

***BYLAWS  
OF  
PENN JUNIOR LACROSSE, INC.***

ARTICLE ONE  
NAME/OFFICES/FISCAL YEAR

Name

- 1.01 The name of the corporation shall be PENN JUNIOR LACROSSE, INC. (hereinafter referred to as the “Corporation”).

Registered Office and Registered Agent

- 1.02 The Corporation shall continuously maintain a registered office in the State of Indiana and a registered agent whose business office is identical with the registered office. If the location of the registered office is changed, or if the registered agent is changed, dies, resigns, or becomes disqualified, the Board of Directors shall, as applicable, determine the address of a new registered office, designate a successor registered agent, or both. To effect the change in registered office or registered agent, the Board shall cause the officers of the Corporation to file the required documents with the proper state agency.

Principal Place of Business

- 1.03 The principal place of business of the Corporation shall be P.O. BOX 806, GRANGER, IN 46530, or at such other location as the Directors of the Corporation shall approve, from time to time. The Board of Directors has the power to change the principal place of business at any time to another location within or without of the state of Indiana.

Other Offices

- 1.04 The Corporation may also have offices at other places as the Board of Directors may from time to time appoint or as the business of the Corporation may require.

Fiscal Year

- 1.05 The fiscal year of the Corporation shall end at the close of the last day of December.

ARTICLE TWO  
BOARD OF DIRECTORS

Powers

- 2.01 The business and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under the authority of, the Board of Directors, subject to limitations imposed by law, the Articles of Incorporation, or these Bylaws.

Number and Term of Directors

- 2.02 The Board of Directors shall consist of at least three (3) members who shall be elected annually by the then members of the Board of Director(s). Such Director(s) shall hold office until the next annual meeting of the Board of Directors. A Director holds office for the term for which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal.

Resignation

- 2.03 A Director may resign by giving written notice to the Board of Directors, the President, or Secretary of the Corporation. The resignation shall be effective upon receipt by the Corporation unless a future effective date is set forth in the notice of resignation.

Removal

- 2.04 At any meeting of the Directors, any Director may be removed from office, with or without cause, by a vote of the majority of the Directors entitled to vote on the removal.

Vacancies

- 2.05 In the case of any vacancy in the Board of Directors created by death, resignation, removal or other cause, the remaining Director(s), by the affirmative vote of a majority thereof, may elect a successor to fill such vacancy until the next annual meeting and until his or her successor is elected and qualified. Directors shall be notified of the name, address, principal occupation and other pertinent information about any Director elected by the Board of Directors to fill any vacancy.

### Executive Board Meetings

- 2.06 The regular meetings of the Board of Directors shall be held twice per year in September and March on such date and time as set by the Board of Directors. Written or electronic notice of the meeting, stating the time and place, shall be delivered to each Director at least two days prior to the date of the meeting. The purpose of said meetings shall be for reviewing the activities of the club and conducting any other proper club business, including the election of Officers at the September meeting. These meetings shall be open to any member of the club in good standing. Said members may be recognized to speak, but shall not be permitted to vote. Unless otherwise designated, meetings shall be held at the registered office of the Corporation. Executive Board Meetings may be conducted via telephone or other electronic form.

### Special Board Meetings

- 2.07 Special closed meetings of the Board of Directors may be called at any time by the President or by two (2) members of the Board of Directors. A closed meeting may be attended by members of the Board and other invited parties. Invited attendees who are not members of the Board may be recognized to speak, but shall not be permitted to vote. Written or electronic notice of the meeting, stating the time, place, and purpose(s) of the meeting, shall be delivered to each Director at least two days prior to the date of the meeting. At any meeting at which all Directors are present, notice of the time, place, and purpose(s) thereof shall be deemed waived. Unless otherwise designated, meetings shall be held at the registered office of the Corporation. Special Board Meetings may be conducted via telephone or other electronic form.

### Special Membership Meetings

- 2.08 Special membership meetings may be called by the President or two (2) members of the Board of Directors if at least three (3) members of the club in good standing request such a meeting and pay for all costs associated with member notification.

