

**BYLAWS OF
ARIZONA YOUTH LACROSSE**

ARTICLE I

GENERAL PROVISIONS

SECTION 1. Name. The name of the corporation is "Arizona Youth Lacrosse" (the "Corporation").

SECTION 2. Arizona Office. The principal office of the Corporation shall be located in Maricopa County at such address as the Executive Board (the "Board") may designate from time to time.

SECTION 3. Other Offices. The Corporation may also maintain offices at such other place or places, where the Corporation is qualified to conduct its business, whether in or out of the State of Arizona, or in or out of the United States of America, as the Board may designate from time to time, and the Corporation may transact its business at such other offices with the same effect as that conducted at the principal office.

SECTION 4. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but nevertheless if in any instance a corporate seal be used, the same shall be either (a) a circle having on the circumference thereof the name of the Corporation and in the center the words "corporate seal," the year incorporated and the state where incorporated or (b) a circle containing the words "corporate seal"

ARTICLE II

STATEMENT OF PURPOSE

The Corporation is organized and shall be operated as a nonprofit corporation under the laws of the State of Arizona, exclusively for one or more of the purposes described within section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the "Code"), such purposes shall include, without limitation, promoting the game of lacrosse in a safe and sportsmanlike environment among junior high school ("JHS") and youth boys' teams and to organize and operate a league of such teams in Arizona. The Corporation may conduct any or all lawful affairs for which an Arizona nonprofit corporation may be incorporated except for activities not permitted to be carried on (a) by a corporation described in Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

MEMBERSHIP; PARTICIPATING ORGANIZATIONS

SECTION 1. Member Corporation.

(a) Rights of Members. Each Participating Organization (Club) shall be eligible to appoint one (1) voting representative to cast the Participating Organization's vote in Board elections, changes to Bylaws, Rules or Regulations, or any issues requiring a vote of the Membership as described in these Bylaws. Every Club Program that played the 2016 AYL season meets the definition of a Participating Organization. The addition of new teams is addressed below.

(b) Designation of the Vote: The voting representative of the Participating Organization must be declared to the Secretary. In the absence of direction from the Participating Organization the voting representative will be filled by the Participating Organization's Head Coach. All Participating Organizations will provide two points of contact to ensure information is distributed in a timely manner. By default the two points of contact for Participating Organizations will be the Head Coach and the Team Administrator; all deviations must be presented to the Board and deemed justifiable by the sole determination of the Executive Board.

(c) Voting Rights: The voting representative will only vote on issues pertaining to their level of participation.

(d) Resignation and Termination. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership. Termination shall not relieve a member of unpaid dues or other charges previously accrued.

(e) Additional Participating Organizations: Additional Participating Organizations may be admitted to the AYL upon meeting the following conditions:

(1.) The Participating Organization must prove sustainability by participating in the Corporation and its league as an organization for a Probationary Period of two (2) consecutive years.

(2) During the Probationary Period the Participating Organization must meet the conditions set forth in Section 3. If at any point in time the Participating Organization does not meet the standards set forth in Section 3, the Organization must correct the discrepancy to the conditions set by the Executive Board. Once the Executive Board is satisfied, the Probationary Period may be restarted or resumed at the sole determination of the Board.

(3) During the Probationary Period the Participating Organization will abide by the Rules and Regulations described in Section 5 without a major infraction or multiple minor infractions. Probationary period will reset if the Participating Organization does not adhere to the Rules and Regulations described in Section 5 to the desired extent set by the Executive Board at the sole discretion of the Executive Board. The Probationary Period will be reset by a majority vote of the Executive Board.

(4) At the successful completion of the Probationary Period the Participation Organization will be given one (1) Membership Seat with a majority vote from the existing Members.

SECTION 2. Stock. The Corporation shall have no capital stock.

SECTION 3. Participating Organizations. Participation in the league operated by the Corporation shall be open to any Phoenix Metro Area amateur youth lacrosse organization which maintains an open membership, and is voluntarily and primarily concerned with the promotion of the game of lacrosse as set forth and specified in this Article and the Rules and Regulations described in Section 5 of this Article. Specifically, a youth lacrosse organization may participate in the league if all of the following conditions are met:

(a) The organization must agree to promote and conform to the AYL Mission Statement.

(b) The organization must have open registration, allowing for participation regardless of race, creed, color or religion. However, because there is a separate Arizona girls' league the Corporation shall have the discretion whether or not to admit girls to the league.

(c) No player may be paid for participating in the organization, whether for money or other valuable consideration. Equipment or fee waivers may be granted by the Participating Organization to players based on a demonstrated need, any such waivers will not relieve the Participating Organization of any requirement for annual dues or fees charged by the Corporation.

(d) The organization must pay to the Corporation on a timely basis all required dues, assessments and fees.

(e) The organization must maintain an appropriate liability insurance policy for which minimum standards shall be set by the Board. The organization will comply with this requirement by requiring that all of its members (including members of its board of directors, if any, coaches, assistant coaches and players) are members of United States Lacrosse, Inc. ("USL") and thereby have the required USL insurance coverage.

(g) The organization must abide by and follow all guidelines, policies, rules and procedures adopted by the Board from time to time, including, without limitation, the Rules and Regulations described in Section 5 below.

Application for participation in the league must be made in writing to the Board, which may consider such application at any properly scheduled meeting of the Board. Participating organizations in the league are not required to submit renewal applications.

