

**BY-LAWS OF
NORTHERN PLAINS LACROSSE LEAGUE**

ARTICLE 1

NAME AND PRINCIPAL OFFICE

Section 1.1 Name of Corporation. The name of corporation is NORTHERN PLAINS LACROSSE LEAGUE pursuant to the Articles of Incorporation filed on March 9, 2020.

Section 1.2 Principal Office. The principal office of the corporation in the State of South Dakota shall be located at 6417 W. 56th Street, Sioux Falls, South Dakota 57106.

ARTICLE 2

PURPOSES

The general purposes of the corporation shall be as stated in Article III of the Articles of Incorporation filed March 9, 2020.

ARTICLE 3

BOARD OF DIRECTORS

Section 3.1 Election by Members and Powers. The business and affairs of the corporation shall be managed and controlled by its Board of Directors who shall be elected by the Members along with their officer capacity set forth in Section 4.1. The directors may exercise all such powers of the corporation and do all such lawful acts and things not prohibited by law, by the corporation's Articles of Incorporation, or by these By-Laws which may be necessary or proper for the transaction of the business of the corporation. The Board of Directors shall be responsible for the organization and operation of all corporate events and activities, and shall make all decisions for the corporation, except as are reserved to the Members in Article 5.

Section 3.2 Number and Qualifications. The initial number of directors of the corporation shall be eight (8), but such number may, from time to time, be amended by amendment of these By-Laws. The corporation intends to have one director to represent each of the lacrosse programs that participate in the youth lacrosse league organized and operated by the corporation ("League"). Nothing contained herein shall prohibit the corporation from otherwise establishing any other number or criteria for selection of directors through proper corporate action.

Section 3.3 Term and Vacancies. Directors shall serve a two (2) year term. Provided, however, the acting Board of Directors may shorten or lengthen certain terms by one year in order to establish and maintain staggering of terms. Vacancies in the Board of Directors shall be filled by the majority of the remaining directors, with any such appointed director holding office until his or her successor is elected at the next annual meeting of Members or at any special meeting

duly called for such purpose.

Section 3.4 Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 3.5 Annual Meeting. The annual meeting of the Board of Directors shall be held on the ____ week of the month of _____, or at such other date as determined by the Board of Directors, at a location designated by the Board of Directors for the purpose of transacting such business as may come before the meeting.

Section 3.6 Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time at such time and place as may be fixed by resolution adopted by a majority of the Board of Directors.

Section 3.7 Special Meetings. Special meetings of the Board of Directors may be called by the president, secretary/treasurer, or upon written request by any two (2) directors and shall be held at such time and place as may be designated in the notice of the meeting.

Section 3.8 Notice of Meetings. Notice of each annual, regular, and special meeting of the Board of Directors shall be given to each director. Notice of each annual or regular meeting shall be given by the secretary/treasurer in writing at least five (5) days prior thereto. Notice of each special meeting shall be given at least thirty-six (36) hours prior thereto by the president or secretary/treasurer by mail, telephone, or in person.

Section 3.9 Waiver of Notice. Notice of any meeting of the Board of Directors may be waived either before, at, or after such meeting in writing, signed by each director. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.10 Quorum. At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of such directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws, but if less than the required number or directors is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.11 Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, or By-Laws or any provision of law to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 3.12 President. At all meetings of the Board of Directors, the president, or in his or her absence a chairperson chosen by the directors, shall preside.

Section 3.13 Compensation. Directors shall not receive any stated salaries for their services, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE 4

OFFICERS AND LEAGUE COMMISSIONER

Section 4.1 Number. The corporation shall have three (3) officers including a president, a vice president, and a secretary/treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section 4.2 Term of Office. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until death or until such officer shall resign or shall have been removed in the manner hereinafter stated.

Section 4.3 Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, removal from office, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy and the officer so elected shall hold office and serve for the unexpired term until the election and qualification of such successor.

