

JOHN JAY YOUTH LACROSSE CLUB

By-Laws

Effective December 16, 2013

Version 1.0

I. General

The name of this organization shall be the John Jay Youth Lacrosse Club, hereinafter referred to as the "Club" and/or "JJYL."

II. Effective Date; Fiscal Year; Duration

These By-Laws shall be effective as of December 16, 2013. The fiscal year of the Club shall be the calendar year. The Club's existence shall be perpetual.

III. Mission; Not-for-Profit Status

A. The Club is organized exclusively for the purpose of teaching and playing the game of lacrosse and for the conduct of business activities relating and incidental thereto. The Club's mission is to teach and support the game of lacrosse in a recreational, instructional and competitive environment that is respectful of the game and encourages FUN.

B. The Club's goal shall be to create a fun and enthusiastic environment to learn how to play lacrosse and to instill a love of the game and an understanding of good sportsmanship. The Club shall seek to operate and maintain both a "travel" program and a "house" program, where feasible.

C. The business activities of the Club shall include the following: (i) operate, manage, and maintain itself in such a way as to provide for the goals and purposes stated above; (ii) solicit contributions and raise funds to achieve its goals and purposes; (iii) collect annual dues from the members to cover costs associated with participation in the program; and (iv) partner, as appropriate, with individual donors, and other third-parties for the purpose of raising funds or obtaining benefits to support the Club's goals and objectives.

D. The Club shall be a not-for-profit corporation under the laws of the State of New York and shall be organized pursuant to Section 501(C)(3) of the Internal Revenue Code of 1954, as amended, and regulations promulgated thereunder (hereinafter the "Code").

E. The Club shall not carry out any activities that are prohibited of a corporation exempt from federal income taxation under Section 501(c)(3) of the Code.

F. No part of the net earnings of the Club shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual. No officer or Board member shall by reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer, board member, member, or other agent or individual from receiving any compensation from the Club for duties other than as an officer or Board member, provided such compensation is market-rate, duly approved, and payment thereof is consistent with applicable rules and regulations for not-for-profit entities.

G. In the event of dissolution, all remaining assets and property of the Club, shall, after necessary expenses thereof are paid and satisfied, be distributed to such organizations as qualified under Section 501(C)(3) of the Code, or as otherwise permitted by law.

IV. Creed

A. Parents, players and coaches shall adhere to the following Sportsmanship Creed as a condition to eligibility to play and/or to membership:

Every John Jay Youth Lacrosse Club player, coach, parent, officer, Board member, member or other Club participant will at all times demonstrate behavior that will uphold the good reputation of the Club as a positive influence on our children, the team, the game and our community.

V. Board; Officers

A. The Board of Directors (the "Board") is the governing body of the Club, responsible for the overall management of all business of the Club, and for the formulation, review, and enforcement of all policies and practices of the Club. The Board shall adopt such rules and regulations covering policy, organization, procedure, coaching, employment, team organization and eligibility, competitive matters, and other matters relating to the Club operation, as it deems appropriate or necessary.

B. The Board shall consist of up to [12] members plus the President. All officers shall be members of the Board by virtue of their office. The officers of the Club shall be as follows:

President

Vice President of Programs

Vice President, Registrar

Vice President(s), Boys Lacrosse

Vice President(s), Girls Lacrosse

Vice President, Communications and Secretary

Treasurer

C. Officers and Board members shall be elected by the Members for a one year term, except the President, whose term shall be two years. The President cannot serve more than three (3) consecutive terms except with a two-thirds vote of the Board.

D. Duties and Responsibilities of Officers.

i. *President:*

Preside at all meetings of the Club and preserve order therein.

Be one of two officers, along with the Treasurer, authorized to sign checks or otherwise authorize payments on his or her signature alone, up to \$1000.

- Decide all questions of order, subject to appeal of the active membership present at the meeting.
- Enforce strict obedience to the rules and regulations of the Club.
- Present annually to the Members and the Board an annual report of the Club.
- Appoint all committees not otherwise provided for, all chairs thereof, and be a member, ex—officio, of all committees.
- Delegate, as appropriate and on a case by case basis, any officer-level function not otherwise provided for herein.

ii. *Vice President, Programs:*

- Perform the duties of the President in the President's absence.
- Be responsible for the development and oversight of players' and coaches' programs, in accord with the policies of the Club from time to time.
- Recommend and manage activities of third party organizations and agents, including sponsors.
- Attend CONNY and Hudson Valley delegate meetings, as necessary, and act as liaison between JJYL and other clubs, associations, and the Town of Lewisboro Parks and Rec. Dept.

