

**Bylaws of The
Waukesha Lacrosse Club, Inc.**

(A Wisconsin Non-Stock Corporation)

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Article I. GENERAL PROVISIONS

Section 1.01 Name

Waukesha Lacrosse Club, Inc. (WLC)

Section 1.02 Status

A Wisconsin Non-Stock Corporation.

Section 1.03 Registered Agent and Office

The Registered Agent of WLC is the current President of the Board of Directors.
The Office is as designated by the current President of the Board of Directors.

Section 1.04 Principal Place of Business

President's Home Address

Section 1.05 Management of the Non-Stock Corporation is vested in

The Board of Directors as defined in the Bylaws.

Section 1.06 Fiscal Year

The fiscal year of WLC shall begin on the First day of January in each year.

Article II. PURPOSE AND MISSION STATEMENT

Section 2.01 Purpose

Waukesha Lacrosse Club., (WLC)

These Bylaws specify various matters affecting the operations and governance of WLC. WLC is a non-profit volunteer organization for charitable purposes pursuant to §501(c)(3) of the Internal Revenue Code.

Section 2.02 Mission

The primary goal of the Waukesha Lacrosse Club is to develop a positive environment where athletes are able to learn and develop skills needed to play competitive lacrosse. Emphasis will be placed on showing respect for individuals, teams, coaches, officials and serving as positive role models within our school and community. Players will develop self-confidence, good sportsmanship, and a passion for the sport of lacrosse that will carry them through their lives.

Article III. MEMBERSHIP

Section 3.01 Definition

- (a) For all purposes of these bylaws, the membership of the WLC shall consist of the players, their parent/guardians, coaches and Board Members.
- (b) The competition levels are:
 - (i) Boys' High School
 - (ii) Girls' High School
 - (iii) Boys' Youth
 - (iv) Girls' Youth
- (c) The members must be WLC members in good standing, defined as:
 - (i) Pay WLC fees as required
 - (ii) All players and coaches, including the WLC Board of Directors, must be current members of US Lacrosse.
 - (iii) Must accept and comply with all WLC rulings and directives.

Section 3.02 Membership

- (a) Membership responsibilities include, but are not limited to the following:
 - (i) Shall be a current Member of US Lacrosse
 - (ii) Payment in good standing.
- (a) Membership privileges include, but are not limited to the following:
 - i. Each family of a participating player shall have one vote on actions at WLC Membership Meetings when pertaining to election to the Board of

Directors.

Section 3.03 Chapter Affiliation

- (a) WLC is a League member of the Wisconsin Lacrosse Federation, Inc. (WLF).
- (b) The WLF is a Chapter of US Lacrosse, Inc. (USL).
- (c) WLC and WLC members shall at all times conduct activities in a manner consistent with the bylaws, rules, and regulations of WLF and USL.

Section 3.04 Geographic Boundaries

- (a) A Member shall be located within the boundaries of the Waukesha School District.
- (b) Geographic boundaries are further attended to in the WLC Administrative Policy and Procedure Manual.

Section 3.05 New Membership

- (a) New Membership is attended to in the WLC Administrative Policy and Procedure Manual.

Section 3.06 Suspension, Expulsion or Discipline of Member

- (a) Suspension, Expulsion or Discipline of a Member is attended to in the WLC Administrative Policy and Procedure Manual.

Article IV. BOARD of DIRECTORS

Section 4.01 Powers

The Board of Directors (Board) shall have power to conduct, manage, and direct the business and affairs of WLC. All powers of WLC are granted to and vested in the Board except for those powers required by these Bylaws to be granted to and vested in the Membership.

Section 4.02 Positions

- (a) The Board of Directors shall consist of the following eleven (11) positions:
 - (i) President
 - (ii) Vice President
 - (iii) Secretary
 - (iv) Treasurer
 - (v) Director - Boys' High School
 - (vi) Director - Girls' High School
 - (vii) Director - Boys' Youth
 - (viii) Director - Girls' Youth
 - (ix) Coaching Director - Girls'
 - (x) Coaching Director - Boys'
 - (xi) Director of Events and Special Promotions

Section 4.03 Qualifications

- (a) The following qualifications are required of the Board. Each Director shall:
 - (i) Be at least 21 years of age
 - (ii) Be a club member or coach

- (iii) Be members of US Lacrosse by the time his or her term begins
- (iv) Comply with all rules and regulations of:
 - 1) US Lacrosse (USL)
 - 2) National Federation of High Schools (NFHS)
 - 3) Wisconsin Lacrosse Federation (WLF)
 - 4) WLC.

