

BYLAWS
OF
CHESTER COUNTY LACROSSE ASSOCIATION, INC.
a Pennsylvania Nonprofit Corporation
(Non-Stock, Membership Corporation)

ARTICLE I – DEFINITIONS

1.1. **Definitions.** The following terms used in these Bylaws shall have the meanings set forth below:

“**CCLA**” means the Chester County Lacrosse Association (CCLA), or the “**League.**”

“**Member**” and “**Member Program**” means an organization that meets the membership requirements set forth in Article 4, Section 4.2.

The “**Board**” means the “**Board of Directors,**” consisting of designated representatives of each Member Program that participates in CCLA meetings.

“**Executive Committee**” means the current officers of the Corporation which include the president, vice president, secretary, treasurer, immediate past president, and other individuals appointed by the president from time to time. An Executive Committee member is also a member of the Board of Directors.

ARTICLE II – PURPOSES

2.1. **Purposes.** The purposes of the Corporation are as set forth in its Articles of Incorporation pursuant to the Pennsylvania Nonprofit Law of 1988 (the “**Act**”) and is organized exclusively for charitable and educational purposes. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III – OFFICES

3.1. **Registered Office.** The registered office of the Corporation shall be 897 S. Matlack Street, West Chester, Pennsylvania 19382, County of Chester, such registered office being located in Chester County, Pennsylvania, or such other location in Pennsylvania as the Board may from time-to-time determine.

3.2. **Registered Agent.** The Corporation may appoint a registered agent as permitted by the Act for the purpose of providing a registered office. The name of the county provided in Section 2.1 of these By-Laws, or in the Articles of Incorporation, as applicable, shall be deemed for venue and official publication purposes to be located in the county so named.

3.3. **Other Offices.** The Corporation may also have offices at such other places as the Board may select and the business of the Corporation may require.

ARTICLE IV – MEMBER PROGRAMS

4.1. **Membership.** The Member Programs of this Corporation are those organizations having membership rights in accordance with the provisions of these Bylaws.

4.2. **Class of Membership.** This Corporation will have one class of Member Programs that is designated as Class A.

4.3. **Qualifications of Member Programs.** To qualify for Class A membership in the Corporation, a candidate organization must:

- (a) be an existing organization providing opportunities for youth to learn and play the game of lacrosse;
- (b) have access to a regulation size lacrosse field or fields to be designated as that program's "home" field venue;
- (c) apply for membership and indicate a desire to participate in the League and promote the purposes of the League at a regularly scheduled meeting of the Board of Directors;
- (d) commit to having all of its travel teams entered into the League scheduling process, and be prepared to play a schedule consisting of lacrosse games with other Member Programs within the League;
- (e) send a representative to all League meetings and Members' Meetings;
- (f) designate one representative who agrees to serve as a member of the Board of Directors of the League;
- (g) agree to pay any dues or assessments as may, from time to time, be established by the Board of Directors;
- (h) agree to abide by the rules of the League and these Bylaws as may, from time to time, be amended;
- (i) agree to maintain appropriate liability insurance;
- (j) develop and enforce a Parent's Code of Conduct; and
- (k) have its application for membership approved by a two-thirds majority vote of the then-existing Member Programs.

4.4. **Membership Dues.** The annual dues payable to the Corporation by Member Programs will be in the amounts determined from time to time by resolution of the Board of Directors. The first annual dues will be payable and submitted in full with the application for

membership. Future annual dues will be payable in advance on the date established by the Board of Directors from time to time for payment of such dues or other fees.

4.5. **Place of Members' Meetings.** Membership meetings will be held at the geographic location fixed by the Board of Directors.

4.6. **Annual Members' Meetings.** The annual meeting of the Members will be held at [time and place] each year. The Board must present an annual report to the Members at the Annual Members' Meetings.

4.7. **Special Members' Meetings.** Special meetings of Members may be called by any of the following:

(a) The Board of Directors.

(b) The President.

(c) Members having at least 10 percent of the votes that all members are entitled to cast at such meeting.

4.8. **Notice of Members' Meetings.** Notice in record form, stating the place, day, and hour of the meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than five or more than forty days before the day of the members' meeting by sending a copy of the notice by first class mail or express mail, postage prepaid, or courier service, charges prepaid, to the postal address of the member appearing on the books of the corporation. Notice given in this manner will be deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person. Alternatively, notice may also be given by facsimile transmission, email, or other electronic communication to the person's facsimile number or address for email or other electronic communications supplied by the person to the corporation for the purpose of notice. Notice given in this manner will be deemed to have been given when sent.

4.9. **Voting Rights of Members.** Each Member regardless of class of membership will be entitled to one vote on each matter submitted to a vote of Members.

