

**BYLAWS  
OF  
VERONA LACROSSE CLUB, INC.**

**Adopted: October 14, 2009**

**ARTICLE I. NAME, INCORPORATION, PURPOSE AND OFFICE**

Section 1.1. **Name.** The name of this corporation shall be Verona Lacrosse Club, Inc..

Section 1.2. **Incorporation.** The corporation shall be incorporated under the Non-Stock Corporation Law, Chapter 181 of the Wisconsin Statutes.

Section 1.3. **Purpose.** The corporation is formed exclusively for charitable, educational, or scientific purposes within the meaning of Internal Revenue Code 501(c)(3). To the extent consistent with the general purpose, the corporation shall provide public design services and sales.

Section 1.4. **Offices.** Until no longer required by the Wisconsin Non-Stock Corporation Law, the corporation shall have at all times, in the State of Wisconsin, a principal office and a registered agent. The corporation shall initially have its principal office in Wisconsin at 5790 Verde View Road, Fitchburg, WI 53711. Initially, the registered agent shall be Paul Ludwig at that address. The board of directors may from time to time change the registered agent, the registered office, or the principal office.

**ARTICLE II. BOARD OF DIRECTORS**

Section 2.1. **General Powers.** The affairs of the corporation shall be managed by its board of directors. The board of directors shall have all the powers permitted to such a body under the Wisconsin Non-Stock Corporation Law, except as limited by the articles of incorporation or these bylaws.

Section 2.2. **Number, Tenure, and Qualifications.** The initial number of directors of the corporation shall be eight, or such greater number that the board of directors may determine from time to time. Each director shall remain a director until he or she resigns or becomes unable or unwilling to serve. Any vacancy on the board shall be filled by election of the remaining directors. The only qualification for being a director is an interest in the purposes of the corporation and a willingness to serve those purposes. Any director may be removed for any reason by unanimous vote of the other directors.

Section 2.3. **Annual and Regular Meetings.** The annual meeting of the board of directors shall be held on the First Friday in February or at such other time as may be determined by the board of directors, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide, by resolution, the time and place for holding of additional regular meetings without other notice than such resolution.

Section 2.4. **Special Meetings.** Special meetings of the board of directors may be called by or at the request of any director. The director calling any special meeting of the board of directors may fix any reasonable place for the holding of the special meeting.

Section 2.5. **Notice; Waiver; Participation.** Notice of each meeting of the board of directors shall be given to each director at least 5 days prior to the meeting. Whenever any notice whatever is required to be given to any director of the corporation under the articles of incorporation or bylaws or any provision of the law, a waiver thereof in writing, signed at the time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at (or participation in) a meeting shall constitute a waiver of notice of such meeting, except where a director objects at the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting. Any or all directors may participate in a regular or special meeting or in a committee meeting, and any meeting may be conducted, through the use of any means of communication by which (1) all participating directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors.

Section 2.6. **Quorum.** A majority of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 2.7. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or the articles of incorporation or these bylaws.

Section 2.8. **Conduct of Meetings.** Meetings of the board of directors shall be chaired by the first office holder listed below who is present at the meeting: president; vice president; treasurer; any director chosen by the directors present. The secretary of the corporation shall record the actions taken at the meeting. In the absence of the secretary, the chair may appoint any person present to act as the secretary of the meeting.

Section 2.9. **Compensation.** Directors shall serve without compensation but may be reimbursed for reasonable out-of-pocket expenses incurred in rendering services to the corporation.

Section 2.10. **Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors or a committee thereof which he or she is a member at which the action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or

forwards such dissent by mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 2.11. **Committees.** The board of directors, by affirmative vote of a majority of the directors then in office, may designate one or more committees for any purpose. The committees, if any, shall have and may execute such powers as are provided in the resolution of the board of directors designating such committee, as such resolution may from time to time be amended and supplemented. Each such committee shall elect a presiding officer from its members, shall fix its own rules governing the conduct of its activities and shall make such reports to the board of directors of its activities as the board of directors may request.

Section 2.12. **Unanimous Consent Without Meeting.** Any action required or permitted by the articles of incorporation or bylaws or any provision of law to be taken by the board of directors or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or members of such committee entitled to vote with respect to such action.