Section 4.04 Terms

- (a) All Board terms shall be for two years, with a limit of two consecutive terms into an elected term at that position.
- (b) In the event resignation, the Director shall fulfill their responsibilities until a successor has been elected and qualified.
 - 1) The Board of Directors may fill any position vacated at the next proceeding monthly meeting after being notified of vacancy.
 - a) The Secretary of the Board is responsible to communicate to the Membership immediately following notification of vacancy and solicit nominations to fill the vacancy.

Section 4.05 Elections

- (a) Elections are held every July
- (b) The following positions shall be elected in the ODD years:
 - (i) President
 - (ii) Treasurer
 - (iii) Director Girls' High School
 - (iv) Director Boys' Youth
 - (v) Director of Events and Special Promotions
 - (vi) Girls' Coaching Director

- (c) The following positions shall be elected in the EVEN years:
- (i) Vice President
 - (ii) Secretary
 - (iii) Director Boys' High School
 - (iv) Director Girls' Youth
 - (v) Boys Coaching Director.

Section 4.06 Nominations

- a) Members will be notified of vacancies on the Board of Directors 60 days prior to the election meeting by the Secretary of the Board for nominations to the Board of Directors.
- b) Members will be notified 30 days prior to the election meeting of the nomination candidates.

Section 4.07 Removal

- (a) A Director may be removed *with cause* by a majority vote of the Board of Directors.

Section 4.08 Compensation

- (a) All members of the Board of Directors shall receive no compensation for fulfilling their duties.
- (b) Upon resolution of the Board and approved allocation in the budget, any one or more Directors or Staff may receive reasonable reimbursement for expenses.
- (c) Upon resolution of the Board and approved allocation in the budget, any one or more Staff may receive reasonable compensation.

Section 4.09 Board of Directors Position Descriptions

- (a) Board of Directors Position Descriptions are attended to in the WLC Administrative Policy and Procedure Manual.

Section 4.10 Staff Positions

The Board of Directors may establish advisory positions as necessary due to the growth of the organization at their discretion.

- (a) Advisory Positions are attended to in the WLC Administrative Policy and Procedure Manual.

Article V. Meetings

Section 5.01 General Provisions

- (a) All Meetings are open to the public unless otherwise specified.
- (b) Parliamentary Procedure
 - (i) All Meetings shall be conducted using standard Parliamentary Procedure as outlined in the most recent edition of Robert's Rules of Order or other similar reference material.
- (c) Classification of Meetings
 - (i) There shall be four meeting classifications: Budget, Election, Board, and Special.
 - (ii) There shall be an Annual Budget Meeting in January of every year.
 - (iii) There shall be an Annual Election Meeting in July of every year.
- (d) Place of Meeting
 - (i) Membership Meetings shall take place at a location at the discretion of the Board of Directors.
- (e) Date / Time of Meeting
 - (i) All meetings, unless otherwise notified, shall take place on the second Tuesday of the Month at 7:00 p.m.
- (f) Notice of Upcoming Meeting
 - (i) The Secretary shall publish a notice of an upcoming meeting at least two (2) weeks in advance of the Meeting on the WLC website and/or via electronic mail.
 - (ii) This notice shall include:

- 1) Classification of Meeting (i.e. Budget, Election, Board, Special).
- 2) Date, Time, and Location of Meeting
- 3) Meeting Agenda and relevant documents

(g) Notice of Past Meeting

- (i) The Secretary shall publish a notice of a past meeting at least one (1) week after the meeting on the WLC website
- (ii) This notice shall include:
 - 1) Classification of Meeting (ex. Annual, Membership, Board, Special).
 - 2) Date, Time, and Location of Meeting
 - 3) Meeting Minutes.

