

LINCOLN-SUDBURY YOUTH LACROSSE ASSOCIATION
BY-LAWS Amended and Restated

Article I
General Provisions

Section 1: Name. The organization shall be known as the Lincoln-Sudbury Youth Lacrosse Association (herein after referred to as “LSYLA”).

Section 2: Fiscal Year. Except as from time to time otherwise determined by the Board of Directors, the fiscal year of LSYLA shall be October 1st through September 30th of each year.

Section 3: Purpose. The purpose of the organization shall be as set forth in the Articles of Organization and these By-Laws, including, but not limited to, providing the children of the community an opportunity to learn the game of lacrosse in a safe environment that provides an opportunity for all players to develop skills and game knowledge. This objective will be taught in an environment of sportsmanship, teamwork, fair play and respect for authority.

Section 4: Philosophy. To achieve this objective, LSYLA will provide a supervised program. All Directors, Officers, Coaches, Members and Parents shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the teaching of teamwork, sportsmanship and having fun is of prime importance.

Section 5: Organization. LSYLA is a member of and operates under the rules established by the Town Pride League (“TPL”).

Section 6: Public Charity. LSYLA has obtained tax exempt status pursuant to Internal Revenue Code Section 509(a). No action may be taken by the Directors or Officers that will jeopardize the tax exempt status.

Article II
Principal Office

The principal office of the organization shall be located in Massachusetts.

Article III
Board of Directors

Section 1: Powers. The general management of LSYLA shall be vested in a Board of Directors of not less than three (3) or more than seven (7) Directors. The business of LSYLA shall be managed by the Board of Directors who shall have and may exercise all the powers of the organization except as otherwise provided by law, by the Articles of Organization, or by these By-Laws.

Section 2: Term. At its annual meeting, the Board of Directors shall fix the number of Directors. Directors shall be elected for a term of two (2) years each. At successive annual meetings, the Nominating Committee shall provide a list of candidates for each open seat on the

Board of Directors, and the vacancies on the Board shall be filled by members elected by plurality vote of the Board for a term of two (2) years. If the Nominating Committee shall fail to produce an adequate list of candidates, the Board of Directors may elect by plurality vote new Directors from a pool of candidates created by the Directors at said annual meeting. Board Members may continue to serve until successors are duly elected.

Section 3: Resignation. Any Director may resign at any time by giving notice of such resignation to the Board of Directors by mail and/or email. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Clerk.

Section 4: Removal. A Director may be removed or suspended for cause by an affirmative vote of a majority of the Directors then in office, present, and entitled to vote at a special meeting of the general membership called for that purpose, provided that such Director shall be given at least seven (7) days notice of the proposed removal and the reasons therefor, and is given an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. Cause for removal may include, but not be limited to, a failure to fulfill the duties of said office or for conduct detrimental to the best interests of LSYLA.

Section 5: Vacancies. In the event that any Director shall be removed, resign, or otherwise be unable to serve as a Director, the Board of Directors may elect new Directors to fill any vacancies at any meeting of the Directors by a vote of a majority of the Directors. In such a case, the length of the interim Director's term will be the unexpired term of the vacancy created.

Article IV **Meetings**

Section 1: Meeting of the Board of Directors. The annual meeting of the Board of Directors must be held every October at a time and date the Board of Directors or an Officer designated by the Board shall determine, with notification to all members sent by mail and/or email at least 3 days prior to the meeting. The presence of 5 members constitutes a quorum. The purpose of this meeting is to: review the Annual Report, By-Laws, Policies, Financial Condition of LSYLA and to elect Directors or Officers as appropriate. Regular meetings shall be at such place and time as the Board of Directors may from time to time determine. No notice need be given for a regular meeting.

Section 2: Quorum and Voting. A majority of Directors then in office shall constitute a quorum at all meetings of the Directors. When a quorum is present, voting at any meeting shall be by majority vote of those Directors present except as required by law, the Articles of Organization, or these By-laws.

Section 3: Action Without a Meeting. Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing, such writing to include electronic mail, facsimiles, or any other writing so approved by the Board, and if the written consents are filed with the records of LSYLA. Such consents shall be treated for all purposes as a vote at a meeting.

Article V
Officers

Section 1: Enumeration. The Officers of LSYLA shall be a President, a Vice-President, a Treasurer, and a Clerk each of whom shall have such power and duties as are set forth in these By-Laws and as may be delegated to such officer by the Board of Directors and whom must be a member of the Board of Directors. The same person may hold any two or more offices but no officer may act in more than one capacity where action by more than two officers is required.

Section 2: Election and Term. The Directors at their annual meeting shall elect all Officers to hold office for two years. Each officer shall hold office until the expiration of such officer's term, death, resignation, retirement, removal or disqualification, or such officer's successor is appointed and qualified.

Section 3: Resignation and Removal. Any Officer may resign at any time by communicating such officer's resignation to the Board of Directors by mail and/or email. Any Officer may be removed or suspended for cause by the Board of Directors whenever in its judgment the best interest of LSYLA would be served thereby. Any such removal or disqualification shall be by the vote of the Board of Directors required under Section 4.2. Cause for removal may include, but not be limited to, dereliction of duties, or the taking of actions in contradiction of the powers or policies stated herein.

Section 4: Vacancies. A vacancy in any office shall be filled by the Board of Directors at any regular or special meeting called for that purpose.

