

**BY-LAWS OF THE  
WESTERN PENNSYLVANIA YOUTH LACROSSE ASSOCIATION**

(A Pennsylvania non-profit corporation)

**ARTICLE I - NAME**

The name of this organization is The Western Pennsylvania Youth Lacrosse Association (hereinafter referred to as "WPYLA").

**ARTICLE II - ORGANIZATION**

1. WPYLA is incorporated as a Pennsylvania non-profit corporation under and pursuant to its Articles of Incorporation filed with the Department of State, Commonwealth of Pennsylvania.

2. WPYLA may have such offices, either within or without the County of Allegheny and Commonwealth of Pennsylvania as the Board of Directors (as defined below) may, from time to time, determine.

3. WPYLA shall be composed of youth teams from its Member Clubs (as defined below) who compete in different divisions divided by age, school grade or skill level as decided from time to time by the Board of Directors.

**ARTICLE III - PURPOSE**

WPYLA exists for the purpose of (i) developing, promoting and facilitating the game of lacrosse in Western Pennsylvania, (ii) providing a positive lacrosse experience for lacrosse players in the eighth grade and under in conjunction with its Member Clubs, and (iii) emphasizing and instilling sportsmanship, teamwork, fair play and integrity for all participants, coaches and participant family members.

To this end, WPYLA may engage in a broad range of activities including, but not limited to, the following:

- ❖ Facilitating a forum for the scheduling of games;
- ❖ Acting as a conduit between lacrosse officials and its Member Clubs to ensure standardization of rules and enforcement of consistent play and safety among Member Clubs' games;
- ❖ Working toward a sense of community within the sport of lacrosse by organizing and promoting a season ending festival/tournament aimed at broad participation from Member Clubs;
- ❖ Promoting the sport of lacrosse through the media and other events; and
- ❖ Coordinating an educational environment for players, coaches and Members Clubs.

## **ARTICLE IV - MEMBER CLUBS**

1. Membership in WPYLA shall be open to all youth lacrosse programs (grade levels first (1<sup>st</sup>) through eighth (8<sup>th</sup>)) located in or near Western Pennsylvania (hereinafter referred to as "Member Club(s)").

2. To join WPYLA, a club shall submit a written application to the Board of Directors stating its desire to become a member of WPYLA, describing its organization and plan for participation in the league and its willingness to abide by the By-Laws, rules, policies, regulations and the decisions of WPYLA's Board of Directors.

3. Applications for membership must be approved by a majority vote of the Board of Directors.

4. Each Member Club in good standing shall be permitted one vote on matters before WPYLA requiring the vote of all Member Clubs. Each Member Club shall appoint one representative who shall vote for and on behalf of such Member Club.

## **ARTICLE V - FEES**

1. Each Member Club shall be assessed an annual fee prior to the beginning of each season for the costs associated with WPYLA activities.

2. The amount of the annual fee shall be determined by a majority vote of the Board of Directors. Other fees such as franchise and insurance fees, fines, dues and officials' fees, if not included in the annual fee assessment shall be made by invoice to each Member Club.

3. Fees may be increased during the year by a majority vote of the Board of Directors.

4. WPYLA shall not refund any portion of a fee, or have a negative account balance, at the end of the budget year.

5. All Member Clubs shall (i) abide by these By-Laws and all other WPYLA rules and regulations, and (ii) pay their fees as assessed, to remain in good standing.

## **ARTICLE VI - MEMBER CLUB MEETINGS**

1. The Annual Meeting of the Member Clubs shall be held on such a date, and at such time and place as the Board of Directors shall designate. Additionally, WPYLA shall hold such other meetings of the Member Clubs as the Board of Directors may determine to be necessary. Notice of any such meetings will be given no less than one (1) week in advance of the meeting date.