Section 5.02 Quorum

- (a) A Quorum shall be the number of Members necessary to conduct a meeting.
 - (i) All meetings shall have a quorum of at least fifty-one percent (51%) of voting members present or three (3) voting members.
 - (ii) A membership meeting would require submission of votes (either in person or by mail (US Postal Service or e-mail) by 25% of the total membership.
- (b) The acts of the Quorum majority shall be the acts of the Membership unless the acts of a greater number are required by law, by the Articles of Incorporation or by these Bylaws.

Section 5.03 Written Unanimous Consent to Action Without a Meeting

- (a) An action required to be taken at a Board Meeting may be taken without the physical attendance of the Board if the following criteria are met:
 - (i) The action cannot be delayed until a Meeting can be

convened.

- (ii) The action required is clearly set forth in writing.
- (iii) The Members entitled to vote on the action unanimously consent in writing to the action to be taken.
- (iv) This section is to be reasonably and narrowly construed.

Section 5.04 Agenda for Meetings

- (a) The Agenda for Meetings is attended to in the WLC Administrative Policy and Procedure Manual.

Section 5.05 Minutes of Meetings

- (a) The Minutes of Meetings is attended to in the WLC Administrative Policy and Procedure Manual.

Article VI. Committees

Section 6.01 General Provisions

- (a) The Membership may create Committees as necessary to fulfill the Purpose, Mission, and Vision of WLC.
- (b) Each standing committee shall be chaired by a director as set forth below.
- (c) The Members of each standing committee shall be appointed by the Board of Directors, which shall ensure that such Members represent the interests of as many Members as is practicable.

Section 6.02 Standing Committees

- (a) Rules and Regulations Committee
 - (i) Chair: Vice-President
- (b) Transportation
 - (i) Chair: High School Boys' Director
- (c) Spirit Wear
 - (i) Chair: Treasurer
- (d) Awards and Equipment
 - (i) Chair: Director of Events and Special Promotions
- (e) Fundraising
 - (i) Chair: Treasurer
- (f) Webmaster
 - (i) Chair: Board of Directors

Article VII. Fiduciary Duties

Section 7.01 Treasurer's Report

- (a) The Treasurers Report is attended to in the WLC Administrative Policy and Procedure Manual.

Section 7.02 Annual Budget

- (a) The Annual Budget is attended to in the WLC Administrative Policy and Procedure Manual.

Section 7.03 Membership Fees

- (a) The Membership Fees shall be approved by a majority vote of Representatives at the Annual Budget Meeting.
- (b) WLC requires the payment of Membership fees. Such payment should be made in a timely manner by the due date.
- (c) The amount of the Membership fees is determined during the budget process conducted by the Board prior to the Annual Meeting.
- (d) Failure to pay Membership fees may result in action against the Member.

Section 7.04 Withdrawal of Budgeted WLC Funds

- (a) The Treasurer shall have the authority to pay expenses, debts, and other items up to \$500.00 (five-hundred dollars).
- (b) The Treasurer shall have the authority to pay expenses, debts, and other items greater than \$500.00 (five-hundred dollars) with the prior approval of the Board.

Section 7.05 Deposit of WLC Funds

- (a) All WLC funds shall be deposited in such Banks, Trust Companies, or other depositories as approved by the Board.

Section 7.06 Audit

- (a) Audits are attended to in the WLC Administrative Policy and Procedure Manual.

Article VIII. Notice

Section 8.01 Definition of Notice

- (a) Notice shall be written.
- (b) Notice shall be transmitted either in person, via mail or courier, via fax, via electronic transmission including but not limited to email or text message, or via any method that satisfies parts (a) and (c) of this section.
- (c) Proof of Notice shall be required and provided upon request including but not limited to signature of acknowledgment, receipt of delivery, fax log, written reply or any other method that reasonably proves delivery.