SECTION 4. Annual Dues. Each participating organization shall be required to pay annual dues, payable in full or two equal installments on Jan 2, 2016 and December 1, 2017. The amount of the dues for each year shall be set by the Board. Failure to pay dues by the deadlines set by the Board may result in the forfeiture of the Participating Organization's Membership Seat. To regain Membership, the Participating Organization may be required to regain Membership as stated in Section 1, subject to the discretion of the Board.

SECTION 5. League Rules and Regulations. The Board shall adopt or amend from time to time the league's Rules and Regulations that it deems appropriate to govern certain league policy, organization, procedural and competitive matters. All changes to the Rules and Regulations must be ratified by a majority vote of the Corporation Members affected by the rule change. The current Rules and Regulations, as they may be amended from time to time, are attached hereto as **Exhibit A**.

SECTION 6. Eligibility and Qualifications of Coaches. Participation on AYL league teams as coaches is restricted as follows:

- (a) The organization must have open registration for coaches, allowing for participation regardless of race, creed, color, sex or religion.
- (b) All AYL Head Coaches must have a current U.S. Lacrosse membership for the 2017 season. All head and assistant coaches shall complete the Positive Coaching Alliance online coaching course or such other, substitute coaching course as the Board, in its sole discretion may approve. Coaching candidates may be approved to coach in the AYL without the above certifications with the provision that the individual has forty-five (45) days to complete such certifications and submit them to the Board.
- (c) All coaches must submit a coach's registration application to the Board with proof of required certifications. Returning coaches are required to submit certification as they become expired.
- (d) A coaching applicant must be of a high character. All AYL coaches must comply with all AYL Rules and Regulations as well as the AYL Code of Conduct.
- (e) All head and assistant coaches must comply with AYL Rules regarding the eligibility and qualifications of coaches, as adopted by the Board from time to time.
- (f) All AYL head coaches will be required to attend the Level 1 coaching clinics provided by US Lacrosse on October 15th 2016 unless he/she can provide certification from U.S. Lacrosse for Level 1 and/or Level 2 or exemption from the requirement by Board at the Board's sole discretion.
- (g) All AYL head and assistant coaches shall certify that they are familiar with the AYL Rules and Regulations as well as the NFHS rules (with youth-specific Rules Variances), to include but not limited to the sections regarding player assignments and automatic suspensions for Unsportsmanlike Conduct and Fighting. Failure to comply with any of the above requirements or expectations of character will result in the rejection of application of any coaching applicant or returning coach at the sole discretion of the Board. Any person desiring to coach shall agree to authorize the Board to conduct, and the Board may conduct, a background check, which may include a review of criminal history records and sex offender registries. Based upon any information revealed by such background check, the Board may, in its sole discretion, reject the membership application, coaching registration or continued participation in the ALL of any person. Nothing in this section shall be construed to limit the ability of the ALL to reject the registration application of any coaching applicant for any reason.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. Powers. Subject to any limitation set forth in the Articles of Incorporation, these Bylaws or any applicable laws, the Board shall manage and control the assets and affairs Corporation in cooperation with the Arizona Chapter of U.S. Lacrosse. The Board shall be made of the Executive Board and the JHS Board. The Executive Board shall consist of a President, Vice-President, Treasurer, and Secretary. Their duties are spelled out below. Each of these officers shall be elected by the entire membership of Participating Organizations for the specific office which they hold. Any matter requiring a vote of the Executive Board that results in a tie shall be referred to a vote of the entire membership of Participating Organizations. These members will hold staggered terms, such that the term of one member expires annually. The Board and their representatives and agents make no representations or guarantees concerning the character, community standing or other social or personal aspects regarding players, coaches or referees participating in the league operated by the Board. The Board is responsible for coordinating the many aspects of the Corporation and its league, including scheduling games, referees and fields. The Board is not required to make, nor may any person rely upon the Board making, background checks on any adults involved in the Corporation, its league or any other league.

SECTION 2. Number. The Board shall consist of up to ten (10) Board members as described above, and may include the addition of one (1) *ex officio*, non-voting director described in Section 3 of this Article. Directors need not be residents of the State of Arizona. In no event shall a decrease in a term of office shorten the term of any incumbent director.

SECTION 3. Ex Officio Director. If utilized, the President of the Arizona Chapter of United States Lacrosse, Inc. (the "Chapter") shall serve as an *ex officio*, non-voting, director of the Board. In the event the President of the Chapter is unable or unwilling to serve as such *ex officio* director, the President of the Chapter shall designate an alternate Chapter officer to serve as the ALL *ex officio* director until the next Chapter President is elected.. The *ex officio* director shall serve until his or her successor as President of the Chapter is elected, or until his or her earlier death, resignation or removal in accordance with Section 6 of this Article.

SECTION 4. Election and Term of Directors. On an annual basis the Members shall elect successor directors to fill the then-expiring director positions and new directors to fill newly created positions, if applicable. Candidates for Board positions will be nominated and seconded from the Members to appear on the ballot of office. The Corporation Members will then elect directors by a majority vote.

The Board of Directors, which shall consist of the President, Vice President, Treasurer, and Secretary, and such other directors, if any, who are nominated and elected by the Corporation Members to serve on the Board. Each member elected to the Board shall serve for a three (3) year term until such Board member's successor has been elected and qualified, or the member's earlier death, resignation or removal.