### ARTICLE III. OFFICERS

Section 3.1. **Number and Qualifications.** The principal officers of the corporation shall be a president, a vice president, a secretary, and a treasurer (except that the offices of secretary and treasurer may be combined into a single office of secretary-treasurer), each of whom shall be elected by the board of directors and each of whom shall be a director. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 3.2. **Duties.** The duties of the officers shall be those enumerated herein and any further duties designated by the board of directors. The duties herein specified for particular officers may be transferred to and vested in such other officers as the board of directors shall elect or appoint, from time to time and for such periods or without limitation as to time as the board of directors shall order.

Section 3.3. **Election and Term of Office.** The officers of the corporation shall be determined annually at the annual meeting of the board of directors.

Section 3.4. **Removal.** Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 3.5. **Vacancies.** A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the board of directors for the unexpired portion of the term.

Section 3.6. **President.** The president shall be the chief executive officer of the corporation, and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the board of directors. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the board of directors. The president shall not serve consecutive terms in office. The president is the liaison to all state, regional and local lacrosse associations or organizations. The president will directly supervise the youth programs and necessary facilities. The president will preside at board of directors meetings.

Section 3.7. **Vice President.** The vice president shall perform the duties of the president in the absence of the president and such other duties as may from time to time be assigned to him or her by the board of directors or the president. The vice president will directly supervise the high school programs and necessary facilities. The vice president shall work with the local facility representatives to schedule games, clinics, practices, tournaments and workouts.

Section 3.8. **Secretary.** The secretary shall record all the votes of the directors and the minutes of the meetings of the board of directors and of committees of the board of directors in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors or the president. The secretary will directly supervise the communications coordinator, set dates, times, and locations for board meetings, distribute board meeting dates and notes to the directors, members, team rep(s), committee chairpersons, coaches, members, players; and compile and maintain the corporation directory not excluding board of directors, parents, representatives, members, players, and coaches.

Section 3.9. **Treasurer.** The treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors or the president. The treasurer will collect funds from all corporation sponsored events, pay officials as needed, and work with all VLC High School and Youth Lacrosse team coordinators to set and collect all fees and funds. Dispersal of funds from VLC checking accounts will require one signature of a director.

Section 3.10. **Other Assistants and Acting Officers.** The board of directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his or her

stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the board of directors shall have the power to perform all the duties of the office to which he or she is appointed to act, except as such power may be otherwise defined or restricted by the board of directors.

Section 3.11. **Salaries.** The officers and directors shall not be paid a salary for their services, but their reasonable out of pocket expenses may be reimbursed at the discretion of the board of directors.

#### **ARTICLE IV. CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Section 4.1. **Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of the assignment or pledge made by the corporation shall be executed in the name of the corporation by the president (or vice president) and by the secretary-treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 4.2. **Debt.** No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution by or under the board of directors. Such authorization may be general or confined to specific instances.

Section 4.3. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the board of directors.

Section 4.4. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the board of directors.

#### **ARTICLE V. OFFICERS AND DIRECTORS: LIABILITY AND INDEMNITY; TRANSACTIONS WITH CORPORATION**

Section 5.1. **Liability of Directors and Officers.** No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her, in good faith, as a director or officer and the corporation, or of any other corporation which he or she serves as a director or officer at the request of the corporation, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the

circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he or she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he or she may be entitled as a matter of law.

Section 5.2. **Indemnity of Officers and Directors.** Every person who is or was a director or officer of the corporation, and any person who may have served at the corporation's request as a director or officer of another corporation, shall (together with the heirs, executors and administrators of such person) be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his or her duties, if such director or officer was acting in good faith in what he or she considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal. The corporation by its board of directors, may indemnify in like manner, or with any limitations, any employee or former employee of the corporation with respect to any action taken or not taken in his or her capacity as such employee. The foregoing rights of indemnification shall be in addition to all rights to which officers, directors or employees may be entitled as a matter of law.

Section 5.3. **Transactions with the Corporation.** No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the corporation. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## ARTICLE VI. GENERAL

Section 6.1. **Seal.** The corporation shall not have a corporate seal.

Section 6.2. **Fiscal Year.** The fiscal year of the corporation shall end on the last day of December each year.

## ARTICLE VII. AMENDMENTS

Section 7.1. **By Directors.** These bylaws may be altered, amended, or repealed and new bylaws may be adopted, by the board of directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance. Nevertheless, bylaw provisions requiring a unanimous vote of the directors shall not be amended to reduce the required vote unless the amendment is approved by unanimous vote of the directors.

Section 7.2. **Implied Amendments.** Any action taken or authorized by the board of directors, which would be inconsistent with the board of directors, which would be inconsistent with the bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far as is necessary to permit the specific action so taken or authorized.