

# North Andover Lacrosse BYLAWS

Date Updated	Board Approved	Updated Section (s)
<u>11/1/2012</u>		<u>IV., IX 1.1,7.1.8,7.2.10, 7.3.5,7.4.7,7.4.10, 7.5.2,7.6.3,7.8.1,7.8.2,7.8.4,7.8.5,7.10.8,1.8.2,8.4,9.1</u>
11/12/2009		II, By Laws Sec 1 Sec 7.2, 7.2.2, 7.3, 7.5, 7.8, 7.9
1/15/2008		Original Bylaws

## I. Name

This association shall be called North Andover Lacrosse (NALAX).

## II. Affiliations

The NALAX shall be affiliated with the leagues and organizations as decided by the Board of Directors, & US Lacrosse.

## III. Mission

NALAX is founded to provide the children and families of North Andover the opportunity to learn the game of lacrosse in a safe environment that provides an opportunity for all players of all abilities to develop skills and game knowledge. NALAX will emphasize sportsmanship, teamwork, fair play and respect for all.

## IV. Membership

### Residence Requirements

Board membership shall be limited to residents of North Andover, Massachusetts and to parents with children located in North Andover who are or have been part of NALAX. NALAX reserves the right to allow people from neighboring communities to participate in NALAX sponsored programs.

### Voting Members

Members of the Board of Directors shall have voting rights, during the term of their service.

#### Non-Voting Members

All parents and sponsors of lacrosse players, participating in any of the programs of the NALAX shall be nonvoting members, except for General Elections at the Annual General Meeting for the purpose of electing NALAX Board Members.

#### V. Governing Body

The Board of Directors shall govern and administer the day-to-day operation of the league within the scope of the Bylaws and the policy guidelines set by the Bylaws.

#### VI. Amendments to the Constitution

Once adopted, this Constitution shall be amended only by a 3/4 vote of the Board of Directors present and voting.

#### VII. Provisions Required for Tax exempt Status Under Section 501(c) (3) of the Internal Revenue Code

This association is organized exclusively for charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles of organization.

Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by a association exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax Code), or shall be distributed the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principle office of the association is then located, exclusively for such purposes of to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## VIII. Conflict Of Interest

### Purpose

The purpose of the conflict of interest policy is to protect NALAX's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of NALAX. 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

#### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. Financial Interest

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 NALAX has a transaction or arrangement.
- b. A compensation arrangement with NALAX or with any entity or individual with which NALAX has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NALAX is negotiating a transaction or arrangement.

### Procedures

#### 1) Duty to Disclose

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 director and member committees with governing board delegated powers considering the proposed transaction or arrangement.

#### 2) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board and committee members shall decide if a conflict of interest exists.

### 3) Procedure for Addressing the Conflict of Interest

a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the governing board or committee shall determine whether NALAX 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.

d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in NALAX's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make a decision as to whether to enter into the transaction or arrangement.

### 4) Violations of the Conflict of Interest Policy

a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

c) All proceeding will be recorded in the minutes of the governing board or committee, with each member's conflict of interest, or allegations thereof.

### 5) Annual Statements

Each director, principal officer and member of a committee with governing body delegated powers shall annually be sworn by the secretary, affirming that they are aware of this

policy, have read this policy, and has agreed to comply with this policy. This process will take place during the NALAX annual meeting.

#### 6) Periodic Reviews

To ensure that NALAX operates in a manner compliant with charitable purpose and does not engage in activities that could jeopardize its tax exempt status, periodic reviews of all transactions and arrangements shall be conducted.

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## IX. BYLAWS

### 1. BOARD OF DIRECTORS

1.1. The Board of Directors shall consist of the following elected persons:

President

Vice President of Boys Program

Vice President of Girls Program

Treasurer

Secretary

Equipment Coordinator

Field Coordinator

Registrar

Tournament Director

Communications Director/Webmaster

1.2. The day to day business of the NALAX shall be managed by the Board of Directors.

1.3. The act of the majority, of those present and voting, shall be the act of the Board of Directors.

1.4. Where there are insufficient items to hold a meeting, the President may poll by telephone and/or email all the members of the Board of Directors to obtain their vote, and notify each member of the Board within three days of the date of the vote as to the results.

