

BYLAWS OF CENTRAL TEXAS YOUTH LACROSSE ASSOCIATION, INC.

These Bylaws (referred to as the “Bylaws”) govern the affairs of the CENTRAL TEXAS YOUTH LACROSSE ASSOCIATION, INC. referred to as the “Corporation”) organized under the Texas Non-Profit Corporation Act (referred to at the “Act”). The principal office of the Corporation in the State of Texas shall be located in Travis County, Texas. The Corporation may have such other offices, in either Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

ARTICLE 1 Purpose

Section 1.01. Purposes. The Corporation is organized and will be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions or provision of any subsequent United States revenue law. Further, the Corporation is formed for any lawful purpose not expressly prohibited until Title 1, Chapter 2, or Title 2, Chapter 22 of the TEXAS BUSINESS ORGANIZATIONS CODE.

ARTICLE 2 Management

Section 2.01. Management of Corporation. The Corporation shall have Members as allowed pursuant to the Texas Business Organizations Code. Except as provided in the articles of incorporation and these Bylaws, the affairs of the Corporation shall be managed by the Members of the Corporation.

ARTICLE 3 Directors and Officers

Section 3.01. Number, Qualifications, Classification, and Tenure of Directors. The maximum number of Directors shall not be limited. The Directors shall be comprised of the Officers of the Corporation. Each Director shall hold office for so long as such person is an Officer of the Corporation. Unless otherwise provided in the charter documents of the Corporation, directors need not be residents of Texas.

Section 3.02. Number, Qualifications, Classification, and Tenure of Officers. The maximum number of Officers shall not be limited. The Officers shall be comprised of at least a President, Secretary and Treasurer. Each Officer shall hold office for the term of two years, and until such Officer’s successor shall have been qualified or until such

Officer's earlier death, resignation or removal. Unless otherwise provided in the charter documents of the Corporation, Officers need not be residents of Texas.

Section 3.03. Filling of Officer Vacancies. Any vacancy occurring in the Officers of the Corporation resulting from the death, resignation, retirement, disqualification, or removal from office of any Officer shall be filled by the Members by a majority vote of the Members, such vote being governed by the Member voting requirements of Section 4.03 and Article 5 provided herein. Any director elected to fill a vacancy shall hold office until the end of the original term of office of his or her predecessor, or until his or her earlier death, resignation, retirement, disqualification, or removal from office.

Section 3.04. Removal Of Officers and Directors. Any Officer or Director may be removed, either for or without cause at any time by a two-thirds vote of the Members, such vote being governed by the Member voting requirements of Section 4.03 and Article 5 provided herein.

Section 3.05. Director's and Officer's Compensation. No Director or Officer shall receive compensation for his or her services as a Director or Officer. Nothing herein contained shall be construed or preclude any Officer or Director from receiving reimbursement for expenses incurred on behalf of the Corporation.

Section 3.06. Powers of the Board of Directors. Except as provided in the Certificate of Formation and these Bylaws, the affairs of the Corporation shall be managed by the Members of the Corporation and management shall not vest with the Board of Directors.

Section 3.07. Powers of the Officers. The powers of the Officers shall include:

- (a) President: Develop/approve agenda for all meetings and calls of the Corporation; Provide guidance and direction for growth of the Corporation; Delegate specific responsibilities to Members to ensure Corporation activities occur; Serve as first line contact to US Lacrosse Chapter
- (b) Secretary: Draft agendas and take minutes for meetings; Distribute communication materials to Members; Manage content and administration of league website and links to US Lacrosse chapter and other sites; Update record of league bylaws and file historical documents in cooperation with Director
- (c) Treasurer Manage accounts receivable and payable for the Corporation; Prepare, or assist in preparing, compliance documents regarding state and federal taxes, incorporation; Provide financial statements quarterly for the Members

From time to time the Members may additionally add optional Officer positions and powers. Such optional Officers and powers are not required to be added, but these Bylaws do contemplate and approve at least the following optional positions and powers:

- (d) Vice-President, League Administration: Oversee lacrosse league play operations and functions, including schedule, tournaments, and playoff situations; Oversee volunteer committees regarding lacrosse league structure and disciplinary action; Provide guidance and direction for league growth
- (e) Vice-President, Rules & Officials: Oversee effort of recruiting and training officials; Oversee effort to clarify, update and communicate rules and procedures on the field Liaison with Members regarding rules and officials; Provide guidance and direction for league growth.

In the absence of the election of a Vice-President, League Administration and Vice-President, Rules & Officials, the powers of such positions shall reside in the President.

All of the powers of the Officers described herein are subject to the management and oversight of the Members. The Members may via vote override any decisions made with regard to these powers.

Section 3.08. Notice. Notice of any vote regarding the addition or removal of Directors or Officers must be provided to the Members at least two weeks prior to the vote and no more than 30 days prior to the vote.

ARTICLE 4

Members

Section 4.01. Number, Qualifications, Classification, and Tenure. The Corporation shall have one class of members. Each Member shall represent an Affiliated Lacrosse Program (referred to as “Affiliates”). In this manner, each Affiliate shall have one vote as a Member. The initial list of Affiliates is provided in Appendix A. To maintain status as a valid Member, each Member shall abide by these Bylaws and any other rules promulgated by the Corporation.

Section 4.02. Addition and Removal of Members. Members may be added to the Corporation by a majority vote of the then existing Members, such vote being governed by the Member voting requirements of Section 4.03 and Article 5 provided herein. Members may be removed from the Corporation, either for or without cause, by a majority vote of the Members, such vote being governed by the Member voting requirements of Section 4.03 and Article 5 provided herein. Members may voluntarily withdraw from the Corporation at any time.

