

# Red River Valley Lacrosse Association

## Bylaws

Adopted August 6th, 2013

## TABLE OF CONTENTS

	<u>page</u>
ARTICLE I – NAME AND LOCATION	2
ARTICLE II – DEFINITIONS	2
ARTICLE III – PURPOSE	2
ARTICLE IV – MEMBERSHIP	2
ARTICLE V – MEETINGS OF MEMBERS	3
ARTICLE VI – BOARD OF DIRECTORS	4
ARTICLE VII – NOMINATION AND ELECTION OF DIRECTORS	5
ARTICLE VIII – MEETINGS OF DIRECTORS	6
ARTICLE IX – DIRECTOR/COMMITTEE CHAIR POSITIONS	6
ARTICLE X – OFFICERS	7
ARTICLE XI – DUTIES OF OFFICERS	8
ARTICLE XII– FINANCIAL ACCOUNTING	9
ARTICLE XIII – COMMITTEES	9
ARTICLE XIV– USE OF FUNDS AND DISSOLUTION	9
ARTICLE XV – FISCAL YEAR	10
ARTICLE XVI – INDEMNIFICATION	10
ARTICLE XVII – AMENDMENTS	10
ARTICLE XVIII – TAX EXEMPTION PROVISIONS	10

# Red River Valley Lacrosse Association Bylaws

## ARTICLE I - NAME AND LOCATION

The name of the organization shall be the Red River Valley Lacrosse Association (RRVLA), also referred to in these bylaws as the Association or the Program.

The Association's registered office in the State of North Dakota is:

Red River Valley Lacrosse Association  
Address: PO Box 6554  
Fargo, ND 58109

## ARTICLE II - DEFINITIONS

As used in these Bylaws:

- The terms "he," "his" or any term similar in gender shall also mean she, her, etc.
- The term "mail" shall include electronic mail (e-mail).
- The term "meeting" shall include teleconference and/or videoconference.
- The term "fiscal year" is from January 1 through December 31.
- The term "operational year" is from October 1 through September 30.

## ARTICLE III - PURPOSE

The purpose of this Association shall be to promote the development and growth of the sport of lacrosse through the formation of lacrosse programs for youth ages 18 and younger in the Red River Valley area of Eastern North Dakota and Western Minnesota. To this end, the Association shall promote and develop, through boys and girls participating in the sport of lacrosse, the knowledge of the rules and skills of lacrosse, and the qualities of sportsmanship, teamwork and respect for coaches, officials and players; and, in general, to perform such acts and services for the sport of lacrosse and the Program as may be more satisfactorily performed by group action rather than individual action.

## ARTICLE IV - MEMBERSHIP

### Section 1 - Membership Eligibility

- To be a member of the Association you must be:
  - A parent or legal guardian of a child age 18 or younger who is registered to play in the RRVLA,
  - A board member, or
  - A registered coach or volunteer over the age of 18

### Section 2 - Membership Duration

Once registered with the RRVLA, members of the Association shall continue to be a member as long as he is in good standing with the Association, until the first practice of the following season.

### Section 3 - Dues

The Board shall determine the annual dues, participation fees, and all other fees or assessments.

### Section 4 - Termination of Membership

Any member of the Red River Valley Lacrosse Association shall be terminated upon his voluntary withdrawal from the Program or due to his detrimental conduct concerning the Program. Such termination shall be at the discretion of the team's head coach or the Board of Directors. Termination shall occur if the member has violated the Program's

# Red River Valley Lacrosse Association Bylaws

Guidelines and Expectations, Code of Conduct and Behavioral Offensive Consequences in a fashion that is so inappropriate as to require termination from the Program.

## Section 5 - Due Process Review for Membership Termination and Grievances

Any member who is terminated from the Association or has a grievance may request a review. Such request shall be made in writing within ten (10) days of notice of termination. The Board shall hold a due process hearing within ten (10) days of receipt of grievance. A majority vote will be taken to determine the validity of the termination.

