

# BY-LAWS OF SOUTHRIDGE LACROSSE CLUB

## ARTICLE 1. NAME, PURPOSE, LOCATION, CORPORATE SEAL AND FISCAL YEAR

### 1.1 Name.

The name of the organization shall be SOUTHRIDGE LACROSSE CLUB

### 1.2 Purposes.

The purposes of the organization shall be:

- To promote the development and growth of the sport of lacrosse through the formation of lacrosse teams throughout the Benton County and Franklin County areas of South Central Washington;
- To promote and develop increased knowledge of the rules and skills of lacrosse;
- To promote and develop in all participants in lacrosse the qualities of sportsmanship, teamwork and respect for coaches, officials and players;
- To develop, promote and provide opportunities for coaches, officials and interested adults to receive training on the rules and skills of lacrosse and the skills necessary to enable them to serve as positive role models for all participants in the sport of lacrosse, with an emphasis on the positive qualities of sportsmanship, teamwork and the building of character;
- To work cooperatively with other lacrosse organizations in Washington; and
- In general to do all things as may be appropriate to promote and accomplish any of the foregoing purposes.

### 1.3 Location.

The principal office of the organization in the State of Washington shall be located at 8524 W Gage Blvd A-287, Kennewick, WA 99336. The Directors may change the location of the principal office in the State of Washington effective upon filing a certificate with the Secretary of the State of Washington, or in such other manner as may be required by the laws of such jurisdiction.

#### **1.4 Corporation Seal.**

No Corporate seal shall be required of the organization.

#### **1.5 Fiscal Year.**

The fiscal year of the organization shall, unless otherwise decided by the Directors, end on the 30th day of June in each year.

## **ARTICLE 2. MEMBERSHIP**

### **2.1 Membership**

Membership to the Organization shall be open to anyone who participates in the affairs of SLC and who agrees to be bound by the Articles of Incorporation, the By-Laws, and other Policies and Procedures established by SLC. Participation is described as serving on the Board of Directors, coaching, managing, having a child who is a member of a team governed by SLC, or otherwise participating in any sponsored activity.

#### *2.1.1 Board Members*

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

#### *2.1.2 General Members*

All parents or guardians of SLC lacrosse players, and other U.S. Lacrosse adult members residing in the immediate geographic area who promise to observe and abide by the By-Laws, Policies and Procedures of SLC shall be general members with full voting rights for annual elections of Board Members, By-Law amendments, or special membership meetings.

### **2.2. Membership Meetings**

All membership meetings shall be presided over by the President and attended by a quorum of the Board of Directors.

#### *2.2.1 Annual General Membership Meeting*

- Election of the Board of Directors shall be held at the Annual General Membership Meeting.

- The Annual General Membership Meeting shall occur no more than 90 days following the end of the fiscal year.

#### 2.2.2 Special Membership Meeting

A Special Membership Meeting may be called for by a majority of the Board or when demanded by a majority of the membership present at an official Board Meeting.

#### 2.2.3 Notification

Notification of the Annual General Membership Meeting and any Special Membership Meeting shall occur a minimum of two weeks in advance. This notification may occur via email, website posting, telephone call, or other form(s) of communication agreed upon by the Board of Directors.

#### 2.2.4 Procedures

“Robert’s Rules of Order – Newly Revised” shall govern all matters of procedure not covered in these By-Laws.

### **ARTICLE 3. OFFICERS AND BOARD ORGANIZATION**

#### **3.1 Board of Directors**

The Board of Directors shall consist of not less than 3 or more than 9 members, as may be determined from time to time by resolution of the Board based on the needs of SLC. The Board of Directors shall consist of the following offices: President, Vice-President, and Secretary/Treasurer. The responsibilities of the Secretary and Treasurer may be separated if the Board of Directors increases to 5 or more members.

