

Bylaws of Waukesha Lacrosse Club, Inc.

(A Wisconsin Non-Stock Corporation)

Bylaws of Waukesha Lacrosse Club, Inc.

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Article I. **GENERAL PROVISIONS**

Section 1.01 Name

Waukesha Lacrosse Club, Inc. (“WLC”).

Section 1.02 Status

WLC is 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

WLC’s principal place of business is the home address of the current President of the Board of Directors.

Section 1.05 Management

Management of WLC is vested in the Board of Directors as defined in these Bylaws.

Section 1.06 Fiscal Year

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

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Article II. **PURPOSE AND MISSION STATEMENT**

Section 2.01 Purpose

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.

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Article III. **MEMBERSHIP**

Section 3.01 Definition

- (a) For all purposes of these Bylaws, the membership of WLC (“Members”) shall consist of the players, their parents and/or guardians, coaches, and members of the Board of Directors as defined in these Bylaws.
- (b) All Members must remain at all times in good standing, defined as:
 - (i) Members must timely pay all dues and fees, as required;
 - (ii) All players and coaches must be current members of US Lacrosse;
 - (iii) Members must accept and comply with all WLC rules, regulations, directives, policies, and procedures;
 - (iv) Members must conduct all activities in a manner consistent with the bylaws, rules, and regulations of the organizations listed under *Section 3.03, Chapter Affiliation*, below;
 - (v) Members must conduct all activities in a manner consistent with the bylaws, rules, and regulations of the National Federation of High Schools (“NFHS”).

Section 3.02 Membership Privileges

Membership privileges include, but are not limited to the following:

- (a) Each family of a participating player or players shall have one vote in general elections for the Board of Directors as defined in these Bylaws.

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”).

Section 3.04 Geographic Boundaries

- (a) In accordance with School District of Waukesha Facility Use Policy, all Members shall reside within the boundaries of the Waukesha School District, or attend a school in the Waukesha School district, or attend a High School designated by the current High School cooperative agreements.
- (b) Geographic boundaries are further attended to in the WLC Administrative Policy and Procedure Manual (currently under development).

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Section 3.05 Competition Levels

WLC sponsors player Members at the following competition levels:

- (a) High School Boys
- (b) High School Girls
- (c) Youth Boys
- (d) Youth Girls

Section 3.06 Suspension, Expulsion, or Discipline

Suspension, expulsion, or discipline of a Members is attended to in the WLC Administrative Policy and Procedure Manual (currently under development).

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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 Members.

Section 4.02 Positions

(a) The Board of Directors shall consist of the following eleven (11) positions (“Directors”):

- (i) President
- (ii) Vice President
- (iii) Secretary
- (iv) Treasurer
- (v) High School Boys Director
- (vi) High School Girls Director
- (vii) Youth Boys Director
- (viii) Youth Girls Director
- (ix) Boys Coaching Director
- (x) Girls Coaching Director
- (xi) Director of Communications and Marketing

(b) Board of Directors Position Descriptions are attached to in the WLC Administrative Policy and Procedure Manual (currently under development).

Section 4.03 Qualifications

- (a) The following qualifications are required of the Board. Each Director shall be:
- (i) At least 21 years of age; and
 - (ii) A parent and / or guardian of a current or former player; or
 - (iii) A coach.

Section 4.04 Terms

- (a) All Board terms shall be for two (2) years.
- (b) Each Director may serve a maximum of two (2) consecutive terms in any position.
- (c) In the event of a Director’s resignation prior to the expiration of his or her current term, the Board shall select another currently-serving Director (“Interim Director”) to fulfill the responsibilities of the departing Director until a successor (“Successor Director”) has been duly elected and qualified.
- (i) The Board of Directors shall appoint an Interim Director to fulfill the responsibilities of the departing Director no later than the Board of Directors meeting immediately following notification of the vacancy.
 - (ii) If, in the Board’s sole discretion, it would be impractical to elect a

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Successor Director to fulfill the duties of the departing Director, the Interim Director shall fulfill these duties for the remainder of the departing Director's term.