The President shall be the chairperson of the Board. To the extent permitted by law, the Board shall have and may exercise all the authority of the Corporation, except that the Board may not exercise any authority of the Board to (a) authorize distributions; (b) fill vacancies on the Board or (c) adopt, amend or repeal the Bylaws. During the intervals between meetings of the Members, the Board shall, subject to the foregoing limitations, possess and may exercise all the powers and functions of the Board in the management and direction of the affairs of the Corporation in all cases in which specific direction shall not have been given by the Members. All actions by the Board shall be reported to the Members. Regular minutes of the proceedings of the Board shall be kept and made publicly available. A majority of the members of the Board in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the Board present at a meeting at which a quorum exists shall be necessary for the taking of any action. The Board shall fix and establish its own rules of procedure, provided that such rules are not inconsistent with these Bylaws, the rules adopted by the Board or any applicable law, and shall meet as provided by such rules and shall also meet at the call of the Chairman or a majority of the Board.

The elected directors shall serve staggered terms so that approximately one-third (1/3) of the directors' terms will expire each year. The Board that adopts these Bylaws shall divide the elected director positions into three (3) classes as nearly equal in number as possible which shall be known as Class I, Class II and Class III. Upon the first election of Board members, the assignment of Class I, Class II and Class III terms shall be made by random selection. The directors of Class I shall hold office until the first annual voting of the Membership that occurs after these Bylaws have been adopted, those

of Class II until the second annual voting of the Membership that occurs after these Bylaws have been adopted, and those of Class III until the third annual voting of the Membership that occurs after these Bylaws have been adopted, except that each director shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal.

SECTION 5. Voting Rights. All directors shall have voting rights on matters to come before the Board in accordance with these Bylaws. All Corporation Members shall have voting rights on all matters to come before the Members in accordance with these Bylaws. All changes to the Bylaws, must be presented to the Corporation Members by the Board and ratified by a two thirds (2/3) majority vote of Corporation Members at the level of the affective change. Changes to the Rules and Regulations are by a majority vote as indicated in Art. III, Section 5. All issues voted on by the Corporation Members will be sent in writing, delivered to each of the members at his or her usual place of business or residential address, either personally, by first-class mail, electronic mail or facsimile or in person. In a vote conducted by mail, electronic or otherwise, Members will have a deadline to submit their vote to the Executive Board. Deadlines will be no less than one (1) week from the date the ballot is sent. Failure to comply with this deadline will be cause to forfeit their vote on that particular subject. Members may be given more time to vote on an issue pending appeal to the Board based on reasonable cause for truancy. Inability to inform the Board of a change in email or address within a timely manner is not grounds for an extension.

SECTION 6. Removal. Any elected director may be removed by the affirmative vote of a two-thirds (2/3) majority of the Membership, with or without cause, whenever, in the judgment of those voting, the best interests of the Corporation will be served thereby. The *ex officio* director may be removed, with or without cause, only by a duly adopted amendment to the Bylaws that removes the *ex officio* designation for the Chapter President or his or her designee. Any elected director removed or resigned from the Participating Organization he/she represents will be removed from the Executive Committee and Membership Corporation without ratification or vote from the Membership.

SECTION 7. Vacancies. Vacancies in elected director positions on the Board, however caused, must be filled by a vote of the Corporation Members. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. Any partial term that is served by a director who is elected to fill a vacancy shall be counted as a full term for the purpose of calculating the term limit described in Section 4 of this Article.

SECTION 8. Regular Meetings. Regular meetings of the Board or the Membership may be held at regular intervals at such times and places as the Board or the Membership may from time to time determine. Notice of meetings shall be publicized to the Membership whenever possible. Business conducted at Board meetings shall be presumptively open to Members, although the Board has discretion to go into private session as it deems necessary and appropriate.

SECTION 9. Annual Meeting. The Membership shall meet annually for the purpose of organization, the election of directors and officers, and the transaction of other business.

SECTION 10. Special Meetings. Special meetings of the Board or Membership may be called by the President or Secretary, a majority of the Board or a 2/3 majority of the Membership.

SECTION 11. Place of Meetings. Meetings of the Board or Membership may be held in or out of the State of Arizona. Such meetings may be held by means of telephone conference or similar method by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 12. Notice. Notice of all Board Meetings, stating the date, time and place of the meeting, shall be given to the directors at least two (2) days prior thereto by (a) a writing delivered to each of the directors at his or her usual place of business or residential address, either personally, by first-class mail, electronic mail or facsimile or (b) by telephone, except that notice must be in writing if the Board intends to vote on the removal of a director at such meeting and such purpose must be stated in the notice. Except as otherwise provided herein, notices need not state the purposes of the meeting and any business may be transacted at any Board meeting.

SECTION 13. Waiver of Notice. Notice of any meeting may be waived by a director before or after the date and time for the meeting stated in the notice. The waiver shall be in writing, signed by the director entitled to notice and filed with the minutes or corporate records. The attendance or participation of a director at a meeting shall constitute a waiver of notice

of such meeting, unless at the beginning of the meeting or promptly upon the director's arrival at the meeting, the director objects to holding the meeting or to the transaction of any business at the meeting and does not thereafter vote for or assent to the action taken at such meeting. Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

SECTION 14. Quorum. A quorum for the transaction of business at any meeting of the Board or Membership is established by the presence in person or by proxy of a majority of the Board then in office or Membership. Once a quorum has been established, withdrawal of any director shall not prevent the further transaction of business at that meeting. In the absence of a quorum, a majority of directors present may adjourn the meeting without further notice to any absent director, other than the announcement at the meeting, until such time as a quorum can be attained.