#### **3.2 Eligibility**

Head coaches and Assistant coaches are not eligible to serve on the Board of Directors. Married couples may not serve on the Board of Directors at the same time. The spouse of any SLC coach may not serve on the Board.

#### **3.3 Length of Term**

Each Director shall hold office for a two year term with no term limits, or until such Director dies, resigns, is removed or becomes disqualified. The start and end dates of terms coincide with the start

and end dates of the annual general election at which elections are held. Once established, roughly half the board terms should be open for election each year.

3.3.1 In the event a Director dies, resigns, is removed or becomes disqualified during the two year term, a new Director shall be elected to serve the remainder of that term per Section 4.

3.3.2 The Board of Directors may, if deemed necessary, immediately appoint a new Director to serve until such time as an election can be executed per Section 4.

3.3.3 Directors shall be elected at the Annual General Membership Meeting for two year terms staggered in the following manner:

- Odd years: President and Secretary/Treasurer
- Even years: Vice-President
- The current SLC Board of Directors (that formed the club) in order to create unity and consistency will be allowed to serve for a period not to exceed five years from our inauguration year of 2014. We will continue the concept of the overlapping elections, first for the Vice President position at the end of the third year (2018) and the President and Secretary/Treasurer positions at the end of the fourth year (2019).

### **3.4 Roles and Responsibilities of Board Officers**

#### *3.4.1 President*

The President shall supervise all activities of SLC and teams affiliated with the Club in accordance with these By-Laws and SLC Policies or Procedures. Additional duties of the President include, but are not limited to, the following:

- Act as the general representative of SLC in all matters.
- Preside over Membership Meetings and Board of Director Meetings.
- Ensure that SLC is properly represented at all relevant state or local meetings.
- Sign checks drawn on the SLC bank account.

#### *3.4.2 Vice-President*

The Vice-President shall perform the duties of the office of the president in the absence or disability of the President. Additional duties of the Vice-President include, but are not limited to, the following:

- Sign checks drawn on the SLC bank account.

#### *3.4.3 Secretary*

The Secretary is to assist the Board and the Board President in conducting the business of the Board and SLC. Additional duties of the Secretary include, but are not limited to, the following:

- Oversee all SLC communications
- Maintain records of any business conducted via email.
- Act as the official custodian of all correspondence and records.
- Issue minutes of all General and Special Membership Meetings and all Board Meetings.
- Supervise the election process.
- Maintain and provide to members, upon request, official copies of club operational documents, including, but not limited to the By-Laws, Codes of Conduct, and SLC Policies and Procedures.

#### *3.4.4 Treasurer*

The Treasurer shall keep records of all funds and financial activities of SLC. The Treasurer shall make distributions as authorized by the Board of Directors and membership and in accordance with the adopted budget. The duties of the Treasurer include but are not limited to:

- Maintain all financial documents for a minimum of 5 years for auditing purposes.
- Sign checks drawn on the SLC bank account. All club checks require two signatures.
- Full accounting of all receipts and expenditures shall be presented in writing at the Annual General Membership Meeting and more frequently as required by the Board or as called for by a majority of the General Members. These documents shall also be presented annually to an audit committee.
- Prepare financial reports on a monthly basis and distribute monthly financial statements to the Board.
- Prepare and present the annual tax statement, 1099's and other appropriate reports to the Board for subsequent submission to relevant local, state or federal agencies.
- Arrange for the preparation of a proposed budget for each fiscal year.

### **3.5 Committees**

The Board may authorize subcommittees as deemed necessary to develop policies and/or recommendations to meet the changing needs of SLC. Each subcommittee may be, but are not required to be, headed by a Board member.

### **3.6 Suspension or Removal**

3.6.1 Any member of the Board of Directors, committee, employee, or other agent of SLC may be removed, either for or without cause, by the Board of Directors whenever in the judgment of such authority the best interests of the Club will be served. Following the fundamental concept

of due process, any individual may be removed with cause only after reasonable notice, an opportunity for a fair hearing, and the means to appeal a final determination.