iii. *Vice President, Registrar:*

- Conduct all registration and "sign-up" functions of the Club and coordinate rosters and coaches in conjunction with the Vice Presidents of Boys and Girls Lacrosse and the Vice President, Programs.
- Register all members of the Club and maintain an accurate roster of all Club members, travel teams, coaches and team and player personnel.
- Capture and keep on file all player, parent and coach JJYL Sportsmanship Creed forms, signed consent forms for each participant for each season, all records and written consents pertaining to players playing up, and all waiting lists, if any.

iv. *Vice President(s) of Boys Lacrosse:*

- Be responsible for all boys' teams, and ensure the goals and focus of the Club are carried out for all boys' programs.
- Coordinate with the Vice President, Programs regarding team and club organization, i.e., Lightning – 3rd and 4th grades; Jrs. – 5th and 6th Grades; and Srs. – 7th and 8th grades.
- Ensure every team has a qualified coach and assistant(s) who are adhering to the goals and focus of the club and fully abiding by Club and game rules.
- Ensure each boys team has appropriate player to coach ratios

Recommend as well as initiate appropriate training, clinics, and skills development for all boys participating in the Club.

If approved by the President from time to time, the President may appoint more than one person so this office, and in such circumstances, each such appointee shall be hold the position as Co-Vice President of Boys Lacrosse.

v. *Vice President of Girls Lacrosse:*

Be responsible for every girls' team, and ensure the goals and focus of the Club are carried out for all girls' programs;

Coordinate with the Vice President, Programs regarding team and club organization, i.e., Lightning – 3rd and 4th grades; Jrs. – 5th and 6th Grades; and Srs. – 7th and 8th grades.

Ensure every team has a qualified coach and assistant(s) who are adhering to the goals and focus of the Club and fully abiding by Club and game rules

Ensure that each girls team appropriate player to coach ratios.

Recommend as well as initiate appropriate training, clinics, and skills development for all girls participating in the Club.

If approved by the President from time to time, the President may appoint more than one person so this office, and in such circumstances, each such appointee shall be hold the position as Co-Vice President of Girls Lacrosse.

vi. *Vice President of Communication / Secretary:*

Manage all correspondence and communications addressed to the Club.

Present to the membership at meetings any communications addressed to him/her or any other officers of the organization.

Be responsible for periodic and ongoing club communication, notices, and publicity with various club constituencies, i.e., community, parents, members and so on – either written and distributed via mail, newspaper or electronically, as, for example, e-mail.

Recommend and manage appropriate publicity regarding games, tournaments, team activities, club accomplishments, etc.

Keep minutes and records of the meetings of Club (including meeting attendance records), and otherwise ensure and maintain all the accuracy, timeliness and completeness of all corporate or organizational filings, certificates, documents, papers, and records (other than player registration forms, which are the responsibility of the Registrar).

Provide oversight of the officers' and Board members' election process and voting.

Keep a record of disciplinary actions and related proceedings and outcomes.

vii. *Treasurer.*

- Perform the duties of President in the absence of both the President and Vice President, Programs.
- Keep a true and accurate record of finances and oversee the successful transition of all appropriate historical records from the prior Treasurer, and, upon completion of his or her term, to any successor Treasurer.
- Receive all monies due the Club from whatsoever source.
- Have charge of the seal and all books thereof.
- Ensure that all bank accounts are disclosed to, and approved by the Board, and be custodian of all Club funds and similar assets, and ensure that same are promptly deposited in an appropriate banking depository, as the Club shall direct.
- Render for each meeting or when directed by the Board or the President, a written account of the financial status of the Club. Such reports shall be affixed to the permanent minutes of each meeting.
- Make annual tax filings in accordance with applicable law or regulation.
- Sign and execute all checks, drafts, notes and orders for the payment of money, which will be duly authorized by the Board of Directors and shall be countersigned by the President. In addition, the Treasurer shall be one of two officers, along with the President, authorized to sign checks or otherwise authorize payments on his or her signature alone, up to \$1000. The Treasurer shall also have the authority to sign checks or orders for the payment of money, if in the Club's budget, of up to \$3000. Any check or order for payment of money in excess of \$3000 shall require Board approval.