SECTION 15. Manner of Acting. If a quorum is present, the affirmative vote of a majority of directors present shall be the act of the Board, unless a greater number is required by the Articles of Incorporation, these Bylaws or any applicable laws.

SECTION 16. Proxies. At any meeting of the Board, a Director may vote by proxy provided by the Director or by his or her duly authorized attorney-in-fact. A proxy appointment is effective when received by the Secretary of the Corporation and is valid for one (1) month unless a different period is expressly stated in the proxy appointment form.

SECTION 17. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action, is signed by all of the directors or committee members, as applicable, entitled to vote upon such action at a meeting and the written consent or consents are filed with the minutes of the proceeding of the Board or committee. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members, as applicable.

ARTICLE V

OFFICERS

SECTION 1. Designation of Titles. The officers of the Corporation shall consist of a President, Vice President (Discipline), Treasurer, and Secretary, and such other officers and assistant officers, as the Board or Membership may deem necessary or desirable. Unless the Articles of Incorporation or these Bylaws provide otherwise, one person may hold any number of offices at the same time. Compensation for officers is addressed in Article VII, Section 1.

SECTION 2. Election and Term of Office. The Corporation Members shall elect the officers of the Corporation, all of whom also serve as Directors. Each Officer Candidate must be nominated and agree to accept their nomination. Upon those two events, the Secretary shall be responsible for ensuring that an appropriate ballot is provided to Corporation Members. Elections shall be held annually. Each officer shall serve until such officer's successor is elected and qualified, or the expiration of the officer's Board membership, or the officer's earlier death, resignation or removal. Each officer may serve unlimited successive terms.

SECTION 3. Additional or Assistant Officers. The Board may appoint such additional or assistant officers as the Board may deem necessary or desirable each of whom shall hold office for such period and have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. The Board may delegate to any officer or to any committee the power to appoint any such additional or assistant officers. Notwithstanding the foregoing, no assistant treasurer shall have the power or authority to collect, account for, or pay over any tax imposed by any federal, state or city government.

SECTION 4. Removal. Any officer may be removed by the Membership by 2/3rds vote, with or without cause, whenever in the Members judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not in itself create contract rights.

SECTION 5. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled by the Board for the unexpired portion of the term.

SECTION 6. President. The President shall preside at all meetings of the Executive Board, shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall exercise general supervision and control of all of the business and affairs of the day-to-day operations of the Corporation and shall perform such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe. The President shall oversee the Registration Committee and answer to the Board with any problems or issues concerning registration.

SECTION 7. Vice President. At the request of the President, or in the event of the President's absence, disability, or refusal to act, the Vice President shall perform all of the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall oversee the actions of the Disciplinary Committee as stated in Article VI Section 8, and such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe, subject to the control of the Board. The Vice President shall have such other powers and perform such duties as the Board may from time to time prescribe, subject to the control of the Board.

SECTION 8. Secretary. The Secretary (or one or more assistant secretaries, as the Board may determine) shall: (a) keep the minutes of all meetings of the Board; (b) keep an accurate list of Board members and their attendance at meetings of the Board; (c) give notice as provided in the Bylaws of all Board meetings; (d) have charge of the books, records and papers of the Corporation relating to its organization as a corporation; (e) maintain all historical records of the Corporation's activities; (f) have responsibility for authenticating records of the Corporation; and (g) shall see that the reports, statements and other documents required by law are properly kept or filed. The Secretary shall be responsible for overseeing the nomination process by: (a) reviewing Board composition, (b) evaluating the desirability of Board expansion or contraction, (c) recruiting and/or screening Board candidates, (d) thirty (30) days prior to an election, providing a suggested slate of candidates whom have been nominated by the Corporate Members or self-nominated an individual to stand for election to the Board or to fill any vacancies, and (e) any other functions as may be assigned to it from time to time by the Bylaws or the Board. In general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe, subject to the control of the Board.

SECTION 9. Treasurer. The Treasurer (or one or more assistant treasurers, as the Membership may determine) in cooperation with an appointed member of U.S. Lacrosse shall: (a) have charge and custody of, and be responsible for, all the funds and securities of the Corporation and all monies collected from fund-raisers and miscellaneous activities; (b) keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; (c) deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such banks and other depositories as may be designated by the Board; and (d) disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, any single disbursements of funds totaling more than \$500 will require a counter-signatory. In general, the Treasurer shall perform all duties incident to the office of the Treasurer and such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe, subject to the control of the Board.

ARTICLE VI

COMMITTEES OF THE BOARD

SECTION 1. Designation of Committees. In addition to the committees set forth in these Bylaws, the Board may create one or more additional standing or special committees of the Board to assist the Board in directing the business of the Corporation and appoint officers to serve on them. Each such committee shall have only the authority granted to it by the Board. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of any authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law. Each committee member shall serve at the pleasure of the Board, or until his or her earlier death or resignation. All committees are to report promptly and regularly to the Board and to take only such actions as are authorized in these Bylaws or by the Board. Except as otherwise provided herein, the provisions contained in these Bylaws concerning meetings of the Board, Board action without meetings and notice, waiver of notice by members of the Board, and Board quorum and voting requirements shall also apply to each committee of the Board. Without limiting the foregoing, each committee of the Board may adopt rules for its own governance that are not inconsistent with these Bylaws, the rules adopted by the Board or any applicable law.

SECTION 2. Committee Chairpersons. For each committee other than the Scheduling Committee, the President, with the approval of the Board, shall appoint one committee member to be the chairperson of the committee until the next annual

meeting of the Board and his or her successor is appointed, or until his or her earlier death, resignation or removal. Committee chairpersons may serve unlimited successive terms.