- (iii) The Secretary shall notify Members of the vacancy as soon as practicable after the vacancy occurs.
 - a. If a Successor Director will not be elected, the Secretary shall notify Members of the vacancy and the name of the Interim Director serving in place of the departed Director.
 - b. If a Successor Director will be elected, the Secretary shall notify Members of the vacancy and solicit nominations from the Members to fill the vacancy. The nomination period shall remain open for at least 15 days, but no longer than 30 days, after the Secretary has notified the Members of the vacancy.
- (iv) If a Successor Director will be elected, the Board of Directors shall elect the Successor Director from among the solicited nominations.
 - a. The Successor Director shall serve for the remainder of the departing Director's term.
 - b. If the Successor Director elects to run for the same or a different position in the next general election, the time served as Successor Director shall not count against the term limits defined in this Section.
 - c. The Board of Directors shall elect the Successor Director no later than the Board of Directors meeting immediately following the close of the nomination period.
 - d. The Secretary shall notify the Members of the election outcome as soon as practicable after the election.

Section 4.05 Elections

- (a) Elections shall be held every July.
- (b) The following positions shall be elected in the ODD years:
 - (i) President
 - (ii) Treasurer
 - (iii) High School Girls Director
 - (iv) Youth Boys Director
 - (v) Director of Communication and Marketing
 - (vi) Girls Coaching Director
- (c) The following positions shall be elected in the EVEN years:
 - (i) Vice President
 - (ii) Secretary
 - (iii) High School Boys Director
 - (iv) Youth Girls Director
 - (v) Boys Coaching Director
- (d) Members may submit completed ballots for any and all positions up for election.
 - (i) Voting rights are governed by *Section 3.02, Membership Privileges*.
 - (ii) Nominations for available positions are governed by *Section 4.06, Nominations*.

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- (iii) Ballots may be submitted in-person at the annual election meeting.
- (iv) Ballots may be submitted to the Secretary by mail or electronic mail prior to the annual election meeting. Ballots submitted by mail or electronic mail must be received no later than 5:00 PM on the day of the annual election meeting.
- (v) If the Secretary position is up for election, ballots submitted by mail or electronic mail must be submitted to the President.

Section 4.06 Nominations

- (a) The Secretary shall notify Members of upcoming Board vacancies and term expirations at least 60 days prior to the election meeting.
- (b) Members may submit to the Secretary nominations for any and all open Board positions. The nomination period shall remain open for at least 15 days, but no longer than 30 days, after the Secretary has notified the Members of the upcoming Board vacancies and term expirations.
- (c) The Secretary shall notify Members of nominated candidates, by position, at least 30 days prior to the election meeting.
- (d) The Secretary shall publish a ballot containing the names of all nominated candidates, by position, no later than 20 days prior to the election meeting. The ballot shall be made available to all Members.

Section 4.07 Removal

A Director may be removed for 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 supported by approved allocation in the budget, Staff may receive reasonable compensation for fulfilling their duties.
- (c) Upon resolution of the Board, and supported by approved allocation in the budget, Directors or Staff may receive reimbursement for reasonable expenses incurred as a result of fulfilling their Board of Staff duties.

Section 4.09 Voting Rights

- (a) In all matters of Board business, each Director except the President is considered a Voting Board Member and shall have one (1) vote.
- (b) The President is a Non-Voting Board Member in all matters of Board business, except in those instances in which a Board vote results in a tie. Under these circumstances, the President is entitled to one (1) vote to break the tie.

Section 4.10 Staff Positions

- (a) The Board of Directors, in their sole discretion, may establish advisory and administrative staff positions as necessitated by the growth of the organization.

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(b) Currently approved advisory and administrative staff positions include, but are not limited to:

- (i) Uniform Coordinators;
- (ii) Spirit Wear Coordinators;
- (iii) Volunteer Coordinators; and
- (iv) High School Booster Club Representatives.

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Article V. **MEETINGS**

Section 5.01 General Provisions

- (a) All Board meetings (“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) Meetings shall take place at a location determined by the Board of Directors.
- (e) Date and Time of Meeting
 - (i) All Meetings, unless otherwise specified prior to the Meeting, shall take place on the second Tuesday of the Month at 6:30 P.M.
- (f) Notice of Upcoming Meeting
 - (i) The Secretary shall publish on the WLC website and/or via electronic mail a notice of each upcoming Meeting at least two (2) weeks prior to the Meeting.
 - (ii) The Meeting notice shall include:
 - a. The Meeting classification;
 - b. The date, time, and location of the Meeting; and
 - c. The Meeting agenda and all relevant documents.
- (g) Notice of Past Meeting
 - (i) The Secretary shall publish on the WLC website a notice of each past Meeting no later than one (1) week after the Meeting.
 - (ii) The Meeting notice shall include:
 - a. The Meeting classification;
 - b. The date, time, and location of the Meeting; and
 - c. The Meeting Minutes that were approved at that Meeting.