VI. Nomination and Election of Officers and Board Members

- A. The Nominating Committee will present a slate of board members and officers to the Secretary. The Nominating Committee will consist of the VP-Programs; VP-Boys; VP-Girls, and two other Board members selected by the Board. If there are more than two Board members who wish to be on the Nominating Committee, the Registrar will select from among them.
- B. All candidates must be a member of good standing for one year and must have attended not less than three (3) meetings of the Club in the year prior to the year for which election is sought.
- C. The Board will review and vote on the slate of candidates presented by the Nominating Committee until such slate is determined. Independent nominations may be made by petition signed by the at least 25% of the members and delivered to the Secretary not less than fifteen (15) days prior to the Annual Meeting.
- D. The Secretary will notify the members of the slate of candidates in advance of the annual meeting. The notice will also advise that any member who fails to vote in person or by written or electronic absentee vote will be deemed to have given their proxy to the Board. Any written or absentee vote must be received by the Secretary no later than twenty-four hours prior to the meeting.

E. Elections will be held at the annual meeting. The majority of votes will determine the election for each office and Board seat.

F Newly elected officers and Board members will take office at the first Board meeting following the annual meeting.

VII. Resignation or Removal of Board Members and Officers.

A. Any Board member or officer may resign at any time. Any Board member or officer who misses three (3) consecutive meetings without good cause (determined by the President) shall be deemed to have resigned.

B. Any member of the Board or officer may be removed from the board or such office for due cause upon a vote of two-thirds (2/3) of the Board present at a general or special meeting called for that purpose after reasonable notice. The individual in question will be given a reasonable opportunity to be heard prior to such vote. The President shall determine the conduct of any such meeting and the procedures applicable thereto, on a case by case basis.

VIII. Quorum of Board; Board meetings, action of the Board.

A. Six members of the Board shall constitute a quorum.

B. Unless otherwise required by law or set forth herein, the majority vote of the Board present shall be the act of the Board. The President of the Board shall not vote except to break a tie.

C. Regular business meetings of the Club shall typically be held on the third Monday of each month or as determined by the Board. Board members shall be the only ones voting at such meetings. The President shall ensure that the agenda is prepared and circulated in advance. No action on any item not on the agenda shall be taken without the consent of the Board.

D. The President or any officer may call a special meeting of the Board, in an emergency, and with the concurrence of two other officers or Board members. Notice of any such special meeting shall be given to the Board and the members by the Secretary not less than seven days and not more than twenty-one days prior to the meeting. A quorum of 4 officers and three other Board members shall be required for any action at such special meeting.

IX. Meetings of Members

A. Member meetings shall be held as determined by the Board, but not less than once per calendar year.

B. A quorum shall consist of at least 10 members, which may include up to 4 officers and 2 Board members.

C. Majority vote will determine the vote of the members. No absentee or proxy voting shall be permitted except for election of officers and Board members, or to amend or repeal the by-laws.

D. The end-of-season meeting will be held following the season, typically in June, and shall generally be considered the Club's annual meeting, at which the following business shall occur: (i) presentation of the President's report on the activities of the Club; (ii) presentation of the Treasurer's report on the Club's finances;

and (iii) elections of officers and Board members. Except with the consent of the Board, no action shall be taken on any other matter at the end-of-season meeting.

E. Meetings will be conducted in accord with Robert's Rules of Order. Votes shall be voice votes (unless otherwise set forth herein), properly moved, seconded and discussed prior to the vote.

F. The President or any officer may call a special meeting of the members, in an emergency, and with the concurrence of two other officers or Board members. Notice of any such special meeting shall be given to the members by the Secretary not less than seven days and not more than twenty-one days prior to the meeting. A quorum of ten members shall be required for action of the members at a special meeting.

G. A "member" is defined as anyone who (i) has registered a player in the calendar year the vote is cast; (ii) is in good standing in terms of dues; and (iii) is not under any disciplinary action. A member shall be eligible to cast a vote on matters brought up to vote on by the general membership. Not more than one vote may be cast for each family of a member in good standing. If a family has more than one player, it will nonetheless have only vote.

X. Membership; Dues

A. Player participation is open to anyone between the ages of 5 and 15, and is in grades 1-8, and who resides within the boundaries of the KLSD. Registrants shall follow the eligibility rules of the Connecticut New York Lacrosse Association (CONNYS) and US Lacrosse.

B. Each family of each player shall be entitled to membership, with one (1) vote per household on matters upon which members are entitled to vote.

C. Coaches, officers, and Board members shall also be entitled to membership.

D. Membership shall be annual, beginning on January 1.

E. The dues of the Club shall be considered part of the player participation registration fee and shall be set by the Board for each year. The Club shall not deny participation to any otherwise eligible player solely as a result of inability to pay the player participation registration fee, and the Board shall have the authority to waive any such fees.

F. No registration fee will be refunded after teams are organized and/or uniforms are distributed, except with the approval of the Board in unusual circumstances.