2. Special Meetings of the Member Clubs, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, any two (2) members of the Board of Directors, or by Member Clubs entitled to cast at least twenty percent (20%) of the votes that all Member Clubs are entitled to cast at the particular meeting. Notice of no less than 48 hours shall be given prior to all Special Meetings of

Member Clubs. All Special Meetings of Member Clubs shall be held at such place as may be designated by the Board of Directors.

3. A meeting of Member Clubs duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person or by proxy of Member Clubs entitled to cast at least a majority of the votes that all Member Clubs are entitled to cast on a particular matter shall constitute a quorum for the purposes of consideration and action on such matter.

4. Whenever any corporate action is to be taken by vote of the Member Clubs, it shall be authorized upon receiving the affirmative vote of a majority of the votes cast by all Member Clubs entitled to vote thereon.

## **ARTICLE VII - BOARD OF DIRECTORS**

1. Management and control of the affairs of WPYLA shall be vested in a Board of Directors comprised of an odd number of persons, no less than five (5) nor more than seven (7), including the following:

a. President, a Vice-President, a Secretary, and a Treasurer elected annually by a majority vote of the Member Clubs at the Annual Meeting; and

b. depending on the number needed to constitute an odd-numbered Board of Directors, one (1) to three (3) at-large members as determined by the Board of Directors and elected for a one-year term by the Member Clubs at the Annual Meeting.

2. Each Member Club in good standing shall be (i) eligible to have one authorized representative nominated for election to the Board of Directors and (ii) entitled to one vote for each position on the Board of Directors, but cumulative voting shall be prohibited. Member Clubs may be permitted to vote for directors by absentee ballot, provided that such ballot is delivered to the Secretary prior to the Annual Meeting.

3. The business and affairs of WPYLA shall be managed under the direction of the Board of Directors which shall have plenary power and authority: to exercise general control over all athletic relations, contests, and matters involving Member Clubs; to interpret and enforce the By-Laws and such other rules and regulations as the Board of Directors may from time to time adopt; to establish procedures for the nomination and election of the Board of Directors of WPYLA; to establish its own rules of procedure; to manage and control the finances and any property of WPYLA; to decide matters in dispute between or among Member Clubs; to determine and enforce any discipline or penalties for any violation of the By-Laws, rules or regulations, or for conduct which is unsportsmanlike, detrimental to the safety, health and well-being of any person or to the public welfare, or contrary to the purpose of WPYLA; and to perform all acts not inconsistent with the Articles of Incorporation, the By-Laws or the laws of the Commonwealth of Pennsylvania.

4. The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

5. Notice of Board of Director meetings will be given no less than one (1) week prior to the meeting date. Special Meetings of the Board of Directors may be called by the President or any two (2) members of the Board of Directors. Not less than 48 hours notice shall be given prior to all Special Meetings of the Board of Directors. Special Meetings of the Board of Directors may be held without such notice, however, if such notice has been waived by all members of the Board of Directors either before or after such meeting, or if all Board members are present at such meeting. All notices shall specify the place, day and hour of the meeting.

6. No meeting need to be held by the Board of Directors to take any action required or permitted to be taken by law, provided all members of the Board of Directors shall individually or collectively consent, in writing, to such action and such written consent or consents be filed with the minutes of the proceedings of the Board of Directors. Action by written consent shall have the same force and effect as actions by unanimous vote of the Board of Directors.

7. The entire Board of Directors or any individual director may be removed from office without assigning any cause, by majority vote of the Member Clubs. In case the Board of Directors or anyone or more directors are so removed, new directors may be elected at the same meeting by those Member Clubs in good standing and that are entitled to elect directors pursuant to these By-Laws.

8. Any director may resign at any time from his or her position as a director and/or officer of WPYLA upon written notice to WPYLA. The resignation shall be effective upon receipt thereof by WPYLA or at such subsequent time as may be specified in the notice of resignation.