## ARTICLE V - MEETINGS OF MEMBERS

### Section 1 - Special Meetings of Members

Special meetings of the Association may be called at any time by:  
The President, The majority of the Board, or  
Ten percent (10%) of the members, or 25 members of the Association, whichever is less.

### Section 2 - Notice of Meetings

Notice of any special meeting shall be emailed to the last recorded address of each member at least ten (10) days in advance, with a statement of time, place, and information as to the subjects to be considered. Notice of special meetings shall also be placed on the association's calendar of events.

### Section 3 - Quorum

A quorum for a meeting of members shall consist of no less than twenty five percent (25%) of the members of the Association.

### Section 4 - Voting

Members over the age of 18 will be entitled to cast one (1) vote per household at any Special Meeting of Members. (Members are described under membership.)

### Section 5 - Proxies

Voting may be done by proxy. All proxies must be filed with an attending officer or board member prior to the call to order of the meeting and must:  
Be in writing, signed and dated by the member,  
Designate the scope of the proxy, and  
Designate the individual member authorized to vote on behalf of the member issuing the proxy.

### Section 6 - Procedures

The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

### Section 7 - Presiding Officer

The President, or in his absence, any Member of the Board of Directors designated by majority vote of the Board prior to the meeting, shall preside at all meetings of the members.

## ARTICLE VI - BOARD OF DIRECTORS

### Section 1 - Definition

# Red River Valley Lacrosse Association Bylaws

The board of directors is an elected group of members who oversee the affairs of the Association.

## Section 2 - Number

There shall be a minimum of six members of the Board of Directors, who must be members in good standing of the Association at all times during their term of office.

## Section 3 - Term of Office

In accordance with the terms of Article VII - Nomination and Election of Directors, the Association's members shall annually elect half of the established Directors for a term of two (2) years.

Directors may be elected for two (2) successive terms, resulting in a maximum of six (6) consecutive years of service to the Board.

## Section 4 - Powers and Duties

The Board of Directors shall have supervision, control, and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable; and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Directors are expected to attend all regular meetings of the Board. In the event that they cannot attend a meeting, they shall be obligated to email a proxy to the President or Secretary of the Association, designating another Board Member to vote on their behalf, or specifically withholding their vote on matters raised in their absence.

## Section 5 - Removal or Resignation

Any Director may be removed from the Board for non-performance of duties, misconduct, or wrong-doing, by a two thirds vote of the remaining Directors.

A Director may resign at any time by giving written notice to the President.

## Section 6 - Vacancies

In the event of death resignation or removal of a Director, his successor shall be elected from the then current roster of active members, by a majority vote of a quorum of the Board.

A new Director shall serve for the unexpired term of the Director they are replacing.

## Section 7 - Compensation

Directors as such shall not receive any stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated Officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving compensation for such services

## Section 8 - Conflicts of Interest

If a matter comes before the Board that directly or indirectly affects any sitting member of the Board, that member has an absolute duty to: 1) disclose the potential conflict; and 2) refrain from voting on any such matter. If a conflict

## Red River Valley Lacrosse Association Bylaws

of interest is so noted, the conflicted Board Member shall excuse himself from any portion of any meeting where action related to the matter covered by the conflict is being considered by the remaining members of the Board.

### ARTICLE VII - NOMINATION AND ELECTION OF DIRECTORS

#### Section 1 - Nomination

Nomination for election to the Board of Directors shall be made by a "Nominating Committee" appointed by the President with the advice and consent of a majority of the Board of Directors.

The Nominating Committee shall consist of a Chairperson (who must be a member of the Board of Directors) and two (2) or more members of the Association. The Nominating Committee shall serve at the pleasure of the Board of Directors from the time of their appointment until the end of the elections.

Notice of the appointment of the Nominating Committee shall be made 1) on the RRVLA website and 2) by email to all Association Members.