Section 4.4 President: The president shall preside at all meetings of the Board of Directors, shall appoint the members and chairpersons of all committees (except as otherwise specifically provided in these By-Laws or by resolution of the Board of Directors), and shall be an ex officio member of all committees. The president shall have all powers and perform all duties incident to the office of president and such other duties as may be prescribed the by the Board of Directors.

Section 4.5 Vice President. At the request of the president or in the event of the president's absence or disability, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall have such other powers as the Board of Directors may determine and shall in general do and perform all duties incident to the office of the vice president and such other duties as may be assigned by the president or by the Board of Directors.

Section 4.6 Secretary/Treasurer – Secretarial Duties: The secretary/treasurer shall have charge of such books, documents, and papers as the Board of Directors may determine. The secretary/treasurer shall attend and keep the minutes of all meetings of the Board of Directors and shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law. The secretary/treasurer may sign with the president, or the vice president, in the name or on behalf of the corporation any contracts or agreements authorized by the Board of

Directors. The secretary/treasurer shall in general perform all duties incident to the office of secretary/treasurer and shall do and perform such other duties as may be assigned by the president or by the Board of Directors. The secretary/treasurer may delegate such duties as he or she may desire with the approval of the Board of Directors.

Section 4.7 Secretary/Treasurer – Treasurer Duties. The secretary/treasurer shall have the custody of all funds and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the secretary/treasurer may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such banks, trust companies, or other depositories as the Board of Directors may designate. The secretary/treasurer shall sign all receipts and vouchers, and together with such other officer or officers, if any, as shall be designated the Board of Directors, the secretary/treasurer shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors, or by these By-Laws, to some other officer or agent of the corporation. The secretary/treasurer shall make such payment as may be necessary or proper to be made on behalf of the corporation. The secretary/treasurer shall enter regularly on the books of the corporation an accurate account of all monies and obligations received and paid or incurred by the secretary/treasurer for or on account of the corporation and shall exhibit such books at all reasonable times to any director on application at the office of the corporation. The secretary/treasurer shall in general perform all of the duties as may be assigned by the president or by the Board of Directors. The secretary/treasurer may delegate such duties as he or she may desire with the approval of the Board of Directors.

Section 4.8 Removal. Any officer may be removed from office by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.9 League Commissioner. The Board of Directors shall appoint a league commissioner. The commissioner may be a director, or may be member of a lacrosse association in the League, or may be an outside third party with the requisite experience to hold such position. The commissioner shall serve a one (1) year term on terms and conditions as determined by the Board of Directors. The commissioner is a paid position with compensation established at the Board's discretion. The commissioner shall in general perform all of the duties to organize the League, divisions, schedules, rules, all disciplinary rules, penalties and enforcement, equipment, staffing and as may be appropriate or as may be assigned by the president or by the Board of Directors. The commissioner may delegate such duties as he or she may desire with the approval of the Board of Directors.

ARTICLE 5

MEMBERS

Section 5.1 Class of Members. There shall be one class of Members of the corporation. A member shall be considered a youth lacrosse program that is accepted as a participant of the League in any division, and approved by the Board of Directors in its discretion. The Board of Directors may establish membership dues.

Section 5.2. Voting Rights. All Members shall have the following voting rights: (a) elect the Board of Directors; and (b) approve such other matters presented to the Members at the discretion of the Board of Directors.

Section 5.3 Annual Meeting. The annual meeting of the Members shall be held on the ____ week in the month of _____, immediately preceding the time set for the annual Board of Directors meeting, if possible or at such other date as determined by the Members, at the same location designated by the Board of Directors for the sole purpose of electing Directors. Nominations for the seats on the Board of Directors may be accepted from the current Board of Directors, or nominations may be accepted from the floor during such meeting. Any tie shall be handled by drawing lots, unless one of the candidates voluntarily withdraws from the running.

Section 5.4 Notice of Meetings. Notice of each annual or special meeting of the Members shall be given to each Member by the Board of Directors in writing at least five (5) days prior thereto.

Section 5.5 Waiver of Notice. Notice of any meeting of the Members may be waived either before, at, or after such meeting in writing, signed by each Member. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting.

