

DERRY YOUTH LACROSSE ASSOCIATION BYLAWS

ARTICLE I: NAME

The name of this organization is the Derry Youth Lacrosse Association (hereinafter "the DYLA"), located in Derry, NH. It shall be a non-profit corporation organized pursuant to NH RSA Chapter 292.

ARTICLE II: OFFICES

Section 1 The DYLA shall maintain a registered office and mailing address in the State of New Hampshire at the current home address of the DYLA President, or as required by law.

Section 2. The principal mailing address of the organization for the transaction of its business is:

Derry Youth Lacrosse Association
PO Box 25
Derry, NH 03038

Section 3: The Board of Directors may change the registered office and mailing address without notice and without formal amendment of these Bylaws.

ARTICLE III: PURPOSES AND STATEMENT OF GOALS

Section 1. The purpose of the DYLA is to provide the youth boys residing within the geographical boundaries of the greater Derry area and surrounding eligible communities an opportunity to learn and enjoy the sport of lacrosse, without regard to religion, race, color, creed, origin or ability, in an atmosphere of exemplary sportsmanship and integrity.

Section 2. Mission Statement: To provide the youth boys of greater Derry with the opportunity to experience one of the country's fastest growing sports - lacrosse - and to assist in their development through skill building and competition while serving as positive role models on and off the field of play. The DYLA will promote interest in the "Men's Game" of Lacrosse, good sportsmanship, including safe and fair play in Lacrosse, and education of coaches, players, officials and fans about Lacrosse.

Section 3. DYLA is organized exclusively for charitable, educational and organizational purposes as described under Section 501(c)(3) of the Internal Revenue Code. The DYLA shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding section of any future Federal tax code. The DYLA is not organized for profit, and no part of the net earnings of the DYLA shall inure to the benefit of any director or officer of the DYLA or any private individual (except that reasonable compensation may be paid for services rendered to or for the DYLA), and no director or officer of the DYLA or any private individual shall be entitled to share in the distribution of any of the DYLA's assets upon its dissolution. No substantial part of the activities of the DYLA shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 4. The DYLA's goal will be to instruct, coach, train and teach the fundamentals, skills, techniques and strategies of lacrosse in a fun and learning environment. To establish, organize, support, sponsor and conduct amateur lacrosse related activities and competitive events.

ARTICLE IV: FISCAL YEAR

The fiscal year of the DYLA shall begin on January 1st and end on December 31st of the year in which the season takes place (i.e. for the 2014 Season, the fiscal year is from 01/1/13 to 12/31/14).

ARTICLE V: MEMBERS

Section 1. Non-voting Members: Any parent or legal guardian of a participant, in good standing, is hereby considered a member of the DYLA. Current coaches and individuals actively involved as a volunteer in the DYLA shall also be granted membership status. All players, coaches, and parents deemed members of the DYLA are required to sign the Code of Conduct form. Players shall have on file a Medical Release form and required registration forms. Players and Coaches shall also be members of US Lacrosse. Any member who does not conduct themselves as outlined in the Code of Conduct form or violates any policy set by the Bylaws will be subject to dismissal from the DYLA upon a 2/3 vote by the Board of Directors.

Section 2. Voting Members: Members of the Board of Directors shall have voting rights during the term of their service.

Section 3. Membership Fees: A reasonable membership and or participation fee may be assessed on a per participant basis. The Board of Directors will review and set these fees annually.

Section 4. Financial Aid: The DYLA reserves the right, on a case-by- case basis, to allow a child to participate in DYLA sponsored activities that due to financial hardships, they may otherwise not be able to participate. Approval to participate must be by a 2/3 vote of the Board of Directors. All finances will remain strictly confidential and the Board will protect and insure the financial privacy of all participants.

Section 5. The DYLA shall be noncommercial, nonsectarian, and nonpartisan.

Section 6. The name of or the names of any members shall not be used to endorse or promote a commercial or political concern in connection with any partisan interests or any purposes not appropriately related to promotion of the purpose of the DYLA.

ARTICLE VI: THE BOARD OF DIRECTORS

Section 1. Number: The Board of Directors shall consist of not less than five (5) Directors and not more than fifteen (15).

Section 2. Tenure: The first Board of Directors of the DYLA shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors. The Board of Directors shall vote at the Annual Meeting to nominate and elect Officers and or Directors. Election to the Board will be by a majority vote of those members present. Each Director shall serve an annual term and may serve as many consecutive terms as elected. There are no restrictions on the number of terms served by an individual. Any vacancies on the Board of Directors, arising at any time and from any cause, may be filled at any meeting of the Board of Directors by a majority vote of the Directors then in office.

Section 3. Resignation, Suspension or Removal: A Director may resign by delivering his or her written resignation to the President, Treasurer or Secretary of the DYLA. Such resignation shall be effective upon receipt (unless specified to be effective at some other time). A Director may be suspended or removed with cause at a meeting of Board duly called for such purpose by a 2/3 majority vote of the disinterested members of the Board.

Section 4. Control and Power: The Board shall have the exclusive control and power to manage the activities, property and affairs of the DYLA and shall determine the manner in which the funds of the DYLA, both principal and income, shall be applied within the limitations of the DYLA Articles of Agreement, these Bylaws, the Code and Chapter 292 of the New Hampshire Revised Statutes Annotated.