#### Section 2 - Procedure

The Nominating Committee shall nominate a minimum of five (5) or two (2) more than open positions, whichever is greater, individuals who are Members in good standing of the Association to stand for election by secret ballot of the Members. The Nominating Committee shall be responsible for the creation of the Official Ballot for each Annual Election to the Board of Directors. Nominees must accept their nomination in writing prior the distribution of the ballots for an election.

#### Section 3 - Election

Member voting shall be conducted via an internet service. The service shall be selected by the Nominating Committee. The committee will insure that only one vote per household shall be counted

The official Ballot shall provide means for write-in candidates.

Voting on the selected service shall remain open a minimum of fourteen (14) days and maximum of twenty eight (28) days, as set by the Board of Directors.

#### Section 4 - Voting

Members over the age of 18 shall be entitled to cast one (1) vote per household for elections of Board Members.

The individuals receiving the largest number of votes shall be certified as elected by the Nominating Committee to the Board of Directors.

In case of a tie vote among the top candidates, the Board of Directors shall conduct a separate vote for such candidates by secret ballot to break the tie.

### ARTICLE VIII - MEETINGS OF DIRECTORS

#### Section 1 - Regular Meetings

The Board of Directors shall meet monthly at a time and location determined by the President. Meetings can be cancelled if deemed unnecessary by a majority of the board. Notice of all meetings of the Board of Directors shall be

## Red River Valley Lacrosse Association Bylaws

posted on the Association's web site as well as sent by email to each member of the Board at least seven (7) days in advance of such meetings.

### Section 2 - Special Board of Directors Meetings

The Board of Directors may meet at such other times and places as they may determine appropriate.

Special Meetings of the Board of Directors shall only be held upon seven (7) days written or email notice to the Board of Directors by the President or other designated Officer of the Association.

### Section 3 - Quorum

A majority of the Board shall constitute a quorum at any meeting of the Board.

### Section 4 - Rules of Order

Robert's Rules of Order shall govern meetings of the Board of Directors. The decision/interpretation of the Chairperson of the meeting regarding such rules is final unless challenged by a majority of the Members of the Board in attendance at that meeting.

### Section 5 - Action Taken Without a Meeting

Under circumstances requiring immediate action, and outside of a regularly scheduled board meeting, the Board of Directors may take action in the absence of a meeting. This notice of proposed action must be sent to all board members. That action may occur by obtaining the written approval (facsimile and e-mail acceptable) of a majority of the then sitting members of the Board. All board members shall be notified immediately of the action taken. Any action taken should be added to the minutes the following month.

## ARTICLE IX - DIRECTOR/COMMITTEE CHAIR POSITIONS

### Registrar and Programs

The Registrar organizes and oversees the registration of the players, coaches, referees, and Program members with the Red River Valley Lacrosse Association, US Lacrosse, YLM and MSSSLAX. The Registrar also maintains the Association's website, schedules manual registration dates and organizes a yearly registration calendar. He plays an important role in improving the quality of the club's overall business and field operations and sits on the Programs Committee, which meets monthly.

### Player Development Programs

This director is responsible for managing all player development programs. These duties include budgeting and organizing clinics and developmental skills programs for players throughout the year. As head of this program he will meet monthly with his committee which will be made up of all RRVLA Commissioners and parent volunteers of his choice. When possible this director should be an experienced lacrosse coach.

### Girls Commissioner

This director is the liaison between the Association and the girl's youth and middle school coaches and is responsible for the development of budgets and scheduling for the spring youth and middle school teams. This person handles initial complaints for this program. The Girls Youth Commissioner sits on the Programs Committee, which meets monthly.

### Boys Commissioner

## Red River Valley Lacrosse Association Bylaws

This director is a liaison between the Association and the boys youth coaches and is responsible for the development of budgets and scheduling for the youth summer teams. This person handles initial complaints for this program. The Boys Youth commissioner sits on the Programs Committee, which meets monthly.