1.5. In the event of a vacancy in any of the elected offices through resignation or other causes, the Board of Directors, by a majority vote may fill such a vacancy for the unexpired portion of the term.

1.6. Removal of any Board member (for sufficient cause) requires a 2/3 vote of the Board of Directors.

1.7. Removal of a person from an appointed office requires a 2/3 vote of the Board.

1.8 In the event a board member holds more than one position that member has only one vote.

## **2. ELECTIONS**

2.1. The offices of President, Vice-President of Lacrosse, Treasurer, Secretary, shall be elected from the Board of Directors to serve from two (2) to four (4) year period. This election shall be held at the end of each season at the Annual General Meeting of the League. A nominating committee made up of three (3) members shall be appointed by the Board of Directors at the end of June, for the purpose of selecting a slate of candidates for election.

2.2. The Nominating Committee shall meet with the Board of Directors not less than Twenty-one (21) days prior to the annual election to present a list of eligible candidates for the officers of the Association. They may nominate one or more candidates for each position. Their names shall be included in the call of the Association Meeting. All nominations will be closed 24 hours prior to elections.

2.3. All elections will be conducted by paper ballots.

2.4. The candidate receiving the greatest number of votes of the Board of Directors shall be deemed elected.

2.5. Vacancies not filed at the time of the General Election, or occurring during the year, may be filled by a 2/3 vote of the Board of Directors.

2.6. The newly elected officers shall take office on July 1.

2.7. The fiscal year of the Association shall begin on October 1 and end on September 30.

## **3. MEETINGS**

3.1. The Board of Directors shall hold, as a minimum, a regular meeting each month during the lacrosse season.

3.2. Any member of the Board of Directors may call for a Board of Directors meeting. Seven (7) days notice in writing (email) shall be given to the secretary.

3.3. A meeting of the Board of Directors may be called at any time by the President. Seven days notice shall be given by the Secretary prior to the scheduled meeting.

3.4. No votes can be taken or amendment made at a meeting without a quorum present (one more than 50% of the standing Board of Directors).

## **4. AMENDMENTS TO THE BYLAWS**

4.1. The North Andover Lacrosse Association Bylaws may be amended by a two thirds (2/3) affirmative vote by a Board of Directors meeting.

4.2. The proposed amendment shall have been sent to each member at least fourteen (14) days prior to the meeting.

## **5. COMMITTEES**

5.1. Committees may be formed for any specific purpose not contrary to the purpose of the Association. All committee members shall be appointed by the committee chairperson and approved by the Board of Directors.

## **6. GENERAL**

6.1. No officer or other voting member of this Association shall receive any fee for activities concerned with his or her official office in the NALAX.

6.2. Payment for any personal expenses other than mail or telephone costs must be approved by a majority of the Board of Directors.

6.3. Any event which may be contrary to the spirit of the purpose of the Association may be investigated by a Disciplinary Committee consisting of three (3) members appointed by the Board of Directors. The Disciplinary Committee will be chaired by the President.

The Disciplinary Committee shall have the power to recommend disciplinary action to the Board of Directors by filing a written report. Where disciplinary action is recommended against a person, the person shall be furnished with a copy of the report and shall have the opportunity to appear before the Board of Directors and be heard, or file a written opposition to the report. The Board of Directors shall either:

- Take such action as recommended by the Disciplinary Committee
- Vote to dismiss the report
- Recommit it for further report

No disciplinary action may be taken by the Board of Directors except within twenty-one (21) days of the formation of the Disciplinary Committee.

6.4. The Board of Directors shall review and adopt or revise the rules and policies of the Association on or before the second week of September of each year.

