

**BYLAWS  
OF  
HUDSON VALLEY TRAVEL BASKETBALL LEAGUE INC.**

**ARTICLE 1 – DEFINITIONS**

For purposes of these Bylaws:

**“Board”** shall mean the Board of Directors of the Corporation.

**“Committee”** shall mean any committee established by the Board of Directors, which may consist of Directors, Officers, and/or other individuals, including representatives of Participating Programs, and which serves in an advisory or operational capacity as determined by the Board.

**“Corporation”** shall mean Hudson Valley Basketball League Inc., and its successors and assigns.

**“Director”** shall mean a member of the Board of Directors.

**“Intern or Volunteer”** shall mean any individual engaged by the Corporation in a non-governing capacity to assist with its programs, activities, or operations, whether on a voluntary or stipend basis.

**“League”** shall mean the organized basketball competition administered by the Corporation.

**“Participating Program”** shall mean a community-based youth basketball organization, team, or affiliated groups of teams approved by the Board to participate in the League.

**“Program Leader”** shall mean the individual designated by each Participating Program to serve as its primary representative for communication and coordination with the Corporation’s Directors and Officers.

**“Officer”** shall mean an individual elected or appointed by the Board of Directors to hold an office of the Corporation (including but not limited to President, Treasurer, Secretary, and any Vice President) and to perform duties and responsibilities assigned by the Board. An Officer may, but need not, be a Director, and may also be assigned operational responsibilities by the Board.

**“Season”** shall mean the annual League cycle, including regular season and playoffs, as determined by the Board.

## ARTICLE 2 – OFFICES

The principal office of the Corporation shall be located in the territory served by the Corporation, initially and specifically:

24 Seely Place  
Scarsdale, NY 10583

The Corporation may maintain additional offices as necessary.

## ARTICLE 3 – PURPOSES, ACTIVITIES AND LIMITATIONS, GOVERNING INSTRUMENTS

### Section 3.1 – Charitable Purpose

*Not-For-Profit Purposes.* The purposes of the Corporation, as set forth in the Certificate of Incorporation, are non-profit and educational in nature within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). Specifically, by organizing, administering, and promoting a youth basketball league that serves communities throughout the Hudson Valley region, the Corporation shall foster and encourage interest in basketball and teach sportsmanship, team play, and respect for authority.

The property of, including all monies received by, the Corporation shall be used exclusively for the carrying out of such purposes. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation shall be distributable to, or shall incur to the benefit of any Director, Officer, or Participating Program of the Corporation.

In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the Corporation’s purposes.

The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

### Section 3.2 – Activities

The Corporation shall act as a governing body; determine eligibility and participation of Participating Programs; coordinate and facilitate inter-program competition; establish and enforce rules governing League play; promote sportsmanship, teamwork, and ethical conduct; and support youth development through athletics.

The Corporation shall not engage in any activity of a commercial nature that would violate its status as a non-profit organization as defined by existing laws, nor shall the Corporation engage in any activity that is in contravention of the requirements of Internal Revenue Code §501(c)(3) and applicable rules and regulations which would cause the Corporation to lose its status as tax-exempt under such provisions of the law.

The Corporation may not engage in any partisan political activity.

The Corporation shall not own or directly operate any athletic facilities.

### **Section 3.3 – Governing Instruments**

The Corporation shall be governed by its Certificate of Incorporation and its Bylaws.

## **ARTICLE 4 – DIRECTORS AND OFFICERS**

### **Section 4.1 – Management of Corporate Affairs**

The Corporation shall be governed by a Board of Directors, the number of which shall not be less than five (5) nor greater than nine (9), and initially shall consist of five (5) individuals.

Each Director may also serve as an Officer of the Corporation and may be assigned operational responsibilities by the Board, including but not limited to scheduling, technology, administration, and divisional oversight. The Board may designate a League Director, who may but need not be a Director or Officer, to oversee the day-to-day operations of the League. The League Director shall serve under the supervision of the Board and shall have such duties and responsibilities as may be assigned by the Board.