Section 8.02 Waiver of Notice

- (a) Waiver of notice may be provided by the person entitled to the notice.
- (b) Waiver of notice shall be written, signed, and dated.
- (c) Waiver of notice may be provided before or after the time notice was required.
- (d) Waiver of notice shall be equivalent to having provided notice.
- (e) Waiver of notice shall occur if a person attends a meeting except when said attendance is for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 8.03 Exception to the Notice Requirement

- (a) A Notice required under these bylaws, contracts, obligations, or the law as a condition precedent to any action shall not be required if providing such notice violates the law.

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- (b) No duty shall exist under this section to apply for license or other permission to provide such Notice.

Article IX. Indemnification

Section 9.01 Wisconsin Lacrosse Federation Compliance

- (a) In lieu of the standards of conduct otherwise provided by law, Officers, Directors, Authorized Representatives, Employees, and Volunteers of WLC shall be subject to the same standards of conduct, including the standards of care and loyalty and the rights of justifiable reliance, as shall at the time be applicable to Officers, Directors, Authorized Representatives, Employees, and Volunteers of the Wisconsin Lacrosse Federation.

Section 9.02 Officers, Directors and Authorized Representative Indemnification

- (a) WLC shall to the maximum extent permitted under Wisconsin Non-Stock Corporation Law, indemnify WLC Officers, Directors, and Authorized Representatives against reasonable expenses and against liability incurred by the Officer, Director or Authorized Representative in any proceeding in which he or she was a party because he or she was an Officer, Director, or Authorized Representative of WLC.
- (b) WLC shall, to the maximum extent permitted under Wisconsin Non-Stock Corporation Law, indemnify, reimburse, or advance expenses incurred by the Officer, Director or Authorized Representative in any proceeding in which he or she was a party because he or she was an Officer, Director, or Authorized Representative of WLC.
- (c) These Indemnification rights shall not exclude any other rights to which the Officer, Director, or Authorized Representative may be entitled to.

Section 9.03 Employee Indemnification

- (a) WLC shall to the maximum extent permitted under Wisconsin Non-Stock Corporation Law, indemnify any WLC Employee who is not an Officer,

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Director, or Authorized Representative of WLC, to the extent that the Employee has been successful on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding if the Employee was a party because he or she was an Employee of WLC.

- (b) These Indemnification rights shall not exclude any other rights to which the employee may be entitled to.

Section 9.04 Volunteer Indemnification

- (a) WLC shall to the maximum extent permitted under Wisconsin Non-Stock Corporation Law, indemnify any WLC Volunteer who is not an Officer, Director, or Authorized Representative of WLC, to the extent that the WLC Volunteer has been successful on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding if the Volunteer was a party because he or she was a Volunteer of WLC.
- (b) Volunteers who are licensed, certified, permitted or registered under the law and who are performing services to or on behalf of WLC without compensation are presumed to not be acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated in writing to WLC.

Section 9.05 Inurement of Indemnification

- (a) Indemnification under this Article shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 9.06 Exceptions to Indemnification

- (a) Officers, Directors, Authorized Representatives, Employees, and Volunteers of WLC shall not be personally liable to WLC for monetary damages for any action taken, or any failure to take any action, unless:

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- (i) The Officers, Directors, Authorized Representatives, Employees, or Volunteers of WLC have breached or failed to perform the duties of his or her office under Wisconsin Non-Stock Corporation Law, these bylaws, or other applicable provisions of law; and
 - (ii) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- (b) Indemnification of Officers, Directors, Authorized Representatives, Employees, and Volunteers of WLC shall not apply to any criminal statute or for the payment of taxes pursuant to local, state or federal revenue laws.

Section 9.07 Indemnification Insurance

- (a) WLC shall, to the maximum extent permitted under Wisconsin Non-Stock Corporation Law, purchase and maintain insurance coverage on Officers, Directors, or Authorized Representatives of WLC against liability asserted against or incurred by such individual in his or her capacity as an Officer, Director, or Authorized Representative of WLC.

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Article X. Miscellaneous

Section 10.01 Grievance Procedure

- (a) The Grievance Procedure is attended to in the WLC Administrative Policy and Procedure Manual.

Section 10.02 Published Records, Reports, Documents

- (a) All Records, Reports, Documents and the like that must be published on the WLC website shall remain on the WLC website for no less than three (3) years.
- (b) All Records, Reports, Documents and the like that may be published on the WLC website shall remain on the WLC website as long as is reasonable and necessary.

