



**PRESCOTT RUSSELL BASKETBALL CLUB
(PRBC)**

CONSTITUTION

ARTICLE 1 - NAME AND AFFILIATION

- 1.1 The name of the organization is PRESCOTT RUSSELL BASKETBALL CLUB, hereinafter referred to as PRBC. The "ROCKETS" will be the name of PRBC's Competitive Teams.
- 1.2 PRBC is associated with the Eastern Ontario Basketball Association and through the Eastern Ontario Basketball Association to the Provincial Basketball Association known as Basketball Ontario and through Basketball Ontario to the National Basketball Association known as Canada Basketball.
- 1.3 PRBC shall provide basketball programs for the municipalities within the United Counties of Prescott-Russell.

ARTICLE 2 - OBJECTIVES

The objectives of PRBC are to:

- a. Promote and develop the sport of basketball within the United Counties of Prescott-Russell.
- b. Develop and operate basketball programs, coaching clinics, tri-meets, and tournaments on a not-for-profit basis.

ARTICLE 3 - ORGANIZATION

- 3.1 PRBC shall be composed of members, as defined in Article 4, and
- 3.2 A Board of Directors as detailed in Articles 6 to 9 shall govern its affairs.

ARTICLE 4 - MEMBERSHIP

- 4.1 Membership into PRBC is open to:
 - a. All registered residents of the United Counties of Prescott-Russell, which includes all registered participants and active volunteers.
 - b. The parents or legal guardians of any playing member who is not of legal voting age; and
 - c. Groups, with the approval of the Board of Directors.



- 4.2 Individual players and parents or guardians of players referred to in paragraph (4.1b) of this Article become members of PRBC upon payment of any registration fees levied annually by PRBC. Coaches, assistant coaches, conveners, deputy conveners and other volunteers become members upon appointment.

ARTICLE 5 – ANNUAL MEETING OF MEMBERS

The Annual Meeting of members of PRBC shall be held no later than the 30th day of June in each year.

- 5.1 Notice of Annual Meeting - The President or designate, shall give notice to members of the date of the Annual Meeting at least 15 days prior to the proposed date. Notification shall be by the most effective means available to reach the greatest number of members, using such media as electronic mail, social media and/or area recreation association newsletters.
- 5.2 At each Annual Meeting, the members shall:
- a. Review the activities of the past season;
 - b. Elect the Board of Directors;
 - c. Consider policies for continuing or improving operations for the coming season;
 - d. Consider and approve any constitutional amendments.
- 5.3 Agenda of Annual Meeting - The agenda for the Annual Meeting shall be prepared by the President and shall include the following business:
- a. Adoption of the Minutes of the last meeting;
 - b. Annual Report;
 - c. Financial Report;
 - d. Special reports requested by the Board of Directors;
 - e. Constitutional amendments;
 - f. Elections of the Board of Directors.
- 5.4 The President may introduce any special business for discussion after the approval of the minutes.
- 5.5 Special Meetings
- a. The President shall call a Special Meeting of the members, upon receipt of a motion affecting the Constitution or the operations of PRBC that cannot be handled by the Board of Directors and requires immediate resolution prior to the next Annual Meeting, or
 - b. The President shall, within 15 days of the receipt of a request in writing of 10 or more members setting out the reasons for the request, call a Special Meeting of members.



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- 5.6 Notice - The President or designate shall give notice to members of the date of a Special Meeting at least 15 days prior to the proposed date, by the means set out in Article 5.1
- 5.7 Voting - A member of PRBC who is of legal voting age and present at a meeting of members is eligible to vote on any motion introduced during the meeting.
- 5.8 Quorum - A quorum for the Annual or Special Meeting is at least three (3) elected members of the Board of Directors.
- 5.9 In addition to the members, attendance at the Annual or Special Meeting is open to:
- a. Guests invited or interested observers who may be admitted to any meeting where the Chair grants permission; and
 - b. Any resident within the United Counties of Prescott-Russell.

ARTICLE 6 - BOARD OF DIRECTORS

- 6.1 The business and affairs of PRBC shall be conducted by a Board of Directors, which shall act in accordance with the Constitution and any approved Rules and Regulations.
- 6.2 The Board of Directors of PRBC shall consist of eleven (11) members; noting that the Vice President will be appointed by the President from among the Directors:
- 1) President;
Vice President (tied to a portfolio)
 - 2) Treasurer
 - 3) Secretary
 - 4) Registrar
 - 5) Director of Facilities
 - 6) Director of Promotion
 - 7) Director of Equipment & Supplies
 - 8) Director of Competitive League
 - 9) Director of House League
 - 10) Director of Jr. Rockets
 - 11) Director of Adult League
- 6.2.1 The Board of Directors may, from time to time, appoint additional individuals with skills and expertise required.



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- 6.3 President - The President is the Chief Executive Officer of PRBC and the Chair of the Board of Directors.
- 6.4 Qualification for the Board of Directors - any individual who is a member in good standing of PRBC, in accordance with Article 4, and is of legal voting age is eligible to hold any position on the Board.
- 6.5 Election/Appointment to the Board of Directors - All Board of Director positions shall be elected by PRBC members.
- 6.6 Vacancy on the Board of Directors - Where there is no candidate for a position on the Board of Directors at the time of elections or where a position becomes vacant between elections, the President may appoint a member to fill the vacancy.
- 6.7 Term - The term of office for the members of the Board shall commence at the time of election or appointment and continue until the next AGM.
- 6.8 All Board members are expected to attend Board Meetings and to report on the carrying out of their duties during the year at the Annual Meeting.