3.6.2 A member of the Board of Directors may be removed by 2/3 vote of the total club General Membership present at a Special Membership Meeting.

### **3.7 Resignation**

A Director may resign by delivering his or her written resignation to the President or Secretary, to a meeting of the membership, or to a meeting of the Board of Directors. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

### **3.8 Regular Meetings**

The Board of Directors shall meet at minimum bi-monthly, or as deemed necessary by either the President of the Board or a majority of the Board. The date, time, and location of Regular Meetings shall be posted on the SLC website. The agenda for Regular Meetings will be available in advance electronically.

3.8.1 A majority of the Board Members must be present, either physically or via telephone or other conferencing capability, for business requiring voting action to take place. Each Board Member will carry only one vote.

3.8.2 The Board may enact by majority vote any policy, procedure, or practice to regulate the affairs of SLC not in violation of these By-Laws or other applicable regulations, guidance or laws that SLC is subject to.

3.8.3 Any policy or decision enacted by the Board may be overturned by a 2/3 majority of the total club General Membership present at either the Annual General Membership meeting or a Special Meeting of the Membership.

3.8.4 The Board of Directors may enter into Executive Session if deemed necessary and approved by a simple majority of Board members present.

3.8.5 "Robert's Rules of Order – Newly Revised" shall govern all matters of procedure not covered in these By-Laws.

### **3.9 Special Directors Meetings**

Special meetings of the Directors may be held at any time and at any place when called by the President or by two or more Directors.

### **3.10 Notice of Meetings**

#### *3.10.1 Regular Meetings*

No call or notice shall be required for regular meetings of Directors, provided that:

- (i) Reasonable notice of the first regular meeting following the determination by the Directors of the times and places for regular meetings is given to the General Membership
- (ii) Reasonable notice specifying the purposes of a regular meeting shall be given to each Director if either contacts or transactions of the Corporation with interested persons or amendments to these By-Laws are to be considered at the meeting
- (iii) Reasonable notice is given as otherwise required by law, the articles or organization or these By-laws

#### *3.10.2 Special Directors Meetings*

Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these By-Laws or unless there is to be considered at the meeting: (i) contacts or transactions of the Corporation with interested persons; (ii) amendments to these by-laws; (iii) an increase or decrease in the number of Directors; or (iv) removal or suspension of a Director.

#### *3.10.3 Reasonable and Sufficient Notice*

Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail or email at least four (4) days addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least forty-eight (48) hours before the meeting.

### **3.11 Quorum**

At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

### **3.12 Action by Writing**

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the

records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

## **ARTICLE 4. CODE OF CONDUCT**

### **4.1 Development and Approval**

The initial SLC Code of Conduct shall be developed and approved by the Board of Directors. The Board shall, at its discretion, research and gather information about similar Code(s) of Conduct adopted by other similar organizations and use such when developing the SLC Code of Conduct.

### **4.2 Maintenance, Review and Revision**

The SLC Code of Conduct shall be maintained by the Board of Directors and the current approved version posted on the SLC website. Maintenance shall include, but not be limited to, review at least annually. The Board of Directors may revise the Code of Conduct as deemed necessary.

4.2.1 During the review process the Board of Directors shall take into account lessons learned from previous years as well as comments and feedback from coaches, parents, players, and general members.

### **4.3 Adherence and Enforcement**

All Directors, coaches, parents, players, and members shall, without exception, adhere to the Code of Conduct. Any person who, in the judgment of the Board of Directors, violates the Code of Conduct shall be subject to enforcement and consequences as specified in the Code of Conduct.

4.3.1 All Directors, coaches, parents, and players are required to read and sign the Code of Conduct acknowledgement form prior to the first practice of each season. The signed document will be collected and maintained by the Board of Directors.

4.3.2 All Directors, coaches, parents, and players will be encouraged to keep a printed copy of the Code of Conduct for ongoing reference and use.

