



GERMANTOWN GIRLS HOOPS

Germantown Girls Basketball Club, Inc. · Germantown, Wisconsin

Member Ballot Notice

Amendment to the Articles of Incorporation · October 20, 2026

As part of restoring the Club's federal tax-exempt status, the IRS requires that our Articles of Incorporation include specific language limiting the Club to charitable and educational purposes and directing how assets would be handled if the Club ever dissolved. Our 2019 articles do not contain this language. The amendment also changes the Club from a corporation with legal members to one governed by its volunteer Board, which reflects how the Club has always operated; families will continue to participate exactly as they do today. The Board adopted the attached amendment (Exhibit A) and is asking the membership to approve it. Approval requires support by two-thirds of the votes cast, with one vote per member family.

Please reply to this email by **October 30, 2026** with one of the following:

- ☐ **I APPROVE the amendment to the Articles of Incorporation.**
- ☐ **I DO NOT APPROVE the amendment to the Articles of Incorporation.**

Please include the name of your player(s) so we can record one vote per family. The full text of the amendment is attached. Questions may be sent to info@germantowngirlshoops.com.

Thank you,

The GGBC Board

EXHIBIT A

Text of Amendment to the Articles of Incorporation of Germantown Girls Basketball Club, Inc.

The Articles of Incorporation filed with the Wisconsin Department of Financial Institutions on April 10, 2019 are amended as follows:

1. The article titled "The purpose(s) for which the corporation is incorporated" is amended by adding the following at the end:

Notwithstanding the foregoing, the corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

2. The statement "Is this corporation authorized to make distributions under the statute?: Yes" is amended to read:

The corporation is not authorized to make distributions to its members, directors, or officers, except as expressly permitted above and consistent with Section 501(c)(3) of the Internal Revenue Code.

3. A new article titled "Dissolution" is added:

Upon the dissolution of the corporation, after paying or making provision for the payment of all liabilities of the corporation, the board of directors shall distribute all remaining assets exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall distribute them to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

4. The statement "Select one statement: The corporation will have members" is amended to read:

The corporation will not have members. The corporation's directors shall be elected or appointed as provided in the bylaws.

All other provisions of the Articles of Incorporation remain unchanged.