SECTION 3. Vacancies. Vacancies in the membership of any committee other than the Executive Board may be filled by the Board in its discretion.

SECTION 4. Audit Committee. The Audit Committee shall assist the Board in overseeing the finances of the Corporation, which may include (a) monitoring the Corporation's financial accounting and internal control processes and systems, (b) recommending an independent auditor to the Board to audit the books and accounts of the Corporation every three (3) years or after any replacement of the Treasurer, (c) monitoring the independence and performance of such auditors, and (d) any other functions as may be assigned to it by the Bylaws or the Board. The membership of the Audit Committee shall not include any members of the Board, and will be chaired by a member of the Arizona Chapter of U.S. Lacrosse who will appoint the members of the committee and brief the Board on any issues concerning the Audit Committee.

SECTION 5. Scheduling Committee. The Scheduling Committee shall assist the Board in overseeing the scheduling of games of the Participating Organizations, which may include (a) creating a schedule of games for all levels of competition with coordination of coaches or team administrators of the Participating Organizations, (b) coordinating the schedule with the Arizona Lacrosse Officials Association to ensure all games have an appropriate level of officiating, (c) coordinating the schedule off post season events, to include but not limited to: playoff, championships, end of year jamborees and all-star games, and (d) any other functions as may be assigned to it by the Bylaws or the Board. The membership of the Scheduling Committee will be chaired by the Vice President who will brief the Board on any issues concerning the Scheduling Committee.

SECTION 6. Disciplinary Committee. The Disciplinary Committee shall oversee and investigate all grievance and disciplinary proceedings by (a) investigating all claims and disciplinary actions (b) ensuring that all investigations and appeals are processed in a timely manner as per the timelines set forth in the ALL Rules and Regulations, Exhibit A (c) provide recommendation for action to be made by the Board, and (d) any other functions as may be assigned to it by the Bylaws or the Board. The Disciplinary Committee shall consist of 5 members in good standing with the league, one of which is a board members and committee chair. The membership of the Disciplinary Committee shall not include any Executive Board members except the Disciplinary Chair who will brief the board on any issues concerning the Disciplinary Committee.

ARTICLE VII

COMPENSATION AND RESIGNATIONS

SECTION 1. Fees and Compensation. No director shall receive any compensation for his or her services in that capacity, except that necessary and reasonable out-of-pocket expenses for attendance at Board meetings or for other activities undertaken with the authorization of the Corporation may be paid or reimbursed. Nothing herein shall preclude a director from receiving compensation in a reasonable amount, as determined by the Board, for services rendered to or for the benefit of the Corporation in a capacity other than as a director.

SECTION 2. Reimbursements. Any payments made to a director pursuant to Section 1 of this Article or to any officer, agent or employee of the Corporation, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service shall be reimbursed by the director, officer, agent or employee of the Corporation to the full extent of such disallowance. It shall be the duty of the directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the director, officer, agent or employee, subject to the determination of the Board, proportionate amounts may be withheld from his or her future compensation payments until the amount owed the Corporation has been recovered.

SECTION 3. Resignations. Any director, officer or committee member may resign at any time by giving notice of his or her resignation to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified

therein or, if no time is specified, at the time of the receipt thereof, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers that may be so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks and Drafts. All checks, drafts or orders for payment of money, or notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as the Board shall, by resolution, from time to time determine. In the absence of such determination by the Board, such instruments shall be signed by the Chairman. All checks, drafts or orders for payment of money, or notes or other evidences of indebtedness issued in the name of the Corporation totaling more than \$500 will require a counter-signatory.

SECTION 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

SECTION 4. Loans. No loans shall be made by or to the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. The Corporation shall not lend money to or use its credit to assist its directors or officers, whether or not employees. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until repaid.

SECTION 5. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX

VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board, the Chairman shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which the Corporation may hold shares and at any such meeting, he or she may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, the Corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE X

CONFLICTS OF INTEREST

SECTION 1. Conflict-of-Interest Transactions. The AYL as a nonprofit, tax-exempt organization depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS as well as stated corporate and tax officials, parents and players, view the operation of the AYL as a public trust which is subject to scrutiny by and accountability to such governmental authorities as well as to members of the public. Consequently, there exists between the AYL and its board and members a fiduciary duty which carries with it a broad and unbending duty of loyalty and fidelity. The board has the responsibility of administering the affairs of the AYL honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the AYL. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the

AYL or knowledge gained there from for their personal benefit. The interest of the organization must have the first priority in all decisions and actions.

This statement is directed not only to directors and other volunteers, but to all Member organizations, vendors and participants (players, coaches, club members) who can influence the actions of the AYL. For example, this would include all who make purchasing decisions, all other persons who might be described as 'management personnel,' and who have proprietary information concerning the AYL.