## **ARTICLE VIII - OFFICERS**

1. WPYLA shall have a president, a vice president, a secretary, and a treasurer, each of whom shall be elected in accordance with the provisions of these By-Laws. All officers shall be natural persons of full age. Any two or more offices may be held by the same person. Officers of WPYLA, as between themselves and WPYLA, shall have such authority and perform such duties in the management of WPYLA as is provided by or pursuant to these By-Laws or, in the absence of controlling provisions in these By-Laws, as is determined by or pursuant to resolutions or orders of the Board of Directors.

2. The President shall preside at all meetings of the Member Clubs or the Board of Directors, shall have all authority and responsibility necessary to direct the operation of WPYLA, and shall perform such duties as are ordinarily incident to the office of the President, subject to the authority and direction of the Board of Directors. The President shall be responsible for implementing all decisions and policies adopted by the Board of Directors. As authorized by the Board of Directors, the President shall

execute on behalf of WPYLA and may affix, or cause to be affixed, the corporate seal to all instruments requiring such execution.

3. The Vice-President shall assume the duties of the President, in the President's absence, and shall perform such other duties as are ordinarily incident to the office of Vice-President or as may be prescribed by the President and the Board of Directors.

4. The Secretary shall be the custodian of the records and the seal of WPYLA, and shall keep the minutes or other record of all meetings or other actions of the organization and the Board of Directors, receive and distribute to the Board of Directors all applications for membership, maintain the current membership directory, prepare and supervise all notices and mailings, record all nominations and tally the votes for election at the Annual Meeting, or for amendments to the Articles of Incorporation or the By-Laws, and perform such other duties as are ordinarily incident to the office of Secretary or as may be prescribed by the President and the Board of Directors.

5. The Treasurer shall be the principle officer responsible for the financial affairs of WPYLA and shall be the custodian of the funds of the organization. The Treasurer shall prepare an annual report for approval by the Board of Directors, receive funds on behalf of the WPYLA, disburse funds as may be authorized by the President or the Board of Directors, keep true and accurate accounts of all receipts and disbursements, make financial reports to the President and the Board of Directors, prepare and file all reports, statements, tax returns and other documents required by law, and perform such other duties as are ordinarily incident to the office of Treasurer or as may be prescribed by the President and the Board of Directors.

6. Unless otherwise provided in Article VII, paragraph 7, any vacancy occurring in the position of any officer or on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors.

7. The President shall, with the approval of the Board of Directors, appoint such committees as the President or the Board of Directors may deem necessary to carry on the activities and effectuate the purposes of WPYLA and to perform such duties as the President of the Board of Directors may direct. The size of such committee and the identity of the members and the chair of each committee shall be determined by the President and/or Board of Directors.

## **ARTICLE IX - AMENDMENTS/MISCELLANEOUS**

1. Amendments to the By-Laws must be approved by a two-thirds vote of the Member Clubs at any duly convened meeting, provided that Member Clubs have been given at least fourteen (14) days' written notice of the meeting and the proposed amendment.

2. Member Clubs may vote by absentee ballot on amendments to the By-Laws, provided that such ballot is signed by the member's duly authorized representative and is delivered to the Secretary prior to the meeting where the vote is to

be taken.

3. The fiscal year of WPYLA shall begin on the first day of January and end on the thirty first day of December each year.

4. Whenever any notice is required to be given under the laws of the Commonwealth of Pennsylvania or under the provisions of the Articles of Incorporation or these By-Laws, a waiver of such notice, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

5. Neither the Board of Directors nor officers of WPYLA shall be personally liable for WPYLA's debts, liabilities or obligations. Each Director and/or officer shall be subject to indemnification by WPYLA to the fullest extent provided for by the laws of the Commonwealth of Pennsylvania. WPYLA may purchase insurance to provide for coverage of any liability which may arise pursuant to the rights of indemnification of any Director or officer.

#### **ARTICLE X - PROHIBITION AGAINST SHARING PROFITS AND ASSETS**

1. No director, officer, employee, or other person connected with WPYLA, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of WPYLA, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for WPYLA in effecting any of its public or non-profit purposes, provided that such compensation is otherwise permitted by these By-Laws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of WPYLA's assets on dissolution of the organization.