Section 5: Powers. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- a. The President shall schedule and preside as Chairperson at all LSYLA meetings at which he or she is present and be the Chief Administrative Officer of LSYLA. The President shall also be the primary interface with TPL and other organizations. Except as otherwise provided by the Board of Directors or these By-laws, he or she shall sign for LSYLA all deeds, agreements, and other formal instruments. The President shall have such other duties and powers as designated by the Directors.
- b. The Treasurer shall be the chief financial officer of LSYLA and shall be in charge of its financial affairs. The Treasurer shall receive all monies and securities, and deposit it in a depository approved by the Board of Directors. The Treasurer shall keep records for the receipt and disbursement of all monies and securities of LSYLA, approve all payments from allotted funds and draw checks in agreement with policies established in advance of such action by the Board of Directors. He or she shall render to the Board of Directors at the annual meeting and whenever else it so requests an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. The Treasurer shall be responsible for ensuring that all required tax filings are

completed in a timely manner. The Treasurer shall have such other duties and powers as designated by the Directors.

- c. The Clerk shall keep records of all meetings of the Board of Directors and report all Board of Director decisions at the next meeting as part of the minutes. The Clerk shall have such other duties and powers as designated by the Directors.
- d. The Vice President shall have all the powers and duties of the President in the event of the President's absence, death, or incapacity. The Vice President shall have such other duties and powers as designated by the Directors.

Article VI **Committees**

Section 1: Committees. The Board of Directors may, by majority vote, establish or appoint one or more committees. Each committee shall consist of one Director, who shall report to the Board any recommendations and advice of such committee. Individuals who are not Directors or Officers may serve on committees. The committees, in their actions, shall carry out the policies of LSYLA, as directed by the Board by a majority vote. Such committees may include, but are not limited to, fundraising/merchandising, registration, program development, equipment, special events, registration and public relations.

Section 2: Nominating Committee.

- (a) The current President shall nominate one or more members of the Board of Directors to serve as a Nominating Committee. The President will serve as Chairperson of the Nominating Committee.
- (b) At the annual meeting of the Board of Directors, the Nominating Committee shall present a list of one or more candidates per open seat on the Board, to replace the Directors whose regular two-year terms are expiring, and shall confirm in advance by personal contact that the candidates are willing to accept directorship responsibility.
- (c) The President shall submit the Nominating Committee's list of candidates to all members of the Board of Directors at least seven (7) days prior to the annual meeting, and solicit any additional names for consideration from the Board of Directors.

Article VII **Coaches and Responsibilities**

Section 1: Regulations. All team coaches shall be knowledgeable of and abide by LSYLA and TPL rules and regulations. All coaches must emphasize a positive and unbiased attitude in communicating with the players and in referring to the individual and team's performance on and off the field.

Section 2: Responsibilities. Coaches are responsible for ensuring all players, regardless of talent, are trained in accordance with the policies, rules and regulations of LSYLA and TPL. All Coaches are responsible for obtaining concussion awareness certification and CPR certification, and attending coaching meetings, certifications and trainings sessions as deemed necessary by the Board of Directors.

Article VIII **Membership**

Section 1: Members. Parents of children participating in the program are Members of LSYLA.

Section 2: Participation. Members in good standing are invited to participate in the Annual Meeting, or any other meeting publicly announced by the Board of Directors. A member in good standing is an adult representative of a household that:

- a. Has at least one child registered in the LSYLA program.
- b. Has no outstanding financial obligations to LSYLA.
- c. Is either a parent or guardian of the child registered in the LSYLA program.
- d. Has not been suspended or expelled from the LSYLA program.

Section 3: Suspension or Expulsion. Membership may be suspended or terminated by resigning or on action of the Board of Directors as follows: The Board of Directors, by two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline, suspend or terminate the membership of any Member when the conduct of such person is considered detrimental to the best interest of LSYLA. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer the charges.

Article IX **Indemnification of Directors, Officers, and Employees**

LSYLA shall to the extent legally permissible indemnify each of its present and former Directors and Officers, and any persons who serve or have served, at LSYLA's request, as Directors or Officers of LSYLA, and anyone else the Board of Directors agrees to indemnify, against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit, or proceeding in which he or she may be involved by reason of his or her having served in such capacity for LSYLA, such expenses and liabilities to include, but not be limited to, judgments, court costs, and attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such Director or Officer shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the LSYLA. Gross negligence and intentional misconduct shall not constitute good faith. LSYLA may reimburse a Director or Officer for expenses incurred in defending a civil or criminal action or proceeding. In the event that a settlement or compromise of such action, suit, or proceeding is effected, indemnification may be had but only if the Board of Directors shall have been furnished with an opinion of counsel for LSYLA to the effect that such settlement or

compromise is in the best interest of LSYLA and that such Director or Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the LSYLA, and if the Board of Directors (not including the vote of any person seeking indemnification hereunder) shall have adopted a resolution approving such settlement or compromise.

The forgoing right of indemnification shall not be exclusive of other rights to which any Director, Officer, or other may be entitled as a matter of law.

LSYLA will maintain general liability insurance through US Lacrosse and may purchase and maintain Directors and Officers liability insurance in such amounts and with such coverage and deductibles as deemed necessary or appropriate to the Board of Directors.

Article X
Amendments

These By-Laws and/or Policies may be amended, repealed or altered in whole or in part by a majority vote of the Board of Directors at a duly scheduled meeting.

Adopted this ____ day of February, 2017.

Clerk