August 26, 2026

BYLAWS
OF
MAMARONECK TRAVEL HOOPS, INC.

ARTICLE 1 - DEFINITIONS

"Board" shall mean the Board of Directors of the Corporation.

"Corporation" shall mean Mamaroneck Travel Hoops, Inc., and its successors and assigns.

"District" shall mean the Mamaroneck Union Free School District in Mamaroneck, New York.

ARTICLE 2 - OFFICES

The office of the Corporation shall reside within the territory of the District, specifically:

5 Walnut Avenue
Larchmont, NY 10538

ARTICLE 3 - PURPOSES, GOVERNING INSTRUCMENTS, LIMITATIONS

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, as amended, or the corresponding provision of any future Federal tax law ("Section 501(c)(3)"). Specifically, through the operation of a comprehensive and instructional amateur youth basketball program, the Corporation shall promote, foster, and encourage interest in basketball and teach sportsmanship, team play, and mutual respect for players and coaches. Programming shall include practices and participation in leagues, among other related activities.

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 distributable to, or shall incur to the benefit of, its members, trustee, directors or officers.

In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to 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, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

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

Limitations on Activities. The Corporation may 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.

ARTICLE 4. MEMBERS AND DIRECTORS

Management of Corporate Affairs. Each Member of the Corporation shall also be a Director and no person shall be a Director unless also a Member. Management of the affairs of the Corporation shall be exercised by the Board of Directors. The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation.

Members. The membership of the Corporation shall initially consist of five members. The following individuals are designated as Members of the Corporation:

Hillary Collins
John DiVito
Stephen Hughes
Kathryn Schein
Lorilee A. Vaughan

Additional members may be added by a majority vote of the Members at its Annual Membership Meeting or Special Members Meeting.

Salary and Compensation. No Member of the Corporation shall receive, directly or indirectly, any salary or compensation from the Corporation.

Number of Directors and Term of Office. The number of Directors constituting the Board shall be fixed annually by a vote of the majority of the Members, but such number shall not be less than three (3) nor greater than seven (7).

Each Director shall hold office until the next annual meeting of the Members and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal. Each Director shall have a term of two (2) years, with the exception of the President who shall have a term of three (3) years. A Director may, upon nomination from the President, Vice President or Secretary, and an affirmative vote of at least two-thirds (2/3) of the Members, succeed him/herself for two consecutive two (2) or three (3) year terms.

Eligibility. Each Director shall be a Member of the Corporation and at least 21 years of age. Registrants in Corporation programs, or the parents/guardians of such registrants, are not eligible to hold a Director position of the Corporation.

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

Resignation. 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.

Vacancies. 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.

Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an Executive Committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Quorum of Directors. 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.

Place and Time of Board Meetings. The Board may hold its meetings at the office of the

ARTICLE 5 - MEMBERSHIP MEETINGS

Annual Membership Meeting. A meeting of the Members shall be held annually as may be fixed by the Members for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Special Member Meetings. Special Meetings of the Members may also be called at any time by a majority of the Members.

Notice of Meetings. Written notice of an Annual Membership, or Special Member Meeting shall be given by service upon each Member in person or by mailing or by electronic mail the same to the Member at their address as it appears upon the books of the Corporation at least ten days but not greater than fifty days) before the date designated for such meeting specifying the place, date and hour of the meeting. Notice of a Special Member Meeting shall also state the purpose or purposes for which the meeting is called.

Quorum. At any meeting of the Members, a majority of the Members shall be necessary to constitute a quorum.

Voting. At all Member Meetings each Member shall have one vote.

ARTICLE 6- OFFICERS

Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, a Secretary, Treasurer, and one or more Vice Presidents. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of two (2) years, with the exception of the President, who shall have a term of three (3) years, 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 5. *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.

Eligibility. Each Officer shall be at least 21 years of age. Registrants in Corporation programs, or the parents/guardians of such registrants, are not eligible to hold an Officer position of the Corporation.

Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Corporation or at such other places, either within or without the state, as it may from time to time determine.

Regular Annual Meeting. A regular annual meeting of the Board shall be held immediately following the Annual Membership Meeting at the place of such annual Meeting of Membership.

Notice of Meetings of the Board, Adjournment. 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 electronic mail: 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.

Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment, such as Zoom or FaceTime, 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.

Action Without 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.

Salary and Compensation. No Director of the Corporation shall receive, directly or indirectly, any salary or compensation from the Corporation.

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.

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 uniforms, athletic equipment, insurance, gym time, coach salaries, 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 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 Presidents 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 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.

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. A*ny 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. No Officer of the Corporation shall receive, directly or indirectly, any salary or compensation from the Corporation.

ARTICLE 7 - BANK ACCOUNTS, CHECKS, CONTRACTS, AND INVESTMENTS

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.

Contracts. 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.

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 bonds or other securities, as the Board may deem desirable.

ARTICLE 8 - INDEMNIFICATION

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 heirs, executors, and administrators.

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.

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 required, has been 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 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.

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.

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 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

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.

Definitions.

"Interested Person" means a Director of 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 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 investments interest in, or compensation arrangement with any entity or individual with which the Corporation is negotiating a translation 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.

Procedures.

a) 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.

b) 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.

c) 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 of the members of the Corporation, 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; EXPLUSION

The Board shall have the power to address violations of the rules and regulations of the Corporation or any league, tournament or provider of facilities in which a Corporation program is provided and to discipline any of its coaches, players, participants, teams or members, including expulsion, imposition of reasonable fines and suspensions and, if deemed appropriate, reinstatement.

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 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 of the Board of Directors of Mamaroneck Travel Hoops, Inc. on August 26, 2026.

Lorilee A. Vaughan, President