

**BY-LAWS  
OF THE  
NASHOBA YOUTH LACROSSE LEAGUE, INCORPORATED  
P.O. Box 158  
Stow, MA 01775**

**Preamble:**

The Nashoba Youth Lacrosse League (NYLL) is a non-profit organization operating youth lacrosse programs for the benefit of the residents of Bolton, Lancaster, Stow and several surrounding communities. The purposes of the Corporation are:

- (i) To develop character, sportsmanship, and physical fitness while striving to teach participating children and young people the skills and the game of lacrosse.
- (ii) To promote, encourage and improve the standard of amateur lacrosse in Massachusetts.
- (iii) To foster the values of integrity, fair play, teamwork and the pursuit of excellence through hard work at every level of the organization.
- (iv) To promote fun and enjoyment for every participant.
- (v) To associate with other lacrosse associations embracing these values.
- (vi) To conduct a youth lacrosse program consistent with the by-laws, rules and regulations of USA Lacrosse.
- (vii) To perform or participate in other activities that will aid in achieving these objectives.

Furthermore, all boys of the Association:

- (i) Shall have the opportunity to participate in sports regardless of ability level.
- (ii) Shall have the right to participate at a level that is commensurate with each child's developmental level.
- (iii) Shall have the right to qualified adult leadership.
- (iv) Shall have the right to participate in safe, healthy environments.
- (v) Shall have the right to share in the leadership and decision making of their sport.
- (vi) Shall have the right to play as a child, not as an adult.
- (vii) Shall have the right to proper preparation for participation in the sport.
- (viii) Shall have the right to equal opportunity to strive for success.
- (ix) Shall have the right to be treated with dignity by all involved.

The Nashoba Youth Lacrosse League shall provide the maximum number of youths to participate in its programs. It will establish, operate and manage programs which are necessary and appropriate for recreational lacrosse and shall conduct an annual search for sponsors as well as promoting other fund-raising activities, as may be deemed necessary to remain solvent and affordable.

**ARTICLE I           Members and Meetings**

### **Section 1: Qualification of Membership**

Any parent or guardian of a participating child or children in the Nashoba Youth Lacrosse League, Inc., or serving as an appointed or rostered coach or team manager, and in good standing with the program, shall be considered a Member of the Corporation.

The annual membership shall commence October 1st of each year and continue through September 31st of the succeeding year. Nashoba Youth Lacrosse shall not permit in its conduct of affairs any restriction or limitation whatsoever based upon race, color, creed, gender and national origin or employment status.

### **Section 2: Annual Meeting**

The Annual Meeting of the members of the Corporation for the election of Officers and Directors of the Corporation and the transaction of such business as may properly come before the meeting shall be held on or about the second Tuesday in September of each year at a place in Bolton, Lancaster or Stow and at a time determined by the Board of Directors. The Treasurer shall present a written financial report to the membership at this meeting.

### **Section 3: Special Meetings**

Special Meetings of the members of the Corporation for any purpose may be called at any time by the President, two-thirds of the Board of Directors, or by fifty voting members of the Corporation.

### **Section 4: Notice of Meetings**

Notice of the date, place, and time of the Annual Meeting, and, in the case of a Special Meeting, the general nature of the business to be transacted, shall be given or caused to be given by the Secretary to each member household at least ten (10) days prior to such meeting. Such notice shall be given in writing unless the President or most of the Board of Directors shall otherwise direct.

### **Section 5: Privileges of Membership and Forfeiture of Membership**

Subject to the provisions of Section 6 of this Article, any parent or guardian of a registered player for whom program fees are due or paid, any sitting member of the Board of Directors and any registered coach or team manager in good standing, shall be eligible to vote at the Annual Meeting or any Special Meeting of the Corporation. The Vice President shall maintain a list of eligible voting members, coaches and Directors. The privileges to vote or hold appointed or elected office in the Association will be suspended for any member more than 60 days in arrears for program fees (or other indebtedness to the Corporation). Such suspension shall remain in effect until the debt is paid or waiver or reinstatement is made by the Executive Board.

### **Section 6: Quorum and Voting**

Five (5) percent of the total Corporation membership shall constitute a quorum. For purposes of determining a quorum and voting, each family shall constitute one (1) member. No member is entitled to more than one (1) vote. Except as provided otherwise by these by-laws, all elections and all issues voted upon at the Annual Meeting or Special Meetings shall be decided by a simple majority of votes cast.