The Board retains ultimate authority over all decisions of the Corporation. Officers and individuals serving in operational roles shall act under the direction and supervision of the Board.

The Corporation shall have no members. All corporate powers shall be exercised by or under the authority of the Board of Directors.

The initial five (5) Directors and Officers are:

<b>DIRECTOR</b>	<b>OFFICER ROLE</b>	<b>OPERATIONAL ROLE</b>	<b>INITIAL TERM EXPIRATION</b>
Jonathan Lewis	President	League oversight / scheduling	June 30, 2029
Frank Pirrone	Treasurer	Technology / operations	June 30, 2029
Ingrid O'Sullivan	Secretary	Administration / compliance	June 30, 2028
Gary Abrams	Vice President	Commissioner of boys divisions	June 30, 2028
Alex Cohen	Vice President	Commissioner of girls divisions	June 30, 2027

## Section 4.2 – Directors

*Term of Office and Election.* Each Director shall hold office until the next annual meeting of the Corporation and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal. Subsequent to the initial term, each Director shall have a term of three (3) years with terms expiring such that one (1) or two (2) of the Directors are replaced each year. A Director may, upon nomination from the President, Vice President or Secretary, and affirmative vote of at least three-fifths (3/5) of the Directors, succeed him/herself for as many additional consecutive three (3) year terms as he/she is willing to serve.

*Compensation.* Directors shall not receive compensation for their service as Directors.

*Eligibility.* Each Director shall be at least 21 years of age.

*Removal, Resignation, and Vacancies.* Any Director may be removed for cause by vote of the Directors provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Any newly created Directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

*Quorum of Directors; Place and Time of Board Meetings; Annual Meeting.* A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Each director present shall have one vote.

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the state, as it may from time to time determine.

The Board shall hold an annual meeting. Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine.

Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days' notice to each Director either personally or by mail or by wire; special meetings shall be called by the President or by the Secretary in a like manner on written request of two Directors.

Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Any one or more members of the Board or any Committee of the Corporation thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

*Limited liability.* No Director shall be liable in any manner for any debts or obligations of the Corporation and shall not be subject to any manner of assessment by virtue of his/her position as a Director.

### **Section 4.3 – Officers**

*Officers; election.* The Officers of the Corporation shall be a President, Treasurer, a Secretary, and one or more Vice Presidents.

Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in this Article 4.

The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board may appoint such other Officers as may be deemed desirable. Such Officers shall serve for such period as the Board may designate.

*Powers and Duties of the President.* The President shall be the Chief Executive Officer of the Corporation and shall perform such duties as are commonly performed by the chief executive of a voluntary organization, or as may be assigned to him or her by the Board. The President shall be responsible for the general management of the affairs of the Corporation with the concurrence of the Board, and shall see that all orders and resolutions of the Board are carried out.

The President shall have the power to authorize funds to be disbursed for the purchase of insurance, technology services, and other normal or recurring expenses in furtherance of the

Corporation's purposes. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

*Powers and Duties of the Treasurer.* The Treasurer shall be the custodian of all funds of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

*Powers and Duties of the Secretary.* The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary will provide notice of meetings required by the Corporation Bylaws. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

*Powers and Duties of the Vice Presidents.* Each of the Vice Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board, including but not limited to the oversight of League divisions.

*Delegation.* In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

*Removal.* Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

*Resignation.* Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

*Salary and Compensation.* The Corporation may compensate individuals, including Directors or Officers, for services performed in a distinct operational capacity. Any compensation to a Director or Officer for services in a separate operational capacity must be reasonable and consistent with fair market value; disclosed to the Board; approved by disinterested Directors; and require the interested Director to recuse from discussion and vote.

## **ARTICLE 5 – PARTICIPATION**

### **Section 5.1 – Admittance**

The Corporation shall admit Participating Programs to take part in League activities, subject to approval by the Board of Directors. Participating Programs shall generally consist of community (town- or school-based) youth travel basketball organizations serving Westchester County and the greater Hudson Valley region.