Section 4.03. Voting. Any voting of the Members requires a participation of a quorum of at least 50% of the Members of the Corporation. Absent such a quorum, any vote shall not be effective. Generally, unless provided elsewhere herein, votes of Members shall require only 50% of the quorum to pass.

Section 4.04. Powers of the Members. The ultimate decision making and management of the Corporation shall reside with the Members. The Members may delegate the management of the Corporation to the Officers and/or contract with or hire individuals

for pay to perform all or a portion of the management of the Corporation. The Members may not, however, contract with or hire any Director or Officer to perform any portion of the management of the Corporation.

Section 4.05. Notice. Notice of any vote regarding the addition or removal of members must be provided to the existing Members at least two weeks prior to the vote and no more than 30 days prior to the vote.

ARTICLE 5

Special Procedures Concerning Meetings and Voting

Section 5.01. Request for Meeting or a Vote. A meeting or a vote of the Members may be set by a request of two or more officers or by a request of at least 25% of the Members. Any request for a meeting shall be communicated to the Secretary and the Officers shall set the time of such meeting, such time occurring within at least three weeks.

Section 5.02. Meeting In Person or by Telephone. The Board of Directors, Officers, Members or a committee of the Corporation may hold a meeting in person or by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

Section 5.03. Voting Without Meeting. Voting may occur without the occurrence of a meeting. Any decision required or permitted to be made at a meeting of the Board of Directors, Officers, or Members or committee of the Corporation may be made based on a written vote to such decision signed by a person entitled to vote on the matter or based on an email received from the person entitled to vote on the matter. Emails shall be sent to the Secretary of the Board of Directors. Any

Section 5.04. Voting by Proxy. Voting may be made by proxy. A person who is authorized to exercise voting at a meeting of the Board of Directors, Officers, or Members or committee of the Corporation may exercise the right to vote through a proxy as long as the proxy is delivered to the Officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting.

Section 5.05. Notice of Meetings or Votes. Unless otherwise provided herein, notice of meetings or votes shall be provided within ten days of the meeting or vote if the notice is provided by mail and five days of the meeting if the notice is provided via email. The

notice shall state the day, time and place of the meeting and the general subject matter of the meeting. With regard to any votes (whether with a meeting or without a meeting), the Notice should provide the general subject matter of the vote. With regard to any votes held without a meeting, the notice must provide specific details as to the subject of the vote and the voting choices.

Section 5.06. Notices. Any notice required or permitted by these Bylaws to be given to a Director, Officer or Member of the Corporation may be given by mail or email. A notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid or sent via the last known email address as it appears on the record of the Corporation. A person may change his or her addresses by giving written notice to the secretary of the Corporation. It is the obligation of a Member to provide a current email address to the Secretary.

Section 5.07. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or these Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Section 5.08. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.09. Number of Meetings. There shall be at least four meetings annually of the Members.

ARTICLE 6

Books and Records

Section 6.01. Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation shall operating on a business year commencing on July 1 of each year. The Corporation's books and records shall include:

- (a) a file endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;
- (b) a copy of these Bylaws, and any amended versions or amendments to these Bylaws;
- (c) minutes of the proceedings of meetings of the Members;
- (d) a list of the names of the Officers and Directors and a list of the Members;
- (e) all rulings, letters, and other documents relating to the Corporation's federal,

state, and local tax status;

(f) an annual business year accounting prepared on the cash basis, of all receipts, totaled by source, and of expenses, totaled by class, as well as a list of assets, and liabilities; and

(g) the Corporation's federal, state, and local information or tax returns, if any, for each of the Corporation's three most recent tax years.

Section 6.02. Inspection and Copying. Any Director, Officer or Member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by these Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than fourteen working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by persons entitled to copy such books and records. The fees may cover the cost of materials and labor, but may not exceed fifty cents per page. The Corporation shall provide requested copies of books or records no later than fourteen working days after the Corporation's receipt of a proper written request.

ARTICLE 7

Major Member Decisions

Section 7.01. The affirmation of at least two-thirds (2/3) of all Members shall be required to adopt or approve any of the following actions after such actions have been described in the notice of a meeting upon which such actions are to be taken:

- a. Liquidation or dissolution of the Corporation
- b. Merger, consolidation or transfer of all or substantially all of the assets of the Corporation
- c. Repeal, modification, amendment in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation, or adoption of new Articles of Incorporation or Bylaws for the Corporation.

Notice of any vote regarding these Major Member Decisions must be provided to the existing Members at least two weeks prior to the vote and no more than 30 days prior to the vote.

ARTICLE 8

Insurance, Liability and Indemnity

Section 8.01. Insurance. The Corporation shall maintain director's and officer's insurance for the benefit of the Directors and Officers.

Section 8.02. Liability and Indemnity. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, employee or contractor of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Members who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, employee or contractor under this Article shall apply to such officer, director, employee, or contractor with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 9

Miscellaneous Provisions

Section 9.01. Legal Authorities Governing Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in these Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 9.02. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and these Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in these Bylaws.

These Bylaws of the Central Texas Youth Lacrosse Association are hereby adopted and approved by the Board of Directors this _____ day of _____, 20__ and shall repeal in whole all previous Bylaws of the Corporation.

Board Member, Officer Position: President - Rich Egan

Board Member, Officer Position: Secretary - Cynthia Massery

Board Member, Officer Position: Treasury - Jason Issaac

Appendix A

Alamo Heights
Bush MS Sting
CAYLA
Cedar Park
Dripping Springs
Gateway
Georgetown
Knights Lacrosse
Lake Travis
New Horizons
Reagan
Regents
Round Rock
Smithson Valley
St Andrews
St Gabriels
St Stephens
Bulldog Lacrosse (was SWALA)
Town & Country
Trojan Youth Lacrosse
Vandegrift Vipers
Vista Ridge
WAYL
Westlake