Conflicts in interest may rise with any of the following third parties or with those who serve dual roles:

- (a) Persons and firms supplying good and services (including officials) to the AYL.
 - (b) Club board members of individual teams.
 - (c) Coaches and assistant coaches.
 - (d) Donors supporting the AYL.
 - (e) Agencies, organizations, and associations that affect the operations of the AYL.
 - (f) Family members, friends, and other employees. A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned above. Such an interest might arise through:
 - (a) Board members of the AYL also being involved with individual teams or clubs.
 - (b) Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with the AYL.
 - (c) Receiving remuneration for services with respect to individual transactions involving the AYL.
 - (d) Using the AYL's time, personal, equipment, supplies, or good will for other than the AYL's approved activities, programs, and purposes.
 - (e) Receiving personal gifts or loans from third parties dealing with the AYL. Receipt of any gift is disapproved except fits of nominal value which could not be refused without discourtesy. No personal gift of money should ever be accepted.
- The areas of conflicting interest listed, and the relations in those areas which may give rise to conflict, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the trustees, officers, and management employees will recognize such areas and relation by analogy. The fact that one of the interests described above exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of the AYL.

However, it is the policy of the board that the existence of any of the interests described shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures. Disclosure should be made according to the ALL standards. Transactions with related parties may be undertaken only if all the following are observed:

- (a) Any transaction is fully disclosed to the full board of the organization;
- (b) The related party is excluded from the discussion and approval (voting) of such transaction;
- (c) A competitive bid or comparable valuation exist; and
- (d) The organization's board has acted upon and demonstrated that the transaction is in the best interest of the organization. Disclosure in the organization should be made to the Chairman (or if he/she is the one with the conflict, then to the next highest ranking officer or board member), who shall determine whether a conflict exists and bring it to the attention of the Board. The Board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the AYL. The decision of the board on these matters will rest in the sole discretion, and their concern must be the welfare of the AYL and the advancement of its purpose.

SECTION 2. Quorum. A majority, but at least two (2), of all of the directors who do not have a Conflicting Interest with respect to the contract or transaction, and who do not have a familial, financial, professional or employment relationship with a director or officer who has such a Conflicting Interest, shall constitute a quorum at a meeting of the Board or committee of the Board that authorizes, approves or ratifies a contract or transaction.

SECTION 3. Conformity with the Act. This Article is intended to be in conformity with the applicable provisions of the Arizona Nonprofit Corporation Act and shall be no more restrictively applied than those provisions.

ARTICLE XI

INDEMNIFICATION

SECTION 1. Indemnification. The Corporation shall indemnify its current or former directors and officers, and its employees and agents against expenses incurred in actions within the scope of the Corporation by third parties or by or in right of the Corporation to the full extent permitted and as provided by applicable laws.

SECTION 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by the person, in such capacity or arising from the person's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify the person against such liability under this Article of these Bylaws.

ARTICLE XII

EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501 (c)(3) of the Code or an organization contributions to which are deductible under Section 170(c)(2) of the Code. In no event shall the Corporation, as any substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except as is otherwise provided in Section 501(h) of the Code. Nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII

NO PRIVATE INUREMENT

No member, director, officer, employee or other person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its charitable purposes or reimbursement for necessary and reasonable out-of-pocket expenses, provided that such compensation and reimbursement is otherwise permitted by these Bylaws and is established by the Board. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, either dispose of all of the assets of the Corporation exclusively for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Code or distribute the assets to one or more organizations that shall then qualify as exempt organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of or distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code or to such organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board.

ARTICLE XV

REPEAL, ALTERATION OR AMENDMENT

The Membership, by the affirmative vote of two-thirds (2/3), may repeal, alter or amend these Bylaws or adopt substitute Bylaws at any time, except that the league Rules and Regulations, attached hereto as Exhibit A, may be altered or amended by the affirmative vote of two-thirds (2/3) of the membership following an investigation and recommendation from a Rules Committee is presented to the Membership.

ARTICLE XVI

PARLIAMENTARY RULES

The latest edition of Robert's Rules of Order shall govern the Corporation's meetings in all cases in which they are applicable and not inconsistent with the Articles of Incorporation, these Bylaws or applicable laws.

EXHIBIT A

AYL RULES AND REGULATIONS

As Approved by the Board of Directors and Corporation Membership of Arizona Youth Lacrosse ("AYL"). All Rules and Regulations should be proposed, considered and voted on with consideration and understanding of the spirit of the Mission and Vision of the AYL.

1. GRIEVANCE AND DISCIPLINARY PROCEEDINGS. All grievances and disciplinary proceedings should also be created, conducted and concluded with consideration to the spirit of the Mission and Vision of the AYL and its intent to Honor the Game. This is the responsibility of the Disciplinary Chairman, who shall be appointed on an annual basis from among the existing board members.

(a) Grievance Statements. Any person or organization alleging that he, she or it has been aggrieved in any matter within the jurisdiction of the AYL may, within three (3) calendar days of the occurrence of the incident or of obtaining knowledge of the incident on which such alleged grievance is based, submit to the Chairman of the Disciplinary Committee a written grievance statement. This statement shall specify the person or organization responsible for the alleged grievance, the nature of the grievance and the relief desired. An extension of the time to file such statement may be granted by the Disciplinary Chairman's sole discretion. In the event the Disciplinary Chairman is/are a party to a grievance, an Officer from the Disciplinary Committee will be appointed to the responsibilities as described herein for the specific grievance or disciplinary proceedings the Disciplinary Chairman is/are a party to. If more than half of the Officers of the Disciplinary Committee are party to the grievance, it shall be considered by the entire Board. If more than half of the Board of Directors are party to the grievance, it shall be considered by the entire Membership.

(b) Disciplinary Review Process. Any grievance statement or disciplinary action arising from participation in the league shall be referred to the Disciplinary Chairman, for handling and final determination as described in subsections (c) through (g).

(c) The Disciplinary Chairman shall appoint one (1) committee member to conduct an initial review of each case, including official's game report and any other available information, and recommend appropriate action to the committee within three (3) days based on the AYL Rules and Regulations, and the AYL Mission and Vision.