## **7. ELECTED OFFICERS DUTIES**

### **7.1. President**

7.1.1. Calls to order business meetings of the Board of Directors and the General Meeting of the General Committee.

7.1.2. Serves as official member of all committees.

7.1.3. In instances where disciplinary measures appear appropriate or are recommended, the President will convene a special meeting of the Board of Directors.

7.1.4. Shall be authorized to arbitrate all matters.

7.1.5. In the case of a tie, the President shall cast the deciding vote.

7.1.6. The President and/or Treasurer shall have power to sign all checks and bank withdrawals. Minimum 2 signatures required for all checks and bank withdrawals over \$1,000

7.1.7. Shall be the "Child Safe Coordinator" required to annually obtain and process CORI forms for each Head Coach, Coach, and Board Member; and report the findings to the BOD.

7.1.8. File annual report with State of Massachusetts for nonprofit corporation status.

7.2.      Vice-President of Lacrosse (Boys VP empowered primary and Girls VP next)

7.2.1. In the absence of the President, shall be acting President.

7.2.2. Shall be the overall coordinator of the U15, U13, U11, U9 boys lacrosse teams and all other NALAX sponsored programs.

7.2.3. Shall perform other such duties as from time to time may be assigned by the President or the Board of Directors.

7.2.4. Chairs the Disciplinary Committee as it pertains to lacrosse.

7.2.5. Will assist the Secretary. Shall be responsible to organize and present all lacrosse rosters, birth certificates, and registration forms to the President for the rosters submitted at affiliated leagues and organizations.

7.2.6. Adjudicates team or parent protests through impartial fact finding and arbitration.

7.2.7. Receives and records player and coach ejections.

7.2.8. Meets with Program Director, Coaches and assistants as needed.

7.2.9 The Vice President of Boys Program, or designate from current BOD, is required to attend all scheduled affiliated leagues and organizations meetings. The Vice President of Girls Program, or designate from current BOD, is required to attend all scheduled MBGLL meetings.



7.2.10 Confirm all head coaches are registered and certified with affiliated leagues and organizations.

7.3. Secretary

7.3.1. Notifies the Board of Directors of Board meetings and regular meetings both as determined by the President.

7.3.2. Notifies the members of annual meeting via the mail or local newspaper.

7.3.3. Coordinates and maintains all league correspondence within and outside the Association.

7.3.4. Assists the President in his duties.

7.3.5. Maintain file of authorized 'CORI' form for all Head Coaches, their assistants, and all Board Members for current season.

7.3.6. Shall Maintain a copy of the Bylaws for any member requesting said Bylaws

7.4. Treasurer

7.4.1. Receives commitment checks from players or on-line registration tool.

7.4.2. Collects and disburses funds as operational necessity dictates.

7.4.3. Manages bank accounts as necessary.

7.4.4. Keeps records of receipts and expenditures of the Association.

7.4.5. Renders statement of financial condition on a monthly basis at board meetings.

7.4.6. Assists any approved fundraising committee.

7.4.7. Creates annual budget to be approved by the Board of Directors. Prepares a monthly analysis of Actual vs. Budget to ensure achievement of Budgeted Projections.

7.4.8. Assists the President in his duties.

7.4.9. Maintains a key to the P.O. box, and distributes mail accordingly.

7.4.10 Assists in the preparation and filing of the Annual Tax Returns with the outside Accounting Firm.

#### 7.5. Program Directors

7.5.1. Manage coaches and team within an age group in compliance with NALAX guidelines, develops players and coaches, and coordinates Boys/Girls Program Directors level policies, practices, and games based on the rules and code of conduct specified by the affiliated leagues and organizations.

7.5.2. VP may remove or suspend a player from a practice, game, or other NALAX activity for any conduct deemed inappropriate based on the NALAX "Code of Conduct". Such action will require the input of the Head Coach, with both the Head Coach and Program Director informing the player's parents/guardians and the Board of Directors of such action as soon as possible. The Board of Directors will determine if a disciplinary committee is required to address the issue.