### Fields and Equipment Uniforms

This director has responsibility for determining field and equipment needs for all program clinics and seasonal teams. The Fields and Equipment Director shall be the primary liaison between the Association and the city, school district and private facilities for the request and booking of indoor and outdoor fields as well as scheduling fields and communicating schedules to Registrar for inclusion on the Association's web site. This person shall also provide a complete inventory of all program equipment and uniforms and be responsible for the purchase, storage, disbursement and collection of these items.

### Coaches and Referees

This director provides oversight for coach and referee recruitment and training. He will coordinate clinics to assist in the general educational process of coaches and officials. This individual will also schedule all referees for the spring and summer seasons and communicate assignments to Registrar for inclusion on the Association's web site.

### Fundraising

This director has fundraising responsibility for RRVLA's scholarship program and incremental funding for the Association's general fund to offset field, uniform and equipment costs.

## ARTICLE X - OFFICERS

### Section 1 - Officers

The Officers of this Association shall be President, Vice President, Secretary and Treasurer and any other such Officers as the Board of Directors may designate by majority vote. All Officers except Treasurer must be members of the Board of Directors. If the Treasurer is not a member of the Board of Directors, he will carry no voting rights.

### Section 2 - Election of Officers

All Officers shall be elected annually at the first Board of Directors Meeting following the Annual Election of Board Members.

### Section 3 - Term

The Officers of the Association will hold office for one (1) year or until their successors are chosen, unless they 1) resign, 2) are removed by a two thirds vote of the Board of Directors, or 3) are otherwise disqualified to serve.

### Section 4 - Special Appointments

The Board of Directors may elect such other officers, and set the requirements of their office, as the affairs of the Association require.

### Section 5 - Resignation and/or Removal of Officers

Any Officer may be removed from the Board for non-performance of duties including misconduct and wrongdoing. The removal of an officer requires a two thirds vote of the remaining Board of Directors.

Any Officer may resign at any time giving written notice to the Board of Directors, the President or the Secretary of the Association. Positions vacated by resignation or removal shall be filled (in accordance with Article VI, Section 5.

# Red River Valley Lacrosse Association Bylaws

Such resignation shall take effect on the date of the receipt of such notice by any member of the Board of Directors or at any later time specified therein.

## Section 6 - Multiple Offices

No person shall simultaneously hold more than one Office, except in the case of Special Offices created by the Board of Directors as specified in Section 1 above.

## Section 7 - Compensation

No Officer shall receive compensation from the Association for any service rendered to it. Officers may be reimbursed for actual expenses incurred in the performance of their duties.

## ARTICLE XI - DUTIES OF OFFICERS

### Section 1 - President

The President shall be the Chief Executive Officer of the Association. He shall preside at all meetings of the Members and at all meetings of the Board of Directors. The President shall have general authority to conduct the day-to-day management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are implemented. The president executes legal documents, is in charge of insurance and hires/terminates all employees. The President shall be an ex-officio member of all Committees and will have the general powers and duties of supervision and management usually vested in the office of a President of a corporation. The President will cast the deciding vote in the case of a tie. President is authorized to sign and submit Annual State Papers.

### Section 2 - Vice President

The Vice President shall advise and assist the President. He shall act for the President on the President's request, or during the President's absence from a meeting or temporary disability. He shall succeed to become President in the event of the President's death, resignation or termination. He will be the Associations primary liaison between the RRVLA and the MBSLA. In this capacity, the Vice President will attend all MBSLA meetings and offer reports to the RRVLA Board of Directors. This person will also create and administer a survey after completion of each RRVLA sponsored program to determine membership satisfaction level. He will perform such other duties as the Board of Directors may assign

### Section 3 - Secretary

The Secretary shall record the minutes of all meetings. He shall subsequently have the minutes reviewed, corrected, amended and approved by the Board of Directors at their next meeting following the meeting recorded by the Secretary. Minutes will be mailed or emailed to the Board of Directors within seven (7) days of each meeting. The Secretary shall also maintain the Association's current and historical records, and perform such other duties as the Board of Directors may prescribe

