws. In addition, the Vice President oversees the operations of the GRABB Tournament and reports on those matters determined to be appropriate to the Board of Directors and the Membership of the GRABB.
- (3) The Secretary maintains a record of all meetings and sends out the minutes of each meeting to the membership. Help with matters dealing with the Media and sponsorships.
- (4) The Treasurer maintains all the financial records, give reports at meetings; collects team fees; maintains the checkbook of the GRABB; is authorized along with the President to sign checks on behalf of the GRABB.

4.9 Financial Regulations

This section outlines certain policies and practices as to the financial procedures of the GRABB:

- (1) Any singular expense totaling one thousand dollars (\$1,000.00) or more of GRABB funds, may not be made unless approved by the GRABB Board, unless the expenditure is pre-approved by the Membership as part of the annual tournament budget.
- (2) Annual required expenditures for accounting services, insurance, Secretary of State fees are to be considered pre-approved expenditures by the Board of Directors and the Membership.
- (3) No other expenditure may be made, unless approved by the Board of Members.

(4) The signatory on any bank account and the depository institution for that account is established by the Board of Members by an appropriate resolution.

(5) The President of GRABB may receive a one-time stipend for services rendered during the planning and preparation of the current GRABB Tournament, provided said one-time stipend is approved by a majority vote of the GRABB Membership present at the time of said vote being taken. The amount of said one-time stipend will be agreed to by a majority vote of the GRABB Membership present at the time of said vote being taken. Reimbursement of any direct expenses by a Board Member shall be reimbursed provided those monies spent were for the betterment of GRABB and previously approved as budgeted expenses.

(6) GRABB's fiscal year for accounting and tax returns purposes begins on October 1 and ends of September 30.

5.1 Indemnification

(1) The provisions of Part 5 of Article 8 of the Code, relating to indemnification by GRABB of any person who has served as an Officer or Member representative of GRABB, or who has brought an action in the right of GRABB, is adopted by GRABB by this reference as a bylaw of GRABB, except that as permitted under GRABB's Bylaws, no advance payment by GRABB for any expense or liability permitted under the Code is authorized unless paid through an insurance policy maintained by GRABB for this purpose. Any and all decisions by the Board of Members concerning the payment of funds under this Section, when not paid under a policy of insurance, shall be ratified by the Members of the GRABB.

(2) GRABB may purchase and maintain insurance on behalf of all persons who are or were Representatives, Members, Officers, Employees, or Agents of GRABB, or who was serving at the request of GRABB as a Representative, Member, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not GRABB would have the power to indemnify him against such liability under the provisions of this Title.

(3) If any expenses or other amounts are paid under the provisions of this Title of the Bylaws, whether by action of the Board of Directors, court order or an insurance carrier pursuant to insurance maintained by GRABB, then GRABB shall send by first class mail to its Members of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation. This notice is to be sent with the mail ballot for the first regular election of directors that follows the payment.

5.2 Indemnification.

There shall be a right of indemnification to be paid by the GRABB to any person who has served as an officer or representative of the GRABB for any expense of litigation, or any amount of judgment or settlement, as permitted under Part 5, Article 8 of the Code, relating to indemnification.

5.3 Procedures Where Director Has Conflicting Interest in Transaction.

The provisions of Part 6 of Article 8 of the Code, relating to rules governing the procedures to be applied where a director has a conflicting interest in a transaction involving the GRABB, is adopted by the GRABB by this reference as a bylaw of the GRABB.

5.4 Sales of Assets Outside of the Regular Course of Business.

The provisions of this Code, relating to the sale of all, or substantially all of the assets of GRABB outside the regular course of business, is adopted by GRABB by this reference, as a bylaw of GRABB.

5.5 Records are To Be Kept; Right of Inspection by Members

Members have the right to inspect copy or review GRABB's records. Any individual may direct their request for an inspection to their respective cluster Director first, and then to the GRABB Board.

5.6 Amendments to Bylaws

Any change in these Bylaws is not adopted unless the following has occurred:

- (1) Each proposal is submitted to the Board of Members for a recommendation to the Membership of GRABB as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the Board's reasons for their recommendation. If due to a conflict of interest of a Member of the Board, or some other special circumstance, there is no recommendation, the Board shall transmit the proposal to the Membership with no recommendation, and state the reason no recommendation is made. The Board may condition its recommendation with any reasonable stipulations it deems appropriate.
- (2) Proposals may be initiated by a vote of the Board of Members, or by any three (3) Members of GRABB.
- (3) The recommendation of the Board concerning the proposal will be sent, along with the notice of the meeting at which the proposal is to be presented, or with the mail ballot concerning the proposal, as appropriate under Section 3.2 or 3.6 of these bylaws
- (4) When the proposal is presented for consideration at a meeting of the Membership of the GRABB, it is open to such amendments or action as the Membership approves.
- (5) No proposal to change these bylaws is adopted unless a majority of the Members voting, vote affirmatively to approve the proposal either with a quorum present at a meeting, or with a quorum of ballots when voted upon by mail. No proposal to change these bylaws is adopted unless a majority of the Members voting; vote affirmatively to approve the proposal, either with a quorum present at a meeting, or with a quorum of ballots when voted upon by email.
- (6) Once adopted, any change to these bylaws is immediately effective, unless some later date is designated in the proposal.

ORIGINAL APPROVAL: February 2005

Last Amended: October 2016 - ej