Section 5. Meetings: The annual meeting of the board shall be held at such place and as determined by the board in the month of June on or before the 25th. Regular and special meetings of the Board, or any committee thereof, shall be called by the President or at the request of a majority of membership of the Board and shall be held at such time and place as may be set forth in the notice thereof, provided that at least five (5) days advance notice (in writing or otherwise) of every meeting shall be given to each Director or member of a committee. Such notices shall be sent to the addresses shown on the records of the DYLA. Any Directors may waive notice of a meeting by an instrument in writing filed with the records of the meeting or attendance at the meeting without protest. At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise expressly required by the DYLA's Articles of Agreement, these Bylaws or Chapter 292 of the New Hampshire Revised Statutes Annotated. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement, until a quorum shall be present or available.

Section 5a. Informal Action by Directors; Meetings by Conference Telephone: Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 5b. A non-voting meeting of the DYLA general membership will be held annually in the month of January for the purpose of presenting plans for the upcoming season, rules, policy additions and changes, state of finances, etc., and for other general business and Q&A between the general membership and board.

Section 6. Voting: Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

Section 7. Committees: The Board may designate one (1) or more standing committees, by a resolution(s) passed by a majority of the Board.

Section 8. Compensation: The Board of Directors shall not receive or be entitled to any compensation or salary for service as a Director of the DYLA.

ARTICLE VII: OFFICERS

Section 1. The Derry DYLA shall have as executive officers a President, a Secretary and a Treasurer, each of who shall be appointed by the Board.

Section 2. President: The Board shall elect the President. The President shall preside over meetings of the Board of Directors and shall be responsible for the agenda and general conduct of such meetings. The President will represent the DYLA at local, civic and community activities which require the DYLA's attendance including the direct liaison relationship with the Town of Derry's Parks and Recreation Department and at NHYLA State meetings.

Section 3. Treasurer: The Treasurer shall be elected by the Board and shall keep correct and complete records of account accurately showing at all times the financial condition of the DYLA. Subject to the direction of the Board, the Treasurer shall be the legal custodian of all funds of the DYLA and shall keep a detailed account of its income and expenditures. Prepare an annual budget for submission to the Board of Directors at the Annual Meeting. Submit a written Treasurer's report at every scheduled meeting of the Board of Directors.

Section 4. Secretary: The Secretary of the Corporation shall be elected by the Board and shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these Bylaws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, and in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board.

Section 5. Resignation, Suspension or Removal: An Officer may resign by

delivering his or her written resignation to the President, Treasurer or Secretary of the DYLA. Such resignation shall be effective upon receipt (unless specified to be effective at some other time). An Officer may be suspended or removed with cause at a meeting of the Board duly called for such purpose by a 2/3 majority vote of the disinterested members of the Board.

Section 6. Vacancies: In the event of resignation, retirement, disqualification, death, disability or removal from office, for any reason whatsoever, of any officer of the DYLA, the vacancy so created shall be filled by the Board.

Section 7. Additional officers may be appointed at the discretion of the Board. These offices may include Vice President, Equipment Manager, Web Master, etc.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the DYLA in all cases applicable and in which they are not in conflict with the Bylaws of the DYLA.

ARTICLE IX: LIMITATION OF LIABILITY

Unless otherwise expressly authorized by the Board, the directors and officers shall serve without compensation and, pursuant to Section 508: 16 of NH RSA, shall not be liable for bodily injury, personal injury and property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the corporation. The Directors and officers of the corporation shall not be liable to the Corporation or to its shareholders for monetary damages for breach of their fiduciary duties to the full extent permitted by N.H. RSA Chap. 292.

To the fullest extent now or hereafter provided by law, no director, officer, employee or agent of DYLA shall be personally liable for any debt, liability, or obligation of the DYLA, and all persons, corporations, or other entities extending credit to, contracting with, or having any claim against the DYLA may look only to the funds and property of the DYLA for the payment of any such contract or claim, or any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the DYLA.

ARTICLE X: INDEMNIFICATION

The DYLA shall indemnify each of its Directors and Officers, or former Directors and former Officers, or any person who may have served at the request of the DYLA as a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

ARTICLE XI: INSURANCE

Pursuant to Article V, Section 1, Each athlete/player shall be required to become a member of US Lacrosse. All Board of Directors, Officers and Coaches shall also be US Lacrosse Members.

ARTICLE XII: CONFLICTS OF INTEREST

Any possible conflict of interest on the part of any member of the Board, officer or employee of the DYLA, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

ARTICLE XIII: DISSOLUTION

Upon the dissolution of the DYLA, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the DYLA, shall distribute the assets to one or more tax-exempt organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, in accordance with the applicable provisions of New Hampshire and federal law.

ARTICLE XIV: AMENDMENTS AND REVISIONS

Section 1. The Bylaws may be amended providing the proposed amendment is submitted in writing to the Secretary of the Board of Directors. A committee may be appointed to submit a revised set of Bylaws as a substitute for existing Bylaws, or to submit an amendment to current Bylaws. However, in no event may any amendments be made which would affect the corporation's qualification as a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2. Bylaws shall be revised or amended at a Board of Directors meeting provided notice and a copy of the proposed Bylaw revisions or amendments are submitted to the Board at least ten (10) days prior to the meeting at which the revisions or amendments are to be voted upon. The proposed Bylaw revisions or amendments require a two-thirds (2/3) vote of the Directors present at the Board meeting.

ARTICLE XV: MISCELLANEOUS

Section 1. Disbursement of Funds: All checks shall be signed by a duly authorized officer. Any disbursement amount in excess of \$5,000 will require the signature of two officers. Any disbursement amount in excess of \$500 must have prior approval by a majority of the Officers.

Section 2. No loans shall be contracted on behalf of the DYLA and no evidence of indebtedness shall be issued in its name unless authorized by resolutions of the corporation. Such authority may be general or confined to specific instances.