### Quorum

- 2.09 A majority of the number of Directors elected and qualified shall constitute a quorum for the transaction of any business except the filling of vacancies in the Board of Directors.

### Conduct of Meetings

- 2.10 At every meeting of the Board of Directors, a Chairperson chosen by a majority of the

Directors present shall preside. The Secretary of the Corporation shall act as Secretary of the meeting. In the absence of the Secretary, the Chairperson may appoint any person to act as Secretary of the meeting. A majority vote of the Directors at a meeting at which a quorum is present constitutes the action of the Board of Directors unless a greater number is required by statute, the Articles of Incorporation, or these Bylaws. If there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until the quorum has been obtained.

#### Action Without Meeting

- 2.11 Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all the Directors.

### ARTICLE THREE OFFICERS

#### Titles

- 3.01 The Officers of the Corporation shall consist of at least a President, Secretary, and Director of Coaching. The Board of Directors, by resolution, may create and define the duties of other offices in the Corporation and shall elect or appoint persons to fill all such offices. Election or appointment of an officer shall not of itself create contractual rights. Two or more offices may be held simultaneously by the same person.

#### Elections

- 3.02 The Officers of the Corporation shall be chosen annually by the Board of Directors and each is to hold office until he or she resigns or is removed or otherwise disqualified to serve, or until his or her successor is elected and qualified.

#### Resignation

- 3.03 Any Officer may resign at any time by giving written notice to the Directors, or to the President or Secretary of the Corporation. Any resignation is to take effect on the date the notice of resignation is received unless a later time is specified in the notice.

### Removal

- 3.04 Any Officer may be removed by the Board of Directors whenever, in the Board's judgment, the best interests of the Corporation will be served by the removal.

### Vacancies

- 3.05 If any office becomes vacant by reason of death, resignation, removal, or otherwise, the Directors shall elect a successor who is to hold office for the unexpired term and until his or her successor is elected.

### President

- 3.06 The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Directors, have general supervision, direction, and control of the business and officers of the Corporation; have the general powers and duties of management usually vested in the office of President of a corporation; and have all other powers and duties as may be prescribed by the Directors or these Bylaws.

### Secretary

- 3.07 The Secretary shall have the custody and care of the corporate records, minutes, and share register of the Corporation. The Secretary shall attend all meetings of the Board of Directors and shall keep, or cause to be kept, a true and complete record of the proceedings of such meetings. The Secretary shall be responsible for authenticating records of the Corporation. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall perform all other duties incident to the office of Secretary as from time to time may be assigned to him or her by the Board of Directors.

### Directory of Coaching

- 3.08 The Director of Coaching shall attend all meetings of the Board of Directors and shall, in consultation with the Board of Directors, handle all issues regarding team rosters, selection and assignment of coaches, tournament/game participation, and other duties incident to the office of Director of Coaching as from time to time may be assigned to him or her by the Board of Directors. The Director of Coaching shall serve as the representative of the club's coaches at all meetings of the Board of Directors.

## Execution of Documents

- 3.09 Unless otherwise provided by the Board of Directors, all contracts, leases, commercial paper, and other instruments in writing and legal documents, shall be signed by the President, or such person appointed in writing to sign on behalf of the President. All bonds, deeds and mortgages shall be signed by the President or such person appointed in writing to sign on behalf of the President. All checks, drafts, notes and orders for the payment of money shall be signed by those officers or employees of the Corporation as the Directors may from time to time designate by resolution.

## ARTICLE FOUR MISCELLANEOUS

### Non-Profit Nature of Corporation

- 4.01 No actions shall be taken by the Board of Directors or any employee or agent of the Corporation which may jeopardize the desired Non-Profit status of the Corporation. Further, upon dissolution of the Corporation, all assets of the Corporation shall be transferred to another Non-Profit Corporation and not to any officer, director, or other insider of the Corporation.

### Amendment(s)

- 4.02 By-Laws may be adopted, amended or repealed at any meeting of the Board of Directors by the vote of a majority of all Directors.

PENN JUNIOR LACROSSE BYLAWS

AS APPROVED ON OCTOBER 1, 2015