7.5.3. Responsible for the conduct and sportsmanship of his coaches, players and players' parents and fans during scheduled games.

7.5.4. Must notify the board of any disciplinary problems or injuries that involve the Program Director's group.

7.5.5. Will be responsible for the actions of their Program Director group at all games, competitions, or any other related functions to NALAX .

7.5.6. Responsible for selecting coaching staff with approval by the Board.

7.5.7. Responsible for communications with parents as it pertains to schedules, notices, newsletters, etc.

7.5.8 Obtains permits as necessary for public building use and field use.

#### 7.6. Equipment Coordinator

7.6.1. Has charge of all equipment and its off-season care.

7.6.2. Responsible, along with the head coaches, to keep track of the maintenance of all equipment, in particular the protective gear when in use.

7.6.3. All equipment needs, over \$1000, must be submitted in writing to the President for approval.

7.7. Field Coordinator

7.7.1. Responsible for coordinating the activities associated with the setup and operation of the fields for game days and other such events; (other than refreshments or concessions).

7.7.2. Propose budget expenses that directly relate to field or game day equipment.

7.7.3 Attends field committee meeting in North Andover and represents practice and game needs.

7.7.4 Assigns practice times and game fields to the program.

7.8. Registrar

7.8.1 Shall be responsible for conducting an annual online registration for player members and maintains lists of all registered members.

7.8.2. Coordinates set up of online registration, communicates registration dates to membership via email and North Andover school communications, tracks memberships, and reviews registrations fees with the Treasurer

7.8.3 Obtains insurance for organization through US Lacrosse and delivers Certificates of Insurance to the Fields Director before the start of the season.

7.8.4 Responds to membership questions via email during the registration period.

7.8.5 Coordinates emergency phone lists and team rosters.

7.9. Tournament Director

7.9.1 Shall be responsible for coordinating association's involvement in tournament.

7.9.2 Works with Registrar to get tournament teams registered and rosters created.

7.9.3 Works with treasurer to get tournaments funded and expenses paid.

7.9.4 Works with Program Directors and coaches to organize teams and coaches.

7.9.5 May form a volunteer committee and assign duties as needed.

## 7.10 Communications Director/Webmaster

7.10.1 management of league website including [nalax.net](http://nalax.net) domain name (Powweb) , web site (League Athletics) and email accounts (Google Apps)

7.10.2 Responsible for email communications with members. Setup email distribution groups based on registration data

7.10.3 Work with Registrar to setup annual player registration

7.10.4 Work with Treasurer to setup and maintain merchant accounts

7.10.5 Coordinate teams and schedules with Girls and Boys Program directors for configuring teams and schedules on League Athletics and [nalax.net](http://nalax.net).

7.10.6 Coordinate field names, locations, maps and configuration on League Athletics with Fields director

7.10.7 Work with other Board members on web site content updates and email messages

7.10.8 Create reports for Registrar, Treasurer and other board members as requested

## 8. SELECTION OF COACHES

8.1. All Head Coaches must be at least twenty-one (21) years of age and must be certified by affiliated leagues and organizations.

8.2. All Assistant Coaches will be selected by the Head Coach or Program Director.

8.3. Board of Directors maintains right to remove any Head Coach or Assistant Coach if said coach is not coaching in accordance with NALAX mission.

8.4. All Head Coaches shall read and distribute copies of the \* "Code of Conduct" to their assistants as an aid in the instruction of youth lacrosse.

## 9. TEAM MEMBERSHIP / FINANCES

9.1. NALAX Board reserves the right, on a case by case basis to allow a child to participate in NALAX sponsored activities that, due to financial obligations, may otherwise not be able to participate. Approval to participate must be by a unanimous vote of Board. All finances will remain strictly confidential, and the Board will protect and insure the financial privacy of all participants.

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9.2. Based on the financial needs to operate the Association, the Board will determine the cost of registration for all teams and squads.

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