

**BYLAWS
OF
PENN BOYS LACROSSE CLUB, INC.**

ARTICLE ONE
NAME/OFFICES/FISCAL YEAR

Name

- 1.01 The name of the corporation shall be PENN BOYS LACROSSE CLUB, INC. (hereinafter referred to as the “Corporation” or “PBLC”). The organization and teams under the Corporation shall also be referred to as PENN KINGSMEN LACROSSE.

Purpose

- 1.02 The purpose of the Penn Boys Lacrosse Club shall be to: (1) provide student athletes with an opportunity to develop their lacrosse skills in an environment that promotes personal growth and excellence, (2) provide an environment that fosters teamwork, leadership, scholarship, personal integrity, sportsmanship, and respect for others and self, and (3) develop the players’ skill in a competitive environment that prepares them to compete and contribute to the best of their abilities during their years of playing for the Penn Boys Lacrosse Club.

Registered Office and Registered Agent

- 1.03 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. The Corporation shall maintain a post office box for Penn Boys Lacrosse Club business use.

Fiscal Year

- 1.04 The fiscal year of the Corporation shall commence on January 1 and end at the close of the last day of December.

ARTICLE TWO
BOARD OF DIRECTORS

Powers

- 2.01 The business and affairs of the Penn Boys Lacrosse Club 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, Term, and Eligibility of Directors

- 2.02 The Board of Directors shall consist of at least five (5) members who shall be elected annually by the then members of the Board of Director(s). The term of the Directors will generally be one year from the date of election and Directors may stand for reelection. A Director will hold 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. Unless an exception is made by the existing Board, only parents of current eligible players for the coming season, as of the date of the election, may serve on the Board. Exceptions will be made only under special circumstances that the Board deems as important for the success of the organization. Only one parent per player family may serve on the Board. A coach's spouse may serve on the Board as an at-large member, but may not serve as an Officer (President, Vice President, Treasurer, or Secretary). In such cases, the coach's spouse must recuse themselves from the coaching committee and any discussion of coaching evaluation, pay, or other issues which may be perceived as a conflict of interest.

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 quarterly in March, June, September, and December on such date and time as set by the Board of Directors. Written or electronic notice of the meeting 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 Penn Boys Lacrosse Club and conducting any other Corporation business, with the election of Board members held at the June meeting. These meetings shall be open to any member of the club in good standing. Said members may be recognized to speak at a time designated on the meeting agenda, but shall not be permitted to vote. Meetings shall be held at a location designated by the board and 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. Meetings shall be held at a location designated by the board and may be conducted via telephone or other electronic form.

Quorum

- 2.08 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

- 2.09 At every meeting of the Board of Directors, a Chairperson chosen by a majority of the Directors present shall preside. The Secretary of Penn Boys Lacrosse Club 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

- 2.10 Unless otherwise specified by statute, the Articles of Incorporation, or these Bylaws, any action which may be taken at a meeting of the Board of Directors, including actions required by law, may be taken without a meeting if the action is approved in person, in writing, or by email by majority of the board.

ARTICLE THREE
OFFICERS

Titles

- 3.01 The Officers of the Penn Boys Lacrosse Club shall consist of at least a President, Vice President, Treasurer, and Secretary. 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 and Eligibility

- 3.02 The Officers of the Penn Boys Lacrosse Club 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. All elected Board members, other than a coach's spouse, will be eligible to serve as an Officer of the Board.

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 Penn Boys Lacrosse Club. 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 Penn Boys Lacrosse Club 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. The President shall preside over all Penn Boys Lacrosse Club Board and parent meetings or designate an alternative person to preside at such meetings.

Vice President

- 3.07 The Vice President shall preside over any Penn Boys Lacrosse Club Board and parent meetings at which the President is not present, oversee all committees designated by the Board, perform all other duties incident to the office of Vice President as from time to time may be assigned to him or her by the Board of Directors. In the event that the office of President becomes vacant during the elected term, the Vice President shall accede to the Presidency for the remainder of the term, unless an alternative candidate is appointed by a majority vote of the Board.

Secretary

- 3.08 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 the records of the Corporation and for ensuring that any paperwork, documentation, or memberships required of Penn Boys Lacrosse Club participants are current and valid. 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.

Treasurer

- 3.09 The Treasurer shall be responsible for the financial and tax records of the Corporation. The Treasurer shall be responsible for developing the annual budget, for maintaining complete financial records related to the Corporation's revenues and expenses, and for keeping the Board informed with respect to this information. The Treasurer shall also perform all other duties incident to the office of Treasurer as from time to time may be assigned to him or her by the Board of Directors.

Coaches Representative to the Board

- 3.10 The Head Coach, or other coach designated by the head coach and agreed to by the Board, shall serve as the coaches' representative to the Board. In this role, the Head Coach is expected to attend all regular Board meetings, but is not a voting member of the Board.

Committees

- 3.11 The Board may create such committees as it may deem necessary to promote the objectives of the Corporation. Such committees will assign the duties assigned to them by the Board and as permitted by applicable laws, rules, and regulations. Each committee should submit a plan of work to the Board and no committee work shall be undertaken without the approval of the Board. Schedule A provides a list of the current committees of Penn Boys Lacrosse Club and may be amended at any time by the Board.

Other Positions and Responsibilities

- 3.12 The Board may assign other duties to the Officers of the Corporation, At-Large members of the Board, assigned committee members, team representatives, and other club representatives, as necessary for the proper functioning of the Penn Boys Lacrosse Club. As needed, additional responsibilities may be described separately in Schedule B of these Bylaws, which may be amended at any time by the Board.

Execution of Documents

- 3.13 Unless otherwise provided by the Board of Directors, all contracts, leases, bonds, deeds, mortgages, 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 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 These Bylaws, as approved and amended by the Board of Directors, supersede all previous Bylaws inclusive of amendments. Bylaws may be adopted, amended or repealed