

Adopted September 3, 2003
Pleasanton Lacrosse Club
BYLAWS

ARTICLE 1- NAME

This organization shall be known as Pleasanton Lacrosse Club also referred to as the "Club." This Club shall exist solely as a California Public Benefit Corporation.

ARTICLE 2- MISSION

The Pleasanton Lacrosse Club is a community-based recreational forum dedicated to providing a positive learning environment to help educate all children and young adults in the development of their character and life skills through lacrosse.

ARTICLE 3- AFFILIATION

A.Section 1. This Club shall be an affiliated member of the Northern California Junior Lacrosse Association (NCJLA) and US Lacrosse.

B.Section 2. This Club shall adhere to conditions set forth by the City of Pleasanton, Department of Parks and Recreation with respect to the playing fields granted by the City.

ARTICLE 4-AUTHORITIES

The governing authority of the Club shall be vested with the Board of Directors and the Officers of the Club.

DIRECTORS

Section 1. The Club shall have 11 directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment to these Bylaws.

Section 2. It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 3. Each director shall hold office until the next annual meeting for election of the Board of Directors and until his or her successor is elected and qualifies. At the annual meeting, a list of all interested candidates will be presented to the existing Board of Directors on a written ballot. Each director shall cast one vote for each director positions, no cumulative voting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. In case of ties, the newly elected directors will vote again on the remaining candidates until all positions are filled.

Section 4. Directors shall serve without compensation, however, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 2 of this Article.

Section 5. In order to be eligible for an elected position said director shall not be a board member on any other youth lacrosse club, shall not coach a team affiliated with any other youth lacrosse club outside Pleasanton, or be employed by any other youth lacrosse club unless appointed by the NCJLA.

Section 6. . Any member of the Board of Directors may be removed from office for cause by a two-thirds (2/3) vote of the Board of Directors at any monthly, annual, or special meeting. Some examples of causes for removal are:

- A. Unexcused absence from three (3) or more consecutive regular Board of Directors meetings
- B. Failure to perform duties as defined in the Bylaws for which said member was either elected or appointed.
- A. C. Being found guilty of conduct deemed as detrimental to the operation of this Club.

In the event of resignation or removal of a Board member or vacancy of a Board position for any other reason, a successor shall be selected by majority vote of the Board of Directors and serve for the remaining term of the office for which appointed.

OFFICERS

Section 1. The officers of the Club shall be the President, Vice President, Secretary, Treasurer, and one Member-At-Large selected annually by the Officers at the first meeting following the Annual General Meeting (AGM).

Section 2. Any person may serve as officer of this Club. The officers shall serve 2-year terms. The positions of President and Treasurer are elected in one year while the Vice President and Secretary are elected in the alternate years. The election is held at the AGM, with each voting director having one (1) vote. For purposes of starting the Club, the term of the first Vice President and Secretary shall be one year.

Section 3. Duties of the officers:

President: Shall preside over all meetings and cast a vote only in the case of a tie. Shall act as official representative of the Club and shall execute all documents on behalf of the Club. The President shall appoint the standing committees and/or committee chair people. The President shall be an ex-officio member of all committees. The President shall also appoint representatives

to other committees, boards, and other functions, which affect the club. The President will review all Board of Director job descriptions yearly.

Vice President: In the absence of the President, the Vice-President shall preside at meetings of the Board of Directors. Also, the Vice President shall chair all special events.

Treasurer: Shall be responsible for developing an annual budget including a detailed plan for both income and expenses. The Board of Directors shall approve the budget. The Treasurer shall provide budget updates at Board meetings. The Treasurer shall have charge of all funds and handle them in accordance with Club regulations. Shall maintain an accurate and current record of all assets, liabilities, income and expenditures and provide such records to officers at the Board of Directors meetings. All monies shall be deposited in the recognized bank in the name of the Club. All accounts shall be paid by check and shall require joint signatures of any of the two (2) following officers: President, Vice President or Treasurer. Shall prepare all tax returns and other financial reports as required. Shall oversee financial aspects of any Director, coach, or team representative position as it relates to the Club, i.e. Fundraising Director and Team Treasurers.

