

**PUYALLUP VIKINGS LACROSSE CLUB (PVLC)**

**BYLAWS**

**ADOPTED SEPTEMBER, 2018**

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**LACROSSE**

## **Article 1. Name, Location and Duration**

### **1.1 Name:**

The name of the corporation shall be Puyallup Vikings Lacrosse Club, herein referred to as "PVLC".

### **1.2 Location:**

The Principal office of the corporation shall be located at:  
P.O. Box 1462 Puyallup, WA 98371.

### **1.3 Duration:**

The duration of the corporation shall be perpetual.

## **Article 2. Purpose**

### **2.1 501 (c)(3) Compliance:**

PVLC is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of section 501 (c)(3) of the internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

### **2.2 Lacrosse:**

Specifically, the mission PVLC is to govern, educate, and promote the sport of lacrosse to student athletes throughout our diverse community. With an emphasis on player development our focus is to teach our student athletes the skills, values, and integrity to become "Champions". The demonstration of "Champion's Attitude" on the field, in their homes, at their schools and throughout their communities, will be the foundation of how we measure our accomplishments.

### **2.3 Allocation and use of Funds:**

To maximize the impact of our fundraising efforts we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Internal revenue code and are operated exclusively for educational and charitable purposes. All funds, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be devoted for said purposes.

## **Article 3. Membership**

### **3.1 Geographic Boundaries**

PVLC accepts registered players who meet one of the following requirements:

- A. The players physical address resides within the geographic boundary of Puyallup Senior High School.
- B. The Player currently attends a non-public school, private school, tribal school, home school and the like, that does not have their own lacrosse program.

- C. The Player has a district approved transfer/waiver that shows a clear path to attend Puyallup High School.
- D. The Player has an older sibling that has an approved waiver to that shows a clear path to attend Puyallup High School.

3.2 Voting Members

The family of a registered team player in PVLC has a voting membership and there will be one vote per registered participant. In addition, Coaches, Board Members, and Managers are also entitled to one vote if they do not currently have a player registered in the program.

3.3 Voting Privileges:

Voting Members have the privilege to vote on the following items only.

- A. Amendment to these Bylaws
- B. Election of Board of Directors

**Article 4. Board of Directors**

4.1 Definition and Authority:

The affairs of PVLC, as defined by these Bylaws, shall be managed by the Board of Directors, herein referred to as the “Board” shall have and may exercise all the powers of the Corporation.

4.2 Composition

The BOD shall be elected by the voting members of PVLC. Each member of legal age shall be entitled to nominate one member to the Board of Directors when a seat becomes vacant. There shall be no less than five Board members at any time. The Board shall consist of at a minimum a President, Vice President, Secretary, Treasurer, and Athletics Director. The Board may increase to the number of Board positions by forming a new seat deemed necessary to streamline or enhance the conduct of business and may vote on a member to temporary fill the new position. The Board may also decrease the number of Directors, but only to eliminate vacancies existing by reason of resignation, removal or disqualification and the Board is unable to elect a temporary replacement.

4.3 President

The President shall preside over all meetings of the Corporation except as determined otherwise by the Board. The President shall have such other powers and duties as may be determined by the Board.

4.4 Vice President:

The Vice President of the Corporation shall be the President elect of the Club. The Vice President shall preside at all meetings of the Board in the absence of the President. The Vice President shall have and may exercise such other duties and powers as may be designated by the Board. The Vice President shall have and may exercise all of the powers and duties of the President or in the event of the inability of the president to act, except as otherwise determined by the Board.

4.5 Secretary:

The Secretary shall record and maintain records of all proceedings of the Members and Board of Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its Secretary or if its resident agent shall be open at all reasonable times to the inspection of any Member or Board Member. The Secretary shall be in charge of its valuable papers and shall keep full and accurate records.