4.10. **Quorum of Members.** The number or percentage of votes represented in person that constitutes a quorum at a meeting of Members will be Members holding one-tenth of the votes entitled to be cast in that matter.

4.11. **Transferability of Membership.** Membership in this Corporation is nontransferable and non-assignable.

4.12. **Termination of Membership.** Membership will terminate in this Corporation on any of the following events, and for no other reason:

(a) Receipt by the President or the League of the written resignation of a Member Program, executed by the Member or the Member's duly authorized attorney-in-fact;

(b) The membership of a Member Program may be terminated and the Member Program expelled from the Association only by a two-thirds majority vote of the Member Programs after giving notice to the Member Program and giving the Member Program an opportunity to be heard on the merits or appropriateness of such action. The expulsion of a Member Program may be taken for an act or acts significantly detrimental to the League or for continued failure to comply with the Bylaws or rules of the League.

ARTICLE V – ORGANIZATION

5.1. **Management.** A Board of Directors (also referred to as the “**Board**”) shall manage the affairs and property of the CCLA. Each Member Program shall appoint one designated Board Member (also known as “**League Representative**” or “**Director**”), and notify the Secretary of the current designated Board Member. The Board of Directors may adopt such policies, rules and regulations that are deemed necessary to conduct its affairs, including, but not limited to, the election of Officers and the establishment of one or more committees.

5.2. **Officers.** The Corporation shall be directed by elected officers (the President, the Vice-President, the Secretary, and the Treasurer) and the Past President (if available and willing to serve). The Board of Directors shall elect the President, the Vice-President, the Secretary and the Treasurer, and may elect such other officers as it may deem necessary or desirable. Any two or more offices may be held by the same person, except the office of President and Secretary.

(a) **Terms.** The officers shall preside for terms of two years.

(b) **Elections.** In an election year, nominations and elections of officers shall take place at the last meeting of the season (referred to as the “wrap-up meeting” and typically occurring in June). Prior to the meeting, reasonable notice shall be given to each board member of those persons who have been proposed as an officer, or have indicated interest in running for an office. The election of officers shall be based on a two-thirds majority vote of the Board of Directors.

(c) **President.** The President of the League and shall preside over all meetings of the Executive Committee and of the Board of Directors, may appoint committee chairpersons, and ensure that the League policies, Bylaws, and rules are enforced. In the event the President shall be unable to fulfill his or her term or in the event of his or her resignation or absence, the Vice President shall assume the President's responsibilities. In the event any other

officer is unable to fulfill a term or in the event of a resignation, the President may appoint another board member to fulfill the unexpired term of the vacant office.

(d) **Vice President.** The Vice President shall preside in the absence of the President and in the absence or incapacity of the President is vested with all the powers of the President. The Vice President shall assist the President upon request, and shall perform such duties or functions as the President or the Board may, from time to time, assign.

(e) **Secretary.** The Secretary shall send out meeting notices, keep a record of all meetings of the Board of Directors and of the Executive Committee, preserve the records of the League and perform such other duties as may be assigned by the President or the Board of Directors. The Secretary shall keep the original or a copy of these Bylaws, including all amendments thereto.

(f) **Treasurer.** The Treasurer of the League shall have charge of all funds of the Corporation, shall disburse funds to pay the bills of the League and keep records showing all receipts and disbursements. Such records shall be open at all times to inspection by the Board of Directors. The Treasurer shall submit a summary and detailed report of all receipts and disbursements on at least an annual basis to the Board of Directors, and shall perform such other duties as may be assigned by the President or the Board of Directors.

5.3. **Executive Committee.** The President, Vice President, Secretary, Treasurer, immediate Past President (if available and willing to serve), and other individuals appointed by the President from time to time shall constitute an Executive Committee. The Executive Committee shall have the authority to transact routine business of the Corporation, carry out the objectives of the Corporation as agreed upon by the Board of Directors and, during intervals between meetings of the Board of Directors, take any urgent action(s), which could not reasonably wait for a meeting of the Board of Directors. The Executive Committee shall also act as an Arbitration Committee, if necessary.

5.4. **Other Committees.** The Board of Directors may, by resolution, establish one or more committees to consist of one or more Directors and Board-approved volunteers. Each committee of the Board shall serve at the pleasure of the Board of Directors, and each committee shall keep minutes or notes of its proceedings and report the same to the Board upon request. Each committee shall determine its own organization and times and places of meetings unless the Board otherwise directs.

ARTICLE 6 – MEETINGS

6.1. **Annual Meetings.** The annual meeting of the Board of Directors shall be at such time and such place as the Executive Committee or the Board shall designate and shall, if at all

possible, be held in June of each year. The annual meeting shall be held for (a) the nomination and election of officers, if needed; (b) an end-of-season review; and (c) the transaction of other business that may come before the Board.