## **ARTICLE II            Board of Directors**

### **Section 1: Directors**

Subject to the provisions of Section 5 of this Article, the number of Directors shall be nine (9) to be elected from the membership of the Corporation; in the event a full slate of Directors is not elected by the membership, or in the event vacancies are created by resignation or otherwise, the President may at his discretion nominate, and the Board of Directors may elect from such nominees, additional Directors to fill such vacancies until the next Annual Meeting or Special Meeting of the Corporation.

### **Section 2: Quorum**

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

### **Section 3: Board Meetings**

Meetings of the Board of Directors (the Board) may be called by the President and, on request of any three Directors, shall be called by the Secretary. Notice of the date, place and time of such meetings shall be given, or cause to be given, to each Director, by the Secretary or the President. Such notice need not be in writing unless the President, or three Directors calling the meeting, shall otherwise direct. The President, if present, shall preside. In other respects, generally consistent with Section I of Article V, the Board may adopt whatever rules of order it deems advisable. At least two (2) Board Meetings per year (including the Annual Meeting) shall be open to the general membership. Notice of these meetings shall be sent to the membership at least one (1) week prior to the meeting.

### **Section 4: Term of Office**

The term of office of the Board of Directors shall be one (1) year and shall expire at the Annual Meeting of members of the Corporation in September of each year.

### **Section 5: Elections**

The Board of Directors shall be elected by majority vote of the membership at the Annual Meeting. Nominations may be made from the floor by members in good standing of the Corporation. Not less than twenty (20) percent of the membership and voting power of the Board of Directors may consist of individuals whose children are actively participating in programs sponsored by the Corporation. The President shall certify at the Annual Meeting compliance with the foregoing requirements or take such actions, including, but not limited to, additional nominations and/or balloting as may be necessary to establish a Board, the membership of which complies with the requirements of these by-laws.

### **Section 6: Powers of the Board of Directors**

During the intervals between the meetings of the members of the Corporation the Board of Directors shall have, and may exercise, all of the powers of the Corporation in the management of the business and affairs of the Corporation in such manner as the Board

may deem as being in the best interests of the Corporation and the youth lacrosse community, provided however, that the authority to bind the Corporation to legally enforceable contracts shall be limited to the President and/or the Treasurer, or such other Board member designated by the President with the consent of at least two-thirds of the Board. Without limiting the generality of the foregoing, the Board shall have the power to fill vacancies in any office in the Corporation to the extent not inconsistent with the requirements of Section 5 of this Article.

### **Section 7: Responsibilities of the Board**

The Board of Directors shall, among other things, be responsible for the overall program and the policies and procedures of the Nashoba Youth Lacrosse League, Inc. The Board will set fees and establish billing and refund policies.

### **Section 8: Board Attendance**

Any member of the Board of Directors who has failed to attend at least one-half of the regularly scheduled Board meetings as of June 1st of the fiscal year or misses more than 3 consecutive Board meetings shall be subject to removal from the Board. Removal shall take place only after the Secretary has provided such Director with due notice, and the Board shall provide the Director with an opportunity for a hearing at a regularly scheduled or special Board meeting prior to disposition of the matter. A majority vote of the Board of Directors (excluding the offending Director) shall be required for removal of a Director under this section.

## **ARTICLE III Executive Board Officers**

### **Section 1: Officers**

The Officers of the Corporation serving as the Executive Board shall be a President, Vice President, Treasurer and Secretary. Each of such Officers shall also be elected at the Annual Meeting in November of each year from among the membership of the Corporation and be chosen from the slate of nine (9) Directors. Vacancies caused by resignation or otherwise shall be filled by the Board of Directors, provided that at all times at least twenty (20) percent of the membership and voting power of the Board of Directors consists of parents of children actively participating in programs sponsored by the Corporation.

### **Section 2: Duties of the President**

The President shall be the Chief Executive Officer of the Corporation. When present, he or she shall preside at all meetings of the membership and of the Board of Directors and shall be ex-officio a member of all standing committees and special committees of the Board. Subject to the Board of Directors and the membership of the Corporation, he or she shall have general charge and supervision over the business affairs and lacrosse operations of the Corporation. He or she shall have such other duties as may from time to time be assigned to him or her by the Board of Directors or the membership of the Corporation.

### **Section 3: Duties of the Vice President**

The Vice President shall act as an aide to the President, direct player registrations and recruiting and, with the President, administer the annual player evaluation and team placement processes, and shall perform the duties of the President in the absence of or inability of the President to carry out his or her responsibilities due to incapacity.