Section 5.02 Quorum

- (a) A Quorum shall be the number of Directors necessary to conduct a Meeting.
 - (i) All Meetings shall have present a quorum of at least fifty-one percent (51%) of the Voting Board Members.
- (b) Decisions reached and actions taken by the quorum majority shall be considered the decisions reached and actions taken by the entire Board of Directors, unless a greater number of Voting Board Members are required by law, by the Articles of Incorporation, or by these Bylaws.

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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; and
 - (iii) The Directors entitled to vote on the action unanimously consent in writing to the action to be taken.
- (b) This section shall be strictly and narrowly construed.

Section 5.04 Agenda for Meetings

The Agenda for Meetings is attended to in the WLC Administrative Policy and Procedure Manual (currently under development).

Section 5.05 Meeting Minutes

The content and format of the Meeting Minutes are attended to in the WLC Administrative Policy and Procedure Manual (currently under development).

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Article VI. **COMMITTEES**

Section 6.01 General Provisions

- (a) The Board of Directors may create Committees, including, but not limited to, Standing 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 in this Article.
- (c) The Board of Directors shall appoint members to each Standing Committee to ensure that Committee membership represents the interests of as many Members as 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 Communications and Marketing
- (e) Fundraising
 - (i) Chair: Treasurer
- (f) Internet
 - (i) Chair: Director of Communications and Marketing

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Article VII. **FIDUCIARY DUTIES**

Section 7.01 Treasurer's Report

The content and format Treasurer's Report is attended to in the WLC Administrative Policy and Procedure Manual (currently under development).

Section 7.02 Annual Budget

The content and format Annual Budget is attended to in the WLC Administrative Policy and Procedure Manual (currently under development).

Section 7.03 Membership Fees

- (a) WLC requires the payment of membership fees in a timely manner, no later than the due date established by the Board of Directors.
- (b) Membership fees and due dates are determined by the Board of Directors during the budget process conducted prior to the annual Budget Meeting.
- (c) Membership fees shall be approved by a quorum majority vote at the annual Budget Meeting in accordance with the provision of Article V.
- (d) Failure to timely pay membership fees may result in action against the Member in accordance with the provisions of Article III.

Section 7.04 Withdrawal of Budgeted WLC Funds

- (a) The Treasurer shall have the authority to pay expenses, debts, and other items up to \$1,000.00 (one thousand dollars).
- (b) The Treasurer shall have the authority to pay expenses, debts, and other items greater than \$1,000.00 (one thousand dollars) with the prior approval of the Board.

Section 7.05 Deposit of WLC Funds

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

Section 7.06 Audits

The content, format, and frequency of audits are attended to in the WLC Administrative Policy and Procedure Manual (currently under development).

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

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Article IX. **INDEMNIFICATION**

Section 9.01 Wisconsin Lacrosse Federation Compliance

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, 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.

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.

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Section 9.05 Inurnment of Indemnification

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:

(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

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

The Grievance Procedure is attended to in the WLC Administrative Policy and Procedure Manual (currently under development).

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

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

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;
 - (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; and
 - (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; and
 - (iii) The Board approves of the Contract or Transaction by a majority vote of disinterested Directors.
 - a. Directors voting may be less than a quorum.
 - b. When determining a quorum Directors voting shall not include the

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interested Director.

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 inconsistent with the purposes of 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

The principal and income of all property received and accepted by 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:
 - a. Attend and participate in meetings;
 - b. Be informed;
 - c. Exercise independent judgment; and
 - d. 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
 - a. Avoid conflicts of interest;
 - b. Not seize personal opportunities; and

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

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Revision History

| Revision | Description | Date |
|----------|---------------------------------------|------------|
| 1 | Major textual revisions, reformatting | 03/01/2016 |
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