

# Amendment of the By-Laws of Queensbury Lacrosse, Inc.

## **Article II – Section 2: Number of Directors**

Currently reads as:

“The number of Directors shall be three (3). The number of Directors may be increased or decreased by amendment of the By-Laws. No decrease in the number of Directors shall shorten the term of any incumbent Director.

Proposed Amendment:

Change “three” to between “eight (8) and twelve (12)”, and add “The Board of Directors shall serve as officers as outlined in Article III, and be assigned to additional duties and titles as established by the Board of Directors.”

Rationale:

To increase the number of individuals responsible for fulfilling the business of the organization and to share the decision-making powers among a more diversified group of people. The range (versus a concrete number) provides for flexibility in the event that some vacant positions cannot be filled. Duties and titles of members of the Board (aside from the officers identified in the current by-laws), shall to be decided upon by the Board of Directors and may be revised annually.

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## **Article II - Section 3: Election and Term of Directors**

Currently reads as:

“The initial Directors are named in the Certificate of Incorporation and shall hold office until the first annual meeting of the Board of Directors. Thereafter, Directors shall be elected by the Board at each annual meeting of the Board. Directors shall serve until their successors are elected and sworn in. Annual meeting shall be held in March of each year, unless the Board shall set a different date for such annual meeting. If at any time there shall be no Directors serving, then in such case the Directors would be elected by the Members at a meeting of the Members after at least two (2) weeks advance notice to each Member either by mail or e-mail.”

Proposed Amendments:

- 1) After the first sentence, add “Each Director shall serve a term of (2) years.”
- 2) After “Directors shall serve until their successors are elected and sworn in.” add “Directors shall not serve more than three (3) consecutive terms.”
- 3) Change “held in March of each year” to “held in November of each year.”

Rationale:

- 1) Directors need time to understand their role and be successful in their position, as well as identify and implement changes that can improve the program. Directors can elect to resign after one year, if they choose.
- 2) Limiting the amount of time that one person serves on a Board of Directors helps to minimize the decision-making powers of a select few. Boards can vote to include an “Honorary Director” who can remain on the Board in an advisory position but will be a non-voting member and will not be included in a quorum.
- 3) Elections should be held in November to allow time for new Directors to develop ideas for the next season and request funding in the proposed budget, if needed.

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## **Article II - Section 6: Regular Meetings**

Currently reads as:

“Regular meetings of the Board of Directors may be held without notice at such places and times as may be fixed from time to time by resolution of the Directors.”

Proposed Amendments:

“The Board shall meet for a minimum of four times per year, at an agreed upon time and place. All Board Members shall receive a notice of scheduled meeting at least 10 days in advance.”

Rationale:

Directors should be notified of meetings with sufficient time as to allow them to attend and exercise their full rights and privileges as a Board Member.

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## Article III – Office of the Corporation

Currently reads as:

“The Board may establish from time to time the location of the principal office of the Corporation and such additional offices and places of business of the Corporation as may seem to them expedient.”

Proposed Amendments:

- 1) To change the title of Article III from “Office of the Corporation” to “Name, Office and Purpose of the Organization”.
- 2) To create “Section 1: Name and Office” to read, “The name of the organization is Queensbury Lacrosse, Inc. and it may be informally referred to as Queensbury Lacrosse Club. The Board may establish from time to time the location of the principal office of the Corporation and such additional offices and places of business of the Corporation as may seem to them expedient.”
- 3) To create “Section 2: Purpose” to read, “Queensbury Lacrosse, Inc. is organized for the purpose of promoting the sport of lacrosse for youth in and around Warren County, NY. To organize establish, create and maintain lacrosse teams to promote, foster and advance in every lawful manner, the common interests and goals of those engaged in lacrosse and other athletic activities; to affiliate the organization with similar clubs and leagues; to foster and promote interest in lacrosse; to encourage and engage in organized play and competition with other teams and leagues; to purchase, lease, acquire, own, control, operate and maintain lacrosse equipment and other products necessary to manage business; to ensure that facilities are available for and to schedule for instruction, practice, competitions and clinics; to develop those characteristics of honesty, good fellowship, self-discipline, team play, fairness and self-reliance which are essential to good sportsmanship; to promote, foster and encourage interest in athletics, physical exercise and healthy lifestyle decisions; and to generally improve the health and welfare of youth participating in the sport of lacrosse.”

Rationale:

Most by-laws include name and purpose. The purpose was copied almost verbatim from the original Articles of Incorporation.