#### **Section 4: Duties of the Treasurer**

The Treasurer shall have the custody of all funds of the Corporation, shall keep an accurate record of all receipts and expenditures of the Corporation, shall pay out funds as authorized by the Board of Directors, and shall at least once each year, or more frequently as requested by the Board of Directors, prepare or cause to be prepared a true statement of the assets and liabilities of the Corporation and other such financial statements as may be necessary from time to time. Such statements shall be presented to the membership at the Annual Meeting and made available by the Treasurer to any member upon request. In addition, the Treasurer shall have responsibility for filing the appropriate Federal and State tax returns and related forms and schedules, as well as forms required by the Massachusetts Attorney General, by the applicable filing deadlines. In the absence, incapacity, or inability of the Treasurer, the President shall have individual authority to sign checks for such purposes as may be authorized by the Board of Directors of the Corporation. The Treasurer and the President also shall be charged with the responsibility of negotiating league fees, insurance and field contracts, and other such various and sundry contracts and purchases as may occur in the ordinary course of the business of the Corporation. The Treasurer shall be authorized to approve and pay invoices up to and including one thousand dollars (\$1000) by a single signature check. All checks in excess of \$1000 drawn upon the funds of the Association, other than normal operation costs such as field contracts, league fees, clinics, and other expenses that have prior Board approval, shall be signed by the Treasurer and the President.

#### **Section 5: Duties of the Secretary**

The Secretary shall be responsible for keeping a record of the proceedings of all duly authorized meetings of the membership of the Corporation and the Board of Directors. The Secretary also shall be responsible for issuing notices of Meetings and Special Meetings of both the membership and the Board of Directors and shall perform such other duties as may be delegated to him or her by the President. It shall be the responsibility of the Secretary to make available to the members of the Corporation, upon request, copies of these by-laws and a full and complete listing of all Officers and Directors of the Corporation.

### **ARTICLE IV            Player Registrations, Fees and Teams**

#### **Section 1: Player Enrollment**

Players from Bolton, Lancaster, Stow and surrounding communities who are in good standing with Nashoba Youth Lacrosse or other lacrosse programs are eligible. The ideal number of players rostered for Nashoba Youth Lacrosse teams is 20. The Board of Directors shall make every effort to create teams that do not exceed these ideal sizes. Notwithstanding this objective, it is understood that anomalies in registration and/or

fiscal considerations, and the Nashoba Youth Lacrosse goal of broadest possible participation, may make it necessary to deviate from the ideal. In any event, such deviations shall not occur unless the Board determines that it is in the best interests of the association. In every case, the Board shall as much as possible, evenly staff the teams in each age group in order to achieve equal playing time for all.

### **Section 2: Registration**

Every player participating on a Nashoba Youth Lacrosse team, including alternate players and players registered for second leagues must be properly registered with USA Lacrosse. All registrations for players on competitive teams must be received by January 10th of the current season. Players submitting registrations after that date will be placed on teams only at the discretion of the Board of Directors, and in conformance with the provisions of Section I of this Article. At the discretion of the Board of Directors late registration fees may be assessed for registrations received after this date, and there is expressly authorized the pass through of costs associated with filing applications for roster changes with leagues. Registration fees will be nonrefundable.

### **Section 3: Player Fees**

Any new player who under these by-laws is considered a late registrant may have his or her program fee adjusted, provided however, that no prorated or adjusted fee can be established at less than fifty (50) percent of the regular program fee for that season. Players who because of serious injury or other medical condition(s) are forced to suspend play with the program may have their program fees similarly prorated, adjusted or credited, but in no case for a fee less than fifty (50) percent of the regular program fee.

### **Section 4: Team Placements and Rosters**

The final responsibility for head coach assignments, assistant coach assignments, player placement and team selection shall rest with the Board of Directors. Head coaches shall be selected by the Board based upon Lacrosse skills and game knowledge, teaching ability, commitment to the program, and other criteria established by the Board. Head coaches must submit a completed coaching application and the required disclosure forms to the Board prior to approval. Duly registered and rostered assistant coaches are nominated by the head coach and are approved by the Board of Directors. It is understood that at the start of the season it may prove impossible to have processed every assistant coach through Board approval. In all cases, no interim assistant coach may take the field without the express permission of the Head Coach and without having first submitted to the Board of Directors a completed coaching application and the required disclosure forms.

### **Section 5: Sexual, Physical, and Verbal Abuse**

The Nashoba Youth Lacrosse League has an explicit policy of zero tolerance for the sexual, physical, or verbal abuse of any participant in its programs. Each of the Directors of the Corporation has an open door policy to any member of the association, and an obligation to bring forward to the full Board of Directors any allegation of abuse for the purpose of diligently investigating such allegations and taking what the Board considers

is an appropriate response, if warranted, to ensure the safety and well-being of all participants in the Nashoba Youth Lacrosse League.