Section 10.03 Retention of Records, Reports, Documents

- (a) All Records, Reports, Documents and the like shall be retained for no less than seven (7) years. Including but not limited to Meeting Minutes, Board Reports, Treasurer's Reports, Committee Reports, and Annual Budget.

Section 10.04 Contracts

- (a) The Board may authorize any director, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of WLC, and such authority may be general or confined to specific instances, except as otherwise provided in these bylaws.

Section 10.05 Members Contracting or Transacting with WLC

- (a) Contracts or Transactions between WLC and WLC Member(s), including the interests of WLC Member(s):
 - (i) Shall not be void or voidable solely for such reason.

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- (ii) Shall not be void or voidable solely because the Member is present at or participates in the WLC Meeting which authorizes the contract or transaction.
 - (iii) Shall not be void or voidable solely because the Member votes for such purpose,
- (b) Each of the following must be satisfied for any Contract or Transaction between WLC and a WLC Member(s) or the interest of a WLC Member(S) to be valid and not void:
- (i) Full disclosure of the material facts shall be made to the Board including but not limited to the relationship between WLC and the Member.
 - (ii) The Contract or Transaction shall be reasonable and fair to WLC
 - (iii) The Board approves of the Contract or Transaction by a majority vote of disinterested Directors.
 - 1) Directors voting may be less than a quorum.
 - 2) Directors voting shall not include the interested Director when determining a quorum.

Section 10.06 Receipt of Property

- (a) WLC may receive and accept property, whether real, personal or mixed by way of gift, bequest, or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of Wisconsin Non-Stock Corporation Law and these By-Laws.
- (b) No gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in a manner which is

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inconsistent with the purposes of the WLC

- (c) No gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in a manner which is inconsistent with Wisconsin Non-Stock Corporation Law or any applicable local, state or federal revenue law.

Section 10.07 Operations

- (a) The principal and income of all property received and accepted by the WLC shall be held, administered, and invested to advance the purposes of WLC.

Section 10.08 Investments

- (a) WLC may hold, invest, or reinvest any funds or properties received by it when not otherwise specifically provided by bequest, devise, or deed of gift, according to the sole judgment of the Board of Directors.
- (b) WLC shall not be restricted as to retention of property, diversification of investment, or as to the type of investments which are or may hereafter be permitted by law.
- (c) WLC shall be subject to restrictions under these Bylaws, Wisconsin Non-Stock Corporation Law or any applicable State or Federal Revenue Law.

Section 10.09 Duty of Care and Duty of Loyalty

- (a) The Duty of Care
 - (i) A Member shall act in a reasonable and informed manner when participating in the decision-making, oversight, and management, of WLC.
 - (ii) A Member shall
 - 1) Attend and participate in meetings
 - 2) Be informed

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- 3) Exercise independent judgment
- 4) Rely on others only when appropriate

(b) The Duty of Loyalty

- (i) A Member shall act in the best interest of WLC rather than in the Member's own interest or in the interest of another organization or person.
- (ii) A Member shall not use their position in WLC for personal advantage.
- (iii) A Member shall
 - 1) Avoid conflicts of interest
 - 2) Not seize personal opportunities
 - 3) Maintain Confidentiality.

Section 10.10 Dissolution

- (a) If WLC proves unable to carry out the purpose for which it was created, WLC shall be dissolved in accordance with law. In the event of the dissolution of WLC, all of its assets, after payment of its debts and liabilities, shall be disposed of exclusively for the purposes of WLC to such organization or organizations as the Board of Directors shall select.
- (b) Such organization(s) shall be organized and operated exclusively for charitable purposes as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code.

Section 10.11 Amendment of Bylaws.

- (a) These Bylaws may be amended or repealed, or new bylaws may be adopted, by vote of a majority of the WLC Board of Directors at any WLC Meeting in compliance with these Bylaws.
- (b) The proposed Bylaw revisions shall be available to the Board for

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two months prior to voting to allow for a reasonable period of review.