4.3.3 Failure of a Director, coach, parent, or player to sign the Code of Conduct acknowledgement form disqualifies the person from participation in any SLC -sponsored activities, including but not limited to practices, games, and other team events.

### **4.4 Appeal**



Any person who is determined to be in violation of the Code of Conduct may appeal the determination in accordance with the appeal process specified in the Code of Conduct.

#### **4.5 Authority**

The Board of Directors is the final authority for all matters related to the Code of Conduct.

### **ARTICLE 5. ELECTION OF DIRECTORS**

#### **5.1 Eligibility to Vote**

All General Members (as defined in Section 2.1) are eligible to vote in the election of Directors.

#### **5.1 Nominations**

Nominations are open to any member who has submitted a letter or email to the organization (Secretary) indicating the position they will agree to accept if they are elected. Nominations will be posted on the SLC website electronically a minimum of 7 days prior to the election.

#### **5.2 Elections**

5.2.1 Elections shall occur at a Regular Meeting or Special Meeting called by the Board of Directors.

5.2.2 Prior to each election, the Secretary shall appoint an Election chair and a minimum of two tellers (must be General Members in good standing) to pass out, collect, and count the ballots in the presence of the Secretary and the President. The Secretary shall announce the results prior to adjournment of the meeting at which the election occurs.

5.2.3 The nominee receiving the greatest number of votes shall be elected. A member must be present to vote. No absentee or proxy votes will be accepted.

5.2.3.1 If there are 3 or more nominees for a Director position, the election shall consist of two rounds of voting. The two nominees receiving the greatest number of votes during Round 1 shall move forward to Round 2. The nominee receiving the greatest number of votes during Round 2 shall be elected per Section 5.2.3 of these By-laws.

5.2.4 In the event an objection is raised, a recount of the ballots may be approved by the Board of Directors or the General Membership. In the event a recount is authorized, each person running for office shall be entitled to appoint one person to monitor the recount.

## **ARTICLE 6. EXECUTION OF PAPERS**

Except as the Directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the organization shall be signed by the president, by the treasurer, or by the Vice-President.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President or Vice-President and the other is a Treasurer or Assistant Treasurer, shall be binding on the organization in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions or votes of the Corporation.

## **ARTICLE 7. PERSONAL LIABILITY**

The Directors and Officers of the organization shall not be personally liable for any debt, liability or obligation of the organization. All persons, organization or other entities extending credit to, contracting with, or having any claim against the organization may look only to the funds and property of the organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the organization.

## **ARTICLE 8. INDEMNIFICATION**

To the extent that a director, officer, or agent of the organization has been successful on the merits or otherwise in defense of any action, suit or proceeding in which such person was a party as the result of servicing as a director, officer or agent of the organization (or in defense of any claim, issue or matter therein), such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith. In addition the corporation may provide indemnification in other circumstances to the extent permitted by the Nonprofit Corporation Law of Washington.

## **ARTICLE 9. GENDER**

The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

## **ARTICLE 10. AMENDMENTS TO BY-LAWS**

### **10.1 Adoption of By-laws**

The initial Board of Directors shall adopt these By-Laws by simple majority vote at the first Regular Meeting or Special Meeting following Washington State acceptance of the SLC Articles of Incorporation.

### **10.2 Amendment of By-laws**

10.2.1 After initial adoption, the By-Laws can only be amended by the Board of Directors.

10.2.1 The Board of Directors shall vote upon amendments to the By-Laws at a Regular Meeting or Special Meeting as provided for in Section 3.8 and 3.9.

10.2.2 Amendments to the By-Laws must be provided in writing to the General Membership at least 2 weeks prior to the Regular Meeting or Special Meeting at which they will be voted upon by the Board of Directors.

10.2.3 The Board of Directors shall take into consideration all comments received from the General Membership either in advance of or during the comment period at the Regular Meeting or Special Meeting at which amendments will be voted upon.