Participating Programs shall designate Program Leaders to serve as their primary representative for purposes of communication and coordination with the Corporation.

### **Section 5.2 – Advice of Participating Programs; No Governance Rights**

The Corporation values the input and perspective of Participating Programs. The Board shall provide opportunities for Program Leaders to be heard on matters relating to League operations, rules, scheduling, and other relevant topics and may, but is not required to, consider input from Program Leaders in its decision-making.

Such opportunities may include, but are not limited to, meetings or forums per annum including Directors, Officers, and Program Leaders; periodic advisory meetings or communications; the opportunity to provide feedback on League policies and operations. The Board shall endeavor to hold at least one annual meeting that includes Program Leaders.

Participation by Program Leaders in such meetings or forums shall be voluntary and advisory only and shall not confer any voting rights or authority over the Corporation. All corporate powers and decision-making authority shall remain vested exclusively in the Board of Directors.

## **ARTICLE 6 – Committees**

### **Section 6.1 – Establishment of Committees**

The Board of Directors may, by resolution adopted by a majority of the entire Board, establish one or more committees to assist in carrying out the purposes and activities of the Corporation. Such committees may be standing or ad hoc and shall have such duties, authority, and duration as the Board may determine.

### **Section 6.2 – Composition**

Committees may consist of one or more Directors, Officers, and other individuals, including representatives of Participating Programs (“Program Leaders”) or other volunteers, as determined by the Board.

The Corporation encourages the participation of Program Leaders and other members of Participating Programs in committee service.

### **Section 6.3 – Authority**

Committees shall serve in an advisory and operational capacity only and shall not have the authority to bind the Corporation, exercise powers reserved to the Board of Directors, or take any final action on behalf of the Corporation unless expressly authorized by resolution of the Board.

All committee recommendations and actions shall be subject to the review and approval of the Board.

### **Section 6.4 – Examples of Committees**

Committees may be created for the following purposes, among others: rules, divisional planning, playoff planning and administration, social media, marketing, and community outreach.

### **Section 6.5 – Leadership and Reporting**

Each committee shall have a Committee Chairperson designated by the Board or appointed by the President, who shall be responsible for coordinating committee activities and reporting to the Board.

### **Section 6.6 – Interns and Volunteers**

The Corporation may engage interns, volunteers, and other individuals to assist in carrying out its programs and activities.

Such individuals may be assigned to support the Board of Directors, Officers of the Corporation, or Committees of the Corporation (including Committee Chairpersons), as determined by the Board or its designees.

All interns and volunteers shall serve under the supervision of a Director, Officer, or Committee Chairperson and shall act solely in a support capacity.

Interns and volunteers may participate in meetings, committees, and operational activities as appropriate; however, they shall not have any governance authority, voting rights, or authority to bind the Corporation.

## **ARTICLE 7 – FINANCIAL MATTERS**

### **Section 7.1 – Bank Accounts and Checks**

The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money.

### **Section 7.2 – Contracts; Controls**

The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee or contractor shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

The Board may establish policies regarding approval thresholds for contracts and expenditures, and/or may require dual authorization for disbursements above a specified threshold and may adopt financial controls as it deems appropriate.

### **Section 7.3 – Investments**

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in CDs, bonds, or other instruments, as the Board may deem desirable.

## **ARTICLE 8 – INDEMNIFICATION**

### **Section 8.1 – Indemnification**

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereafter, a "Proceeding"), by reason of the fact that she or he, or a person of whom she or he is the legal representative, is or was a Director or Officer of the Corporation, or while a Director of the Corporation is or was serving at the request of the Corporation as a Director, Officer, trustee, employee, or agent of another Corporation, trust, or other incorporated or unincorporated enterprise, whether the basis of such proceeding is alleged action or inaction in an official capacity as a Director, Officer, trustee, employee, or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by New York law. All such persons shall be indemnified and held harmless by the Corporation against all expense, liability, and loss (including attorneys' fees, judgments, fines, taxes, or penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with the indemnified

action or inaction, and such indemnification shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors, and administrators.