ARTICLE 7 - POWERS OF THE BOARD OF DIRECTORS

- 7.1 The Board of Directors of PRBC shall manage the operations and finances of PRBC, including appropriate fund-raising activities, and, in carrying out those responsibilities, it may:
- a. Enact Rules and Regulations for the operations of PRBC in accordance with section 7.2,
 - b. Approve the opening of bank accounts of PRBC and the management of those accounts,
 - c. Create divisions and appoint persons or administrative committees to carry out activities or perform specific duties as required,
 - d. By resolution, suspend or discipline any member of PRBC from participation within PRBC, subject to the right of the individual affected to appear before the Committee, to be represented by a member of PRBC and to be heard on the issue,
 - e. By resolution, re-admit to PRBC any person suspended for any reason,
 - f. Establish a Discipline Committee and rules for its proceedings, and
 - g. Determine all questions affecting the operations and management of PRBC, not provided for in this Constitution or Rules and Regulations.



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- 7.2 Rules and Regulations - The Board of Directors may establish, amend, or repeal Rules and Regulations governing the operating conditions of the league, special playing rules, residence rules, registration procedures, budget and fees, operational procedures and activities and such other operating matters as are the responsibility of the Board of Directors.

ARTICLE 8 - MEETINGS OF THE BOARD OF DIRECTORS

- 8.1 The Board of Directors shall hold regular meetings in each year during the basketball season and any additional meetings the President or the Board deems necessary.
- 8.2 Notice of Meetings - The President or designate, shall give notice of any meeting of the Board to all Directors at least seven days prior to the meeting.
- 8.3 Emergency Meetings:
- The President shall call an emergency meeting of the Board on less than seven days' notice where a majority of the directors requests the meeting.
 - Where a meeting has been requested by two or more directors, approved by a majority of the directors and has not been called by the President within two weeks after the request, a meeting may be called and in the absence of the President, chaired by an elected director.
- 8.4 Voting - Each Board Member present is eligible to vote on any motion.
- 8.5 Quorum:
- A quorum shall consist of three (3) Board Members.
 - At all Board of Directors meetings, coaches and conveners may attend and participate as non-voting observers.

ARTICLE 9 - DUTIES OF THE BOARD OF DIRECTORS

- 9.1 The President of PRBC shall:
- Preside at all Board meetings;
 - Preside at all Annual or Special Meetings;
 - Prepare and give notices of all Annual and Special General Meetings and Board meetings;
 - Update the Constitution, Rules and Regulations and operating lists, as amended;
 - Table and respond to correspondence and maintain a record of correspondence;
 - In the event of a tie, the President shall cast a second and deciding vote;
 - Represent PRBC at the Ontario Basketball Association (Basketball Ontario) Eastern Ontario Basketball Association (EOBA) or ensure that a designated representative for



PRBC is in contact with Basketball Ontario, where appropriate; and

- h. Be one of the signatories of PRBC.
- 9.2 The Vice President will be appointed by the President from among the elected Directors and shall:
- a. Step in and assume the role(s) of the President when the President is not available;
 - b. Is entitled to only one vote on any resolution; and
 - c. Is a signatory of PRBC when the President is not available.
- 9.3 The Secretary shall:
- a. take, prepare, and distribute minutes, within 14 days of all meetings of the PRBC
 - b. help Directors through busy periods
 - c. Is entitled to only one vote on any resolution.
- 9.4 The Treasurer shall:
- a. Manage the accounts and financial operations of PRBC;
 - b. Prepare an annual operating budget for PRBC;
 - c. Prepare financial submissions for each program showing the dispersal of funds and the financial support provided by PRBC to each program;
 - d. Arrange for the payment of all outstanding accounts of PRBC;
 - e. Keep an accurate record for all monies received and disbursed on behalf of PRBC;
 - f. Submit a written report and Financial statements at each Annual Meeting and, if requested, at a Special Members Meeting by end of May;
 - g. The Treasurer is entitled to one vote on any resolution.
 - h. Be one of the signatories of PRBC
- 9.5 The Directors shall:
- a. establish and assign specific responsibilities for each Director;
 - b. be entitled to one vote on any resolution.

ARTICLE 10 - AMENDMENTS TO THE CONSTITUTION

The Constitution of PRBC may be amended only at the Annual Meeting, or at a Special Meeting convened specifically for that purpose.

The person proposing an amendment to the Constitution shall give notice of the proposed



amendment to the President and the President or designate shall give notice to members, by the means set out in Article 5.1, at least 15 days prior to the date set for the Special Meeting convened to consider the amendment.

All proposed amendments to the Constitution require a 2/3 majority of those present and voting at an Annual or Special Meeting convened for the purpose of considering the amendment.

On the consideration of an amendment to the constitution, amendments to the proposed amendments may be made and voted upon at the meeting only if the amendments do not alter the intent of the proposed amendment.

ARTICLE 11 – DISSOLUTION

If PRBC is dissolved and ceases operations, the assets of PRBC shall be distributed to other not-for-profit organizations having similar objectives.

History of Constitution Development

ORIGINALLY APPROVED:	February 26, 2007
Revised & approved:	June 25, 2014
Revised & approved:	May 3, 2015
Revised & approved:	June 14, 2016
Revised & approved:	June 27, 2018
Revised & approved:	June 30, 2020