6.2. **Regular Meetings.** Regular meetings may be held as scheduled by the Board. Special meetings may be called by the President, Vice President or the Secretary or upon written request of one-third of the Directors. The Secretary, or, in his or her absence, another officer, shall notify each Board member of the time and place of each meeting. The meetings will be held in person, and typically occur on the second Wednesday of every month from October to June.

6.3. **Waiver by Attendance.** Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not properly called or convened.

6.4. **Meeting Protocols.** At all meetings, except any special meetings, the order of business shall be as follows:

- (a) Roll call;
- (b) Correction and/or adoption of the previous meeting's minutes;
- (c) Reports of officers;
- (d) Reports of committees;
- (e) Unfinished old business;
- (f) New business;
- (g) Amendments to Bylaws (if any);
- (h) Program speaker or special guest presentations; and
- (i) Adjournment.

The order of business and agenda may be changed at any regular meeting by the Executive Committee.

6.5. **Quorum.** The presence at the meeting of a majority of Directors entitled to vote in person shall constitute a quorum for the transaction of business. If, however, there shall not be present in person a majority of directors entitled to vote, those present shall have the power to adjourn the meeting without notice.

6.6. **Voting.** If a quorum is present, voting shall be by voice or show of hands. The Board of Directors may also vote by phone, facsimile, email, or any other manner which the President may choose to use from time to time. Unless otherwise specified in these Bylaws, a majority, or a minimum of six votes, whichever is greater, of the directors present shall constitute

an act of the Board. Each Director appointed by a Member Program shall have one vote. Executive Committee Members not appointed to the Board by a Member Program shall not have a vote on the matters before the Board.

ARTICLE VII – AMENDMENTS

7.1. **Amendments.** The Board of Directors shall have the power to alter, amend, repeal or adopt Bylaws. Such alteration, amendment, repeal or adoption of Bylaws shall be made only at a meeting of the Board of Directors after the Directors have received at least a one month notice of such meeting, giving notice of the alterations, amendments, repeals or new bylaw(s) proposed for adoption to be considered at the meeting. Such action shall require a vote of two-thirds majority of all Directors, whether attending or not attending such a meeting at which a vote is presented. Directors not present may vote by proxy or email prior to such meeting or by phone poll during the meeting when called by the President.

ARTICLE VIII – GRIEVANCE PROCEDURE

8.1. **Grievance Procedure.** In the event any Member Program or team representative or team coach has any bona fide dispute with another Member Program or its representative or team coach, or due to an act or failure to act of that organization involving the League, player or coach conduct or sportsmanship, or any other problem, that Member Program or individual may request that the dispute be resolved by the League. Such dispute shall be referred to the Executive Committee, acting as an Arbitration Committee, for investigation and resolution. In the event a member or members of the Executive Committee is associated with one of the affected or involved organizations, such Executive Committee member shall excuse himself or herself, and the remaining members of the Executive Committee may, in their discretion, appoint a replacement or replacements for the purpose of the arbitration.

ARTICLE IX – MISCELLANEOUS

9.1. **Conflict of Interest.** The Board shall adopt and periodically review a Conflict of Interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, Affiliate, or member of a committee with Board-delegated powers.

9.2. **Nondiscrimination Policy.** The Officers, Directors, Committee members, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, gender, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

9.3. **Fiscal Year.** The fiscal year of Corporation shall begin on the first day of January and end on the last day of December.

9.4. **Number.** The singular when used in these Bylaws shall also refer to the plural, and vice versa, as appropriate.

9.5. **Headings.** In interpreting these Bylaws, the headings of articles shall not be controlling.

9.6. **Game Rules & Policies/Procedures/Guidelines.** All Member Programs agree to abide by the written “Game Rules & Policies/Procedures/Guidelines” of the CCLA that can be found on the CCLA website. For good cause, and after notice to the Directors, the Executive Committee may grant exceptions to any Game Rule or Policy/Procedure/Guideline.

9.7. **Signing of Checks.** All checks, drafts, notes or other negotiable instruments of the CCLA shall be signed by the Treasurer of the CCLA, or by such other officers or agents as may from time to time be designated by resolution of the board of Directors.

[SIGNATURE PAGE TO FOLLOW]

ADOPTED BY THE CORPORATION, BY AND THROUGH ITS BOARD OF
DIRECTORS, ON _____.

[NAME]

[NAME]

[INSERT SUCH OTHER SIGNATURE LINES AS MAY BE NECESSARY]

[Signature page to Bylaws of Chester County Lacrosse Association]