(i) All involved parties are entitled to submit any information they deem relevant or exculpatory as long as it is produced in a timely manner.

(ii) Use of video to review incidents will be to substantiate the facts at hand and to clarify the referee's game report; the officials' judgment of the match during play is final and not subject to review by video tape.

(d) Delivery of the State of Grievance; Right to Reply. If the Disciplinary Chairman or reviewing committee member determines that there are reasonable grounds for such grievance, it shall deliver a copy of the statement of such grievance to the person or organization allegedly responsible for such grievance. Such person or organization shall have three (3) days in which to reply. An extension of the time to file such statement may be granted by the Committee Chairman in their sole discretion. The reply shall be in writing and shall be delivered to the Committee at the address specified by it. The Committee will then provide its determination to both parties.

(f) The Discipline Chair at their sole discretion, may appoint league member representatives to the committee on an ad hoc basis to muster a quorum for urgent committee business. Ad hoc appointments by the Chairman must be announced to the Board immediately.

(g) Disciplinary Action. In the event relief or disciplinary action is recommended by the Committee, it shall make copies of the written findings and decision of the Committee and distribute them to the Executive Board. In the event relief or disciplinary action is to be taken, copies of the findings of fact and decision of the Committee shall be distributed to all members and other parties affected by the relief or disciplinary action.

2. DISCIPLINING AYL LEAGUE PARTICIPANTS

In the event any participant in the AYL league--whether a coach, player, parent, or fan--displays conduct or

character that is deemed unacceptable by the Board, the AYL Code of Conduct, or the letter and spirit, of the AYL Bylaws, Rules and Regulations, then that person shall be disciplined and/or expelled from the league and attendance at all contests and functions. The disciplined party shall have the right to appeal such action in the time specified in Section I above. Any person that is suspended or expelled who appeals such decision shall remain suspended or expelled during the appeal process. Discipline shall be levied by the Board and Disciplinary Committee based on the spirit of the AYL Mission and Vision, rather than the unilateral decisions of one officer of the Board. The Disciplinary Committee will at its sole discretion determine all appropriate sanctions for incidents it reviews, including additional penalties beyond NFHS-mandated sanctions. Nothing in this or any other section shall be construed to limit the ability of the AYL to discipline and govern the league and its participants for any reason.

(a) Fighting.

(i) NFHS rules dictate an automatic one game suspension for all players involved in fighting. The one game suspension may be repealed or extended pending investigation of the Disciplinary Committee.

(ii) Second offenses for fighting shall carry an automatic one (1) calendar year suspension at the sole discretion of the Disciplinary Committee.

(b) Ejections and Bench fouls.

(i) All match ejections are automatically subject to review by the Disciplinary Committee.

(ii) Coaches will be subject to probation and suspension for acting in an unsportsmanlike manner or encouraging unsportsmanlike behavior which may include their inability to control the actions of their players or team personnel.

(iii) Each team is reminded to keep the number of personnel at the scorer's table to a minimum. Bench penalties may be assessed at the sole discretion of game officials if the number of personnel is excessive.

(c) Spectator Behavior

(i) Parents, players, coaches and spectators represent their team, their community and their league at all events and are expected to promote the AYL Mission and values at all times.

(ii) Abuse of officials, players and coaches by spectators will not be tolerated and will result in removal of fans from the spectating areas. Continued abuse may result in disciplinary action against the organizations involved.

(iii) Spectators are not allowed in the bench areas.

(iv) Teams are encouraged to situate team benches and table area opposite from the grandstand or main spectator area.

3. RULES COMMITTEE

The AYL shall have a Rules Committee to investigate any changes to the AYL Rules, which shall consist of five (5) members, one (1) of which shall be the League Supervisor of Officials. Any person nominated for a position must have a minimum of one year's rules test certification by US Lacrosse. This certification need not be current as long as it was no longer than 5 years old.

4. INSURANCE

All players, coaches, referees and league officials shall, by virtue of membership in USL, have adequate insurance in order to serve in any capacity within the league. Additionally, all fields used by the AYL league during the course of the season must have insurance certificates issued, naming the particular city, parks and recreation division or other entity as a named additional insured. Such insurance (for both fields and the individuals referenced above) is generally offered by a USL affiliate insurance agency. Schools that provide their own insurance are exempt from this requirement as it relates to its players, coaches and field usage, subject to providing AYL proof of insurance. Failure to secure and provide proof of insurance will result in a suspension from all league events until the required proof of insurance can be provided.

5. USL MEMBERSHIP

All associates of AYL (coaches, assistant coaches, players, referees) must join USL in their respective category. If it is discovered that a coach or player was not properly enrolled in USL at the time of the game in question, the coach or player must discontinue all activities in the AYL league until the insurance is brought current. Referees discovered to be in violation shall forfeit compensation for any games where they were not properly insured. All parties may be reinstated by merely obtaining the proper insurance.

6. PLAYOFFS

The Scheduling Committee shall establish Cactus Cup format prior to the start of the season, and the Membership must ratify the format by simple majority. In the event the format has not been timely determined and a majority of the

Membership is unable thereafter to agree on a format, the playoff procedures in place for the prior year shall control (as best as such procedures can be used, given that the number of teams in the league, and other factors, may have changed).

7. COACHES RESPONSIBILITIES; GAME STATISTICS

All coaches shall provide 14U game scores to the league in a timely manner.