### Section 4 - Treasurer

The Treasurer shall keep an account of all monies received and expended for the use of the Program and oversee the Association's finances. He shall deposit all sums received in the bank and make disbursements authorized by the Board or such other Officers as the Board may prescribe. The Treasurer shall make a report at the Annual Meeting or when called upon by the President and shall provide a summary of the Association's overall financial condition at each Board Meeting. The Treasurer is also responsible for assuring compliance with tax and other regulatory requirements of non-profit organizations as described in the Tax and Non-Profit Responsibilities Policies. The Treasurer will work with an independent Certified Public Accountant engaged for purposes of preparing and filing annual Federal and Local Tax returns.

# Red River Valley Lacrosse Association Bylaws

## ARTICLE XII - FINANCIAL ACCOUNTING

### Section 1 - Document Inspection

The Association's books and records shall be available for inspection by any member, upon reasonable notice made during regular business days and hours.

### Section 2 - Checks/Drafts

The Treasurer or Assistant Seasonal Team Treasurer may sign all Association checks and notes as appointed by the Treasurer.

## ARTICLE XIII - COMMITTEES

The President, subject to the approval of the Board of Directors, shall appoint such standing or special committees or subcommittees as may be required by the Bylaws, or as he may find necessary.

## ARTICLE XIV - USE OF FUNDS AND DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to the members of the Association. The Association may be dissolved by a vote of three fourths of its individual active members eligible to vote at any duly organized meeting of the Association. On dissolution of the Association, any funds or assets remaining after report of expense and debts of the Association shall be distributed to one or more organizations exempt or eligible for exemption from taxation under the Internal Revenue Code, as amended to be selected by the Board of Directors.

## ARTICLE XV - FISCAL YEAR

The Association's fiscal year is January 1 thru December 31.

## ARTICLE XVI - INDEMNIFICATION

### Section 1 - Indemnification

The RRVLA shall annually purchase insurance to adequately indemnify Association Directors, Officers, Members, employees, or other Program agents against the reasonable expense of any civil, criminal, administrative or investigative action to which such persons may be made a party by reason of their appointment or work for the Program.

### Section 2 - Limitations

Such indemnification shall not be effective in a good-faith action by the Association against such person for misfeasance, malfeasance or nonfeasance, or for knowing, wanton or willful negligence in the performance of their duties for the Association. The Association shall bear no responsibility for indemnification if it can be shown that the individual(s) have not acted in good faith, or in the absence of wanton or willful negligence, regardless of their position in the Association. Under no circumstances shall the Association's indemnification exceed the policy limits of its insurance as directed by the Board of Directors. Such limit shall not be less than One Million Dollars (\$1,000,000), shall be reviewed annually in light of then current circumstances, and shall not be unreasonably set. Notwithstanding the above, it is the intention of the Association to provide indemnification for its Directors, Officers, Members, coaches, volunteers, employees and agents to the fullest extent possible under applicable law.

## ARTICLE XVII – AMENDMENTS

# Red River Valley Lacrosse Association Bylaws

These Bylaws may be amended, repealed or altered, in whole or in part, pursuant to prior resolutions by a majority vote of the Board of Directors.

## ARTICLE XVIII - TAX EXEMPTION PROVISIONS

### Section 1 - Limitation on Activities

Notwithstanding any other provisions of these Bylaws, this organization shall not conduct any activity not permitted by (a) a organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### Section 2 - Prohibition Against Private Use

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the organization.

### Section 3 - Distribution of Assets

Upon the dissolution of this organization, its assets (after payment of all debts and liabilities), shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

These bylaws have been accepted by Red River Valley Lacrosse Association by action of its Board of Directors effective August 6, 2013. Revised May 19, 2014.

President: \_\_\_\_\_

Secretary: \_\_\_\_\_