#### **Section 6: Ejection of Parent, Guardian, or Relatives of NYLL Players**

If any parent, guardian, or relative of a Nashoba Youth Lacrosse player is ejected from a game or facility by a referee or any authorized official, then both the ejected party and the player shall be immediately suspended from any and all Association activities, including practices and games, for a minimum of thirty (30) days. The suspension may be extended for up to one year by a majority vote of Directors. Automatic 30-day suspensions may be appealed to the Nashoba Youth Lacrosse Board of Executive Directors within five days of the date of the incident. If such an appeal is filed, the suspension shall be deferred until after a final determination has been made by the full Board of Directors, to be carried out within ten days of the appeal.

### **ARTICLE V            Organization**

#### **Section 1: Rules of Order**

The rules contained in Robert's Rules of Order, as revised, shall govern the proceedings of the Corporation and its Board of Directors in all cases where not inconsistent with these by-laws.

#### **Section 2: Seal**

The Corporation shall have no seal.

#### **Section 3: Amendments**

These by-laws, or any section thereof, may be amended or repealed by a two-thirds vote of the members present and voting at any Annual Meeting of the Membership without special notice thereof, and at any Special Meeting of the membership, provided in such case written notice of the proposed amendment has been mailed to each member household at least five (5) days prior to such meeting. The by-laws may also be amended by the Board of Directors in the manner provided by Massachusetts General Laws, Chapter 156B, Section 17.

#### **Section 4: Name and Registered Address**

The name of the Corporation shall be the Nashoba Youth Lacrosse League, Inc. and shall be known as a Nashoba Lacrosse. The registered address of the Corporation shall be P.O. Box 158, Stow, Massachusetts 01775, or such other place selected from time to time by the Board of Directors as the affairs of the Corporation may require. The registered agent of the Corporation shall be the Treasurer, elected by the Membership from a slate of Directors.

#### **Section 5: Status**

The Corporation is organized under the laws of the Commonwealth of Massachusetts as a not for profit Corporation upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence. The Corporation is organized and shall be operated exclusively as an exempt organization under the

provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including any successor laws thereto.

### **Section 6: Funds and Other Property**

All funds and property of the Corporation shall be used and distributed exclusively for carrying out the purposes of the Corporation as set forth in the Preamble. In no event shall any of the funds or property be distributed to any of the members for their private inurement or used for any other purpose. The Corporation may borrow money, mortgage its property, or issue promissory notes or bonds for repayment with interest, at the recommendation of the Treasurer and President and with the approval of two-thirds of the Board of Directors. In the event of liquidation or dissolution of the Corporation, or in the event that it shall cease to carry out its purposes, all funds and property of the Corporation, after payment of necessary expenses, shall be distributed to non-profit organizations with purposes similar to those set forth in the Preamble, and which are exempt organizations as set forth in Section 5 of this Article, as selected by the Board of Directors, or shall be distributed to the federal government, or to a state or local government, for a public purpose, subject to the approval of a court of competent jurisdiction within the Commonwealth of Massachusetts.

### **Section 7: Indemnification and Liability**

No Officer or Board member shall be personally liable to Nashoba Youth Lacrosse or its members for monetary damages for breach of fiduciary duty, notwithstanding any provision of law imposing such liability, provided, however, that this provision shall not eliminate the liability of an Officer or Board member for any breach of said Officer's or Board member's duty of loyalty to Nashoba Youth Lacrosse, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, and for any transaction from which said Officer or Board member derived an improper personal benefit. The Officers, Directors, and members of Nashoba Youth Lacrosse shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any such claims against Nashoba Youth Lacrosse, may look only to the funds and property of this Corporation for the payment of such contract or claim, or for the payment of any debt, damages, judgment or decree, or any amount that may otherwise become due or payable to them from Nashoba Youth Lacrosse. In addition to any other rights to which any such person may be entitled by contract or law, Nashoba Youth Lacrosse shall indemnify and defend any person who was or is an Officer, Director, or volunteer, his or her heirs, executors, and legal representatives, against any cost, expense (including any attorney's fees and amounts paid in settlement), fine, penalty, judgment and liability reasonably incurred by or imposed upon such person in connection with any action, suit, or proceedings, civil or criminal, with which such a person shall be threatened by reason of such person's holding or having held such position, unless with respect to any matter such person shall have been adjudicated in any proceedings to be liable for gross negligence or willful misconduct in the performance of such person's duties as such.