

# BILLINGS SCORPION LACROSSE CLUB

## BYLAWS

### SECTION I: NAME AND PRINCIPAL OFFICE

The name of this organization shall be Billings Scorpion Lacrosse Club., a public benefit, non-profit corporation, and its principal office shall be located at 2511 First Ave. N., Billings, Montana 59101.

### SECTION II: PURPOSE OF CORPORATION

The Corporation is organized exclusively as a public benefit corporation for charitable and educational purposes within the meaning of § 35-2-115(28), MCA and Section 501(c)(3) of the Internal Revenue Code.

The Corporation strives to cultivate young minds and bodies by developing and maintaining youth lacrosse in Billings, Montana. The Corporation will provide an organized and safe environment that promotes healthy attitudes toward the individual, teammates and competition. The Corporation encourages learning in a supportive environment where individual effort is affirmed and mistakes are recognized as the foundation of mastery. The Corporation believes that winning is important, but consider the opportunity to teach life lessons and for everyone to play higher priorities. The Corporation will teach players to "honor the Game" by respecting the rules, opponent, officials, teammates and themselves. The Corporation will adhere to all rules and regulations set forth by the United States Lacrosse Association. The Corporation expects players to make lacrosse a priority and give their full effort in both practices and games.

To the extent not inconsistent with such purposes, the Corporation shall have the purposes and mission set forth in its Articles of Incorporation.

### SECTION III: ACCESS TO MEETINGS AND RECORDS

The corporation, being a non-profit corporation is not a public board, commission, council, or agency as those terms are defined in Title 2, Chapter 3, MCA. Accordingly, neither meetings of the Board of Directors, nor the books and records of the corporation shall be opened to the public or the media unless determined appropriate by the Board of Directors or available in accordance with applicable law.

### SECTION IV: MEMBERSHIP

The Corporation shall not have members.

### SECTION V: FISCAL YEAR AND ANNUAL MEETING

The fiscal year shall be a consecutive 12-month period that commences on January 1.

The Corporation shall convene its annual meeting in the month of November on a day and at a time within the month determined by the Board. At the annual meeting the Board members shall elect directors and transact any other regular business to come before the meeting.

#### SECTION VI: BOARD OF DIRECTORS

The operation of the Corporation shall be entrusted to a Board of Directors consisting of five (5) individuals who shall be elected by the Board of Directors at the Annual Meeting. To qualify for consideration as a director, an individual must have made a significant contribution to the Corporation, be familiar with the Corporation's articles, bylaws, and rules, be sympathetic with the Corporation's purpose, and not be associated with any interest adverse to the Corporation. The term of office for directors is two fiscal years. Continuity of experience will be maintained by electing two or three of the directors each year.

In addition to the regular members of the Board of Directors, the following special memberships on the Board of Directors are authorized:

1. Upon resolution of the Board of Directors, two or more individuals may share one directorship and be referred to as alternate directors. Such alternate directors shall be allowed to attend all meetings of the Board but shall be entitled to one vote for the directorship which they share. They shall determine among themselves who shall cast such vote but in the event of a dispute, the President of the Board shall have the sole discretion to determine which alternate director shall be entitled to vote for said directorship.
2. The Board of Directors may elect honorary and emeritus directors who shall advise and consult with the Board and shall have the right to attend all meetings of the Board and shall have the right to vote at meetings.
3. The Past President of the Corporation shall be a full member of the Board of Directors with voting power for a term of one year following the conclusion of such individual's presidency even though eligibility to serve on the Board of Directors may have expired.

Any director missing three meetings in any fiscal year may be terminated as a member of the Board of Directors by a majority vote of the Board of Directors and such position declared vacant unless excused by the Board of Directors. Should a vacancy on the Board of Directors occur, the Board shall appoint a regular member to fill the unexpired term.

A quorum of the Directors shall be in attendance in order to conduct business at meetings of the Board of Directors. A quorum shall constitute a majority of the Directors then serving.

#### SECTION VII: OFFICERS

The officers of the Corporation shall be a president, vice president, and secretary/treasurer, to be elected by the Board of Directors. Officers shall be elected for one fiscal year at the first meeting of the fiscal year. Should a vacancy occur among the officers, the Board of Directors shall elect

one of its members to fill the unexpired term. The duties of the officers shall be as follows:

The President shall be the executive officer of the Corporation and:

- shall preside over all meetings
- shall be an ex-officio member of all committees
- shall perform such other duties as usually pertain to the office of president or which may be assigned by the Board of Directors
- shall serve on the Board of Directors for the fiscal year immediately following the conclusion of his term as President
- shall supervise any paid staff and any person serving under a service contract with a third party to provide services.

The Vice President shall discharge the duties of the President in the event of the absence of the President, and shall perform such duties as may be assigned by the President, or Board of Directors.

The Secretary/Treasurer shall be responsible for the records of the Corporation and perform such duties as may be assigned by the President, or Board of Directors. The Secretary/Treasurer shall be responsible for preparing and filing all tax returns for the Corporation required by applicable state and federal law.

#### SECTION VIII: PURCHASES AND CONTRACTS

For purposes of interpreting the Corporation's Articles of Incorporation pertaining to conflicts of interest, no contract for the purchase of goods and services may be made by the Corporation with any director or employee of the Corporation, or with any entity or parent or subsidiary of such entity, in which a director or employee of the Corporation has an ownership interest exceeding ten percent (10%), except in accordance with the Articles of Incorporation. Contracts involving entities or parent or subsidiaries of such entities in which a director or employee has an interest of ten percent (10%) or less shall not be considered as conflicting interest transactions.

#### SECTION IX: RULES

The rules contained in Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

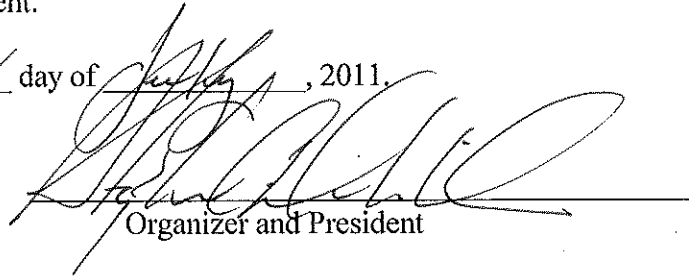
#### SECTION X: NO DISCRIMINATION

The Corporation shall not discriminate on the basis of race, sex, color, creed, ethnic origin, religion, age, physical condition or similar criteria.

SECTION XI: AMENDMENTS

The Bylaws can be amended at any annual meeting or special meeting of the Board of Directors by a majority vote of the directors present.

DATED effective this 8 day of July, 2011.



Organizer and President