### **Section 8.2 – Payment**

The right to indemnification conferred in these Bylaws shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided however, that the payment of such expenses incurred by a Director or Officer in his or her capacity as a Director or Officer of the Corporation in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or Officer or agent, to repay all amounts so advanced if it shall be ultimately determined that such Director or Officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of the Board, provide indemnification and advance expenses to employees and agents of the Corporation and others permitted to be indemnified by New York law with the same scope and effect as the foregoing indemnification and advancement of expenses of Directors and Officers.

### **Section 8.3 – Defense Against Claims**

If a valid claim pursuant to the above provisions of the Article is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part the claimant shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, is tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under New York law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because she or he has met the applicable standard of conduct shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct as provided by New York law, nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that the claimant has not met such applicable standards of conduct, shall be a defense to the action or create an applicable standard of conduct.

### **Section 8.4 – Non-Exclusivity**

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in these Bylaws shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the common law, a

provision of the Articles of Incorporation, Bylaws, agreement, or disinterested Directors, or otherwise.

### **Section 8.5 – Insurance**

The Corporation shall maintain (a) directors and officers insurance, and (b) commercial general liability insurance, both at its expense, to protect itself and any Director, Officer, trustee, employee, or agent of the Corporation against any such expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under New York law.

## **ARTICLE 9 – CONFLICT OF INTEREST POLICY**

### **Section 9.1 – Purpose**

The purpose of the conflict of interest policy is to protect the Corporation's tax-exempt status interest if it were contemplating entering into a transaction or arrangement that might benefit the private interests of an Officer or Director of the Corporation, 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 applicable to nonprofit and charitable organizations.

### **Section 9.2 – Definitions**

"Interested Person" means a Director or Officer who has a direct or indirect financial interest, as defined below.

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 Corporation has a transaction or arrangement;
- b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement ("Compensation" means direct and indirect remuneration as well as gifts or favors that are not insubstantial); or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

A Financial Interest is not necessarily a conflict of interest. Under this Article, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that one exists.

### **Section 9.3 – Procedures**

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 disinterested Directors considering the proposed transaction or arrangement.

After disclosure of the Financial Interest and all material facts, and after any discussion with or presentation by the interested person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining disinterested Directors shall decide if a conflict of interest exists.

The disinterested Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the disinterested Directors shall determine whether the Corporation 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 Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation'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.

## **ARTICLE 10 – DISSOLUTION**

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, or any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any private individual, but shall be distributed first in payment of all liabilities of the Corporation, and then to another non-profit organization in accordance with the Articles of Incorporation, whose objectives are deemed by the Board to be harmonious with the objectives of the Corporation.

## **ARTICLE 11 – DISCIPLINE; EXPULSION**

The Board shall have the power to address violations of the rules and regulations of the Corporation and to discipline any Participating Programs (including its coaches, players, and parents) with suspensions and expulsions.

**ARTICLE 12 – AMENDMENTS**

These Bylaws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

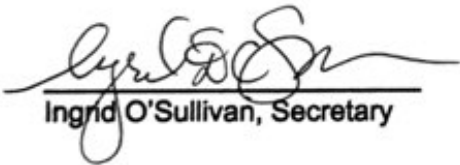
**ARTICLE 13 – CONSTRUCTION**

In the case of any conflict between the Certificate of Incorporation of the Corporation and these Bylaws, the Certificate of Incorporation of the Corporation shall control.

These Bylaws were adopted at a meeting by the Board of Directors of Hudson Valley Travel Basketball League Inc. on May 15th, 2026.



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Jonathan A. Lewis, President

  
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Ingrid O'Sullivan, Secretary