XI. Bylaws and Amendments

A. These By-Laws may be amended or repealed upon the vote of two-thirds of the members, voting in person or by proxy, provided a quorum is present.

B. All proposed changes or additions to the existing By-laws must be presented and read (or the reading may be waived, in the discretion of the Chairman) at the meeting prior to the voting meeting.

C. A vote to amend or repeal the bylaws may be taken only after written advance notice has been delivered to the membership not less than fifteen (15) days, but not more than thirty (30) days, before the

expected voting date. A copy of the proposed changes will be provided with the notification, along with instructions regarding voting procedures and eligibility.

XII. Salaries

The Board shall have the authority to hire and fix the compensation of any and all employees and agents.

XIII. Committees

A. For the purposes of directing activities of the Club, the Board may create committees to lead Club activities. The tenure of committee members and committee chairs shall be for one year from the date of appointment unless removed by the President or by resignation. Committee chairs shall take primary responsibility for respective committee function. Each committee will have the authority delegated by the Board and will report to the Board on a formal basis regarding their functional area at each Board meeting.

B. A special committee shall have as its purpose a specific short-term task and will continue in existence until such task is completed, as determined by the Board. A special committee may be created by a motion passed at a general meeting or by action by the Board.

XIV. Conduct

The Club adheres to the CONNY Code of Conduct. Conflicts between the CONNY Code and these By-laws will be resolved by the President.

A. Player Conduct.

- i. Players will be expected to adhere strictly to this Club's conduct policies and these By-Laws.
- ii. Players are expected to attend team practices and games regularly.
- iii. Players are expected to conduct themselves in such a way as to facilitate their learning.

B. Coach and Non-Player Conduct.

- i. Coaching is a privilege, not a right. Club coaches are invited to coach by the Club each year and may not be permitted to coach the following year or to complete a particular season.
- ii. A coach's conduct on and off the field is expected to reflect the Club's philosophy and Sportsmanship Creed. Coaches who receive personal, technical or misconduct penalties or from referees, or who are otherwise subject to discipline, suspension or reprimand may be required to explain their conduct to the Board, the VP of Programs, and/or the President. The Board retains the right to terminate a coach at any time, including before, during or after the season.
- iii. All head coaches are encouraged to maintain appropriate certification such as that provided by US Lacrosse (Level I), CONNY Rules, and Positive Coaching ("PCA"). All coaches are also encouraged to obtain and maintain appropriate first aid and CPR certification.

C. Disciplinary Action.

i. Conduct which is detrimental to the health or safety of any person associated with Club activity will be subject to disciplinary action, up to and including dismissal from the Club. The Board has the right and the authority to suspend, ban, expel or otherwise discipline any player, person or coach or other Club member for any reason, including, without limitation, as a result of:

1. Violation of these Bylaws or the CONNY Code;
2. Failure to adhere to or apply a decision of the Board, a policy of the Club, or a rule or order of an appropriate officer, or insubordination; or
3. Conduct which interrupts or impedes practices, games, or other Club events;
4. Any act or omission which is inconsistent with the principles and standards of good sportsmanship, reasonable behavior, and/or fair play; or
5. Poor sportsmanship, which may include, without limitation, any of the following: (a) arguing with coaches, officials, teammates, opponents or spectators; (b) using threatening or profane language; (c) baiting or taunting coaches, officials, teammates, opponents or spectators; (d) unsafe play or uncontrolled behavior in the bench area.

ii. Dismissal from the Club will require the vote of two-thirds of the Board. Prior to such vote, the individual in question shall be offered an opportunity to appear before the Board to explain why such action shall not be taken.

iii. The President, Vice President of Boys, Vice President of Girls, or Vice President of Programs shall each have the authority to suspend any Club player, coach, member, or other participant, and/or to direct the removal of any such individual, or any other individual, from any facility used by, or event of, the Club, at any time in an emergency and pending other disciplinary proceedings. Any individual directed to vacate or remove himself or herself from any such event or facility shall do so immediately, recognizing the impact of conflict, argument, or similar confrontation on the players and the Club's reputation.

XV. Risk Management

The Club recognizes the value and need to manage its risk and liabilities by being protected with a comprehensive program of insurance. The Board will regularly and periodically review its risk management practices, and will maintain appropriate insurance coverage for players and coaches through affiliation with appropriate umbrella organizations or otherwise, and will obtain and maintain appropriate directors' and officers' liability coverage for officers, board members, employees, and other appropriate parties. The Board will determine policies for indemnification of officers, Board members, coaches, participants and other appropriate parties on a case by case basis, applied in good faith.