4.6 Treasurer:

The Treasurer shall be the Chief Financial Officer and the Chief Accounting officer of the Corporation. The Treasurer shall be in charge of its financial affairs, funds, and securities and shall keep full and accurate records. The Treasurer shall have such other duties and powers as designated by the Board. The books and financial affairs of the Corporation shall be open at all reasonable times to the inspection of any Member.

4.7 Athletics Director:

The Athletics Director shall be responsible to ensure all coaches and teams are in compliance with South Sound Lacrosse League, and WHSBLA requirements at all times. The Athletic Director shall make sure all coaches have the necessary equipment and proper training to conduct their duties in line with the PVLC Mission Statement and the Article of these Bylaws.

4.8 Tenure

Each Board member shall hold office until the next Annual Meeting of Members (AMM) that coincides with the end of his or her term and until his or her successor is appointed and qualified. Terms will last for 2 years from the annual meeting, or following the appointment unless otherwise agreed upon by the Board of Directors. To avoid concurrent Board turnover, terms of office shall alternate years with approximately half the terms ending on even years, and half the terms ending on odd years.

#### 4.9 Election of Officers and Directors

All Board positions except for President, Vice President, and Secretary shall be up for election following the 2021 Spring Season. Thereafter the election and removal of the Board shall be as follows.

- A. The President, Treasurer, Director of Operations, and Business Development Director shall be elected in odd numbered years for a period of two consecutive years.
- B. The Vice President, Secretary, Athletic Director, and Director of Communications, shall be elected in even numbered years for a period of two consecutive years.
- C. The secretary shall announce in writing which Board positions are up for election 60 days before the AMM.
- D. Nominations shall be made by anyone who meets the requirements for membership as stated in Article 3.2. Nominations for Board positions shall be made in writing to the PVLC secretary no later than 30 days prior to the AMM.
- E. The Secretary shall announce in writing or post on the club web site all candidate for election one week before the AMM.
- F. PVLC members serving as coaches may serve on the Board

#### 4.10 Suspension and Removal

Any Board Member who is deemed negligent in his/her duties to the board or shall be subject to suspension or removal with cause by a majority vote of the Directors currently in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard, not to exceed thirty (30) days. Directors are required to attend a minimum of (75%) of the total of all monthly meetings. Directors not meeting this minimum requirement are subject to expulsion from the Board.

#### 4.11 Vacancies

If for any reason the President does not complete his/her term of office, the Vice President will become President. In this case the new term of office will include the time left in the current President's term. The office of Vice President will remain vacant until the next AMM. Vacancy on the Board, except for President, shall be filled by the Board of Directors at any general business or special meeting of the Board. The officers elected will serve in a temporary capacity until the next AMM.

#### 4.12 Irregularities

A person may not hold more than one office at the same time; however, an officer may also serve as a coach within the organization with prior approval of the remaining Board members.

## Article 5. Meetings

### 5.1 Annual Member Meetings (AMM)

Beginning in 2021, Annual Member Meetings shall be held in the summer after the conclusion of the Spring club season. The meeting will be presided over by the President of the Board of Directors, to elect Board Members and approve any amendments to the Bylaws. The meeting shall take place at a date and location to be determined by the Board and shall be made know to the Membership at least thirty days in advance of the AMM.

Each Voting Member as defined by Article 3.2 is entitled to vote. Families with multiple players will have multiple votes. Voting by proxy is not allowed. Votes shall be cast by secret written ballot. The secretary shall collect and tabulate the votes to be confirmed and announced by the President. The Ballots shall be retained by the secretary for 10 days, and the ballots shall not identify the voter.

A quorum of the lesser of 15 votes or 10% of the eligible votes is required to conduct any business of membership. Election of Board of Directors requires a simple majority of the votes cast. Passage to the Amendments to these Bylaws requires a two-thirds majority of the votes cast.

### 5.2 Regular Board Meetings

Regular meetings of the Board shall be held on a monthly basis at time or location that has been pre-determined by the Board. Additional special meetings may be held when deemed necessary by the President or Vice President. Any voting member as defined in Article 3.2 may present agenda items or issues to Board the for consideration. Requests should be made in writing or by email to the PVLC Secretary seven days prior to the next meeting. Requests made within seven days of a regular meeting may be addressed at the meeting or tabled to the following meeting at the Presidents discretion.

Voting at General Board meetings will by simple majority of the Board of Directors present in the record of attendance. No business may take place unless a quorum of two-thirds of the Board is present. In the event of a tie the President shall cast the tie-breaking vote. The Board may enact by majority vote any policy, procedure, or practice not in violation of these Bylaws to regulate the affairs of the Corporation. The Board is authorized to create subcommittees to establish policy postions and/or recommendations on various topics for Board action and/or General Membership action.

### 5.3 Meeting Minutes

A copy of approved Board minutes will be distributed to the Board Members and filed with the PVLC Secretary. A summary of these minutes will be posted on the PVLC website in a timely manner following the approval of the minutes.



## **Article 6. Finance**

### **6.1 Fiscal Year**

For Accounting purposes, the fiscal year of the PVLC shall begin January 1st of each year and end on December 31<sup>st</sup> of the same year.

### **6.2 Budget**

The Treasurer, with the support of the Board, shall prepare a proposed budget for the next fiscal year. The proposed budget for the coming fiscal year shall be submitted to the Board of Directors by July 1<sup>st</sup> of each calendar year. The budget shall be limited for any given year to the expected income for that year plus the amount of funds carried over from the previous year. The budget may be adjusted, with approval from the Board at any regular Board meeting.

### **6.3 Audits**

The financial books and accounts of PVLC shall be audited by an external auditing committee at the end of each fiscal year. No member of the Board with signing privileges shall act as an auditor.

### **6.4 Statement to Members**

One week prior to the Annual Members Meeting, the Treasurer will prepare a statement of income and disbursements of funds that shall be available to all interested parties.

### **6.5 Check Writing Procedures**

Financial transactions up to \$200 requires only one signature. Board approval via e-mail, regular meeting, or budget process is required for financial transactions over \$200 if said transactions are not already included in the approved budget.

## **Article 7. Liability**

### **7.1 Corporation Liability**

PVLC specifically disclaims financial responsibility for, and shall not assume nor be held liable for, the debts or financial obligations, either expressed or implied, of any affiliated team or any of the coaches, managers, or any affiliated team officials. No member of officer of PVLC may incur any expense or debt in the name of the Corporation without approval or authorization from the Board of Directors.

### **7.2 Board of Director Liability**

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

## **Article 8. Indemnification**

The Corporation shall, to the extent legally permissible and only to the extent that the statute of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, is not affected, thereby, indemnify each of its Directors, officer, employees and other agents (including persons who serve at its request) against all liabilities and expenses, including amounts paid in satisfaction of judgements, in compromise or as fines and penalties, and counsel fees, reasonably incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened while in office or thereafter by reason of being or having been such a Director, officer, employee, or agent, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action was in the best interest of the Corporation; provided, however, that to any matter disposed of by a compromise payment by such Director, officer, employee, or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained and opinion in writing of independent legal counsel to the effect that such Director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; of (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expense includes counsel fees, reasonably incurred by any such Director, officer, employee, or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid by the Corporation if he/she shall be adjudicated to be not entitled to indemnification under applicable state law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the term "Director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" Director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

**LACROSSE**



## Article 9. Amendment to the Bylaws

### 9.1 Procedure

Proposed changes or amendments to these Bylaws can be presented at the public portion of any regular scheduled Board meeting. Proposed changes or amendments to the Bylaws must be submitted in writing to the PVLC Board Secretary at least 30 days before the AMM. The Board shall inform the voting members of any and all proposed changes or amendments to the Bylaws at least 15 days before the AMM, and they shall be publicly available during this time. Amendments to the Bylaws shall follow the procedures defined in Article 5.1.

### 9.2 Recording

All approved changes or amendments shall be included in the AMM minutes.

### 9.3 Effective Date

All approved changes or amendments shall be in effect from the date of adoption.