8. NEW TEAM REQUIREMENTS

In order to establish an orderly expansion of new teams within AYL, new teams must:

- (a) have at least one full-time head coach
- (b) have a field for its use for both practices and games
- (c) show adequate financial support (as may be indicated by parents or supporters)
- (d) have an adequate number of players already committed to registering and playing, and
- (e) accept that the AYL must feel confident it can support the burden of the new team (*e.g.*, officials, length of season, etc.). The Board shall have the final authority to accept or reject new team applications.

9. RELATIONSHIP TO LEAGUE

Neither the Board, nor anyone acting on its behalf, hires or fires coaches, or controls field availability. All of the Participating Organizations involved in the league operated by the Board and the Corporation, are "club" status and it is the responsibility of each club to take care of its own internal matters, subject to the various rules, regulations and policies of the Corporation including, but not limited to, these Rules and Regulations.

The Board, or its designee, is hereby empowered to render decisions and opinions in those matters where participants in the league operated by the Corporation (teams, players, referees, parents, etc.) cannot resolve an issue on their own and no grievance has been filed. The Board will act in the best interest of the Corporation in such matters.

10. ELIGIBILITY AND AGE REQUIREMENTS

Participation on AYL league teams is restricted as follows:

- (a) All AYL league players must be permanent residents of the State of Arizona.
- (b) 14U
- (c) 12U
- (d) 10U
- (e) 8U

Following the conclusion of the JHS season, and only in specific cases where a high school program's head coach deems it appropriate, a player who attends the 8th grade, and who has completed junior high school season play, may, upon the written recommendation of his junior high school team head coach, accepted by the appropriate high school team head coach, play for the particular high school program for which that player would be eligible if he were attending 9th grade at that time; provided that such player must first be re-registered to do so by the appropriate high school program's head coach, and provided that doing so shall not establish or determine such player's team eligibility at the time such player actually attends the 9th grade or above. For purposes of this provision, the class grade, not the age of the player, is the relevant criteria for distinguishing between playing in a high school, junior high school, or U6 program. The restrictions of this provision apply to all games, scrimmages and practices.

11. MEDICAL

Any injury deemed severe or life threatening must be reported to USL and its insurance agent as soon as possible after the incident and, in any event, must be reported within forty-eight (48) hours.

In addition, each coach must provide a reasonably complete first aid kit and communication equipment to aid personnel in the event of an injury at each practice, scrimmage or game. High School teams shall also provide an EMT or athletic trainer for all home games. A "Health and Safety" sheet, providing addresses and phone numbers of nearby medical facilities and police stations, shall be available at all games. The home team shall provide the Health and Safety sheet at the scorer's table and the sheet shall be permanently affixed as part of the official scorer's book.

12. TOURNAMENTS OUTSIDE ARIZONA

No team participating in the AYL league (or group of players who join together to form a team) that plans to represent the AYL league in any tournaments outside the state of Arizona may do so without first receiving approval from the Board.

13. ROSTERS AND EXCLUSIVITY

Each team must complete and submit its roster annually, in the league-mandated format, before it shall be allowed to participate in any games. Currently, the format that coaches must use is on the AYL web site at TBD. Any roster changes must be completed no later than forty-eight (48) hours before any upcoming game. The penalty for having a player in a game who is not registered on the roster forty-eight (48) hours prior to the game is automatic forfeiture of that game. Registration is considered complete when the AYL online registration form is completed in its entirety and in the possession of the AYL. The Registration Committee shall notify Participating Organizations of the players and coaches properly registered with the league and available for participation in league sponsored events at the time that the player or coach is accepted by the Registration Committee. Players shall not participate on any other AYL teams other than their AYL club team for the duration of the AYL season.

14. TEAM BOUNDARIES AND PLAYER ASSIGNMENTS

(a) The board has adopted and approved the “2017 Policy on Player Transfers” as its governing policy.

15. CODE OF CONDUCT

Prior to the start of the season, all participants in the AYL league must sign the AYL Code of Conduct, as approved by the Board. Players, parents, coaches and officials are all subject to this requirement. Anyone who has not signed the Code of Conduct prior to the start of the season will be automatically suspended. Any games played before all of the team's players, parents and coaches have signed the Code of Conduct will be forfeited. Officials will not be paid for games worked prior to signing the Code of Conduct. The Code of Conduct form can be found on the AYL web site at.

16. AMENDMENTS

- (a) These Rules and Regulations may be altered, amended, repealed or added to by a 2/3 majority vote of the Corporation Members. A current version of these Rules and Regulations shall be posted on the AYL web site at.
- (b) Any participating organization may propose an amendment to these Rules and Regulations at any time by presenting the proposal in writing to the AYL Executive Board.
 - (i) The Executive Board shall make a written recommendation, including the grounds for the recommendation, for or against the proposed change to these Rules and Regulations.
 - (ii) The Secretary shall distribute the proposed amendment and the recommendation of the Executive Board to all Members at least seven (7) days prior to the next regular or special meeting of the Board at which the amendment shall be considered. If the amendment is not approved, it shall not be considered again by the Corporation Members for a period of one (1) year.

17. EFFECTIVE DATE

These Rules and Regulations, the Rules Modifications and the Selection Processes (and any amendments to the foregoing) shall become effective immediately upon approval by the Board, unless otherwise provided, and shall be posted on the AYL web site at. The Board of Directors of Arizona Youth Lacrosse duly approved and adopted these Rules and Regulations, effective as of October 9, 2016.