Secretary: Shall record the minutes and proceedings of Board of Directors and Officers meetings as a permanent record. Shall give notice of meetings to Board members and prepare the annual report. Shall provide for the safekeeping of all Club legal documents such as corporate papers, contracts, deeds, insurance policies, etc. Shall insure the Club's newsletter and web site communicates all pertinent information to the membership.

Member-At-Large: Role of the Member-At-Large as directed by majority of officers.

Section 4. The officers shall meet whenever the President deems it necessary or if he or she is instructed to do so by two (2) or more officers. Minutes of the discussion of this meeting shall be distributed to the Board of Directors.

Section 5. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 6. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

ARTICLE 5- MEMBERSHIP

1. Section 1. The general membership of the Club shall be comprised of Board of Directors including officers.

Section 2. Honorary membership. Upon recommendation of the Board of Directors, honorary memberships may be given to individuals in the community who make a significant contribution to lacrosse. Honorary memberships shall be non-voting.

ARTICLE 6-REGULAR MEETINGS

Regular meetings of the Board of Directors will be held monthly. Minutes shall be kept and distributed. When urgent matters arise which require immediate action, the appropriate Board members shall canvass all Board members by telephone or email. After presentation and discussion of the matter(s), the appropriate Board member shall poll and record each member's vote. A majority of the Board shall constitute authority for the appropriate Board Member to proceed as directed. Such matters shall be an item of business at the next regularly scheduled board meeting. Anyone wishing to speak before the Board must notify the Board of Directors in sufficient time to add to the agenda. The agenda for regular meetings may be as follows:

1. Call to Order
2. Roll Call
3. Introduction of Guests
4. Open Forum
5. Acceptance of Minutes
6. Financial Report
7. Committee Updates
8. Unfinished Business
9. New Business
10. Adjournment

ARTICLE 7- ANNUAL GENERAL MEETING

The President shall call an Annual General Meeting (AGM) of the members to be held during the month of June. Notice of the date, time, place and purpose of the meeting shall be made to the membership at least fourteen (14) days before the meeting. The order of Business, at the Annual General Meeting, shall be as follows:

1. Call to Order
2. Roll Call
3. Introduction of Guests
4. Establish Quorum
5. Acceptance of Minutes of the previous AGM
6. Financial report
7. President's report
8. Unfinished Business
9. Amendments to the Bylaws
10. Nominations and elections for elected positions
11. New Business
12. Adjournment

ARTICLE 8 – QUORUM

At all meetings, a quorum shall consist of a majority of the members.

ARTICLE 9- AMENDMENTS TO THE BYLAWS

An amendment shall be deemed adopted by an affirmative vote of the majority of the members attending and voting at the Annual General Meeting. Any amendments to the Bylaws adopted at the Annual General Meeting shall become effective immediately following the Annual General Meeting unless otherwise stated in the change.

ARTICLE 10- NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 11- INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 12- INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 13 - FINANCIAL RESPONSIBILITY

The Club shall not assume, nor be liable for, the debts and/or the financial responsibilities, either implied or incurred, of any Player, Coach, Manager, Team Assistant, Club Official or Referee from any Member Team, Club or Organization without prior approval of the Club's Board of Directors.

ARTICLE 14- RULES OF ORDER

The rules contained in Robert's Rules of Order shall govern this Club in all cases in which they do not conflict with the Constitution and Bylaws of this Club, the NCJLA, or US Lacrosse.

ARTICLE 15- DISSOLUTION

2. Should this Club be dissolved, all assets remaining after payment of all debts shall be turned over to a non-profit fund, foundation or organization which operates exclusively for the purpose of the development of youth lacrosse.