Section 5.6 No Quorum Necessary. At any annual or special meeting of the Members, those present at the meeting shall be sufficient to vote on all matters to come before the meeting. Any Member may proxy his vote to another person for the purpose of voting for the Directors.

Section 5.7 Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, or By-Laws or any provision of law to be taken by the Members at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members.

Section 5.8 Removal of Directors. Any director may be removed, with or without cause, by the vote of the remaining Directors. Any Director whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of a Director, a successor shall then and there be appointed by the Board of Directors for the remainder of the term of such removed Director.

ARTICLE 6

INDEMNIFICATION

Section 6.1 Third Party Suits. The corporation may indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a pleas of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 6.2 Actions By or in the Right of the Corporation. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of another corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, that in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the court deems proper.

Section 6.3 Expenses and Attorney's Fees. To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 6.1 or 6.2 above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonable incurred by him or her in connection therewith.

Section 6.4 Authorization of Indemnification. Any indemnification under Sections 6.1 or 6.2 above, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in circumstances because he or she has met the applicable standard of conduct set forth in such sections. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit, or proceeding, or if such a quorum is not attainable, or even if attainable, a quorum of disinterested directors so directs, by independent legal counsel and a written opinion.

Section 6.5 Advance Payment. Any expense incurred by an officer or director in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of a final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized by the laws of the State of South Dakota. Such expenses incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 6.6 Non-exclusiveness. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in the indemnitee's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 7

LIMITATION ON ACTIVITIES; AND INTERESTED TRANSACTIONS

Section 7.1 Limitation on Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501 (c) of the Internal Revenue Code, or (2) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

Section 7.2 Interested Officers, Directors and Members. The corporation may contract or otherwise deal with any officer, director or member and any affiliated person thereto, including but not limited to the purchase or sale of goods, property or services and management of Company's real and personal property, or making secured or unsecured loans to the corporation. In any such transaction the agreement shall be in writing and approved by the Board of Directors, and

compensation paid or promised shall be reasonable and shall be paid only for goods and services actually furnished. The corporation specifically acknowledges its business relationship with Lacrosse Development Corporation which has existed since the formation of corporation, and hereby ratifies and approves of the continuance of like transactions with said corporation, subject to the compensation requirements set forth herein.

ARTICLE 8

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 8.1 Contracts. The Board of Directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 8.2 Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the secretary/treasurer and countersigned by the president or vice president.

Section 8.3 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.4 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE 9

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and any committees having any of the authority of the Board of Directors. All books and records of the corporation shall be kept at the registered or principal office of the corporation and may be inspected by any director or officer or the agent of attorney of the same for any proper purpose at any reasonable time.

ARTICLE 10

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on thirty-first day of December in each year.

ARTICLE 11

AMENDMENTS TO BY-LAWS

These By-Laws may be amended or repealed and new By-Laws may be adopted by the Board of Directors.

ARTICLE 12

DISSOLUTION

The corporation may be dissolved only with the written consent of a majority of the Directors. Written notice of a proposal to dissolve, setting forth the reason(s) therefore and the disposition to be made of the assets, shall be mailed to every Director and Member at least ninety (90) days in advance of any such action.

Dated: Apr 22, 2020

Caleb J. Arceneaux

Caleb Arceneaux, Director

Dated: Apr 22, 2020

Bobbi J Burdette

Bobbi Burdette, Director

Dated: Apr 17, 2020

John Roemen

John Roemen, Director

CERTIFICATE OF BY-LAWS

The undersigned, being the secretary/treasurer of Northern Plains Lacrosse League, a South Dakota nonprofit corporation, does hereby certify that the foregoing By-Laws of said corporation were adopted at a meeting of the Board of Directors held on February 2, 2020, as is set forth in the Minutes of said meeting.

Dated at Sioux Falls, South Dakota, April 10, 2020.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary of the corporation on the above date.

John Roemen

Secretary/Treasurer











By-Laws of Northern Plains Lacrosse League (2-2-20)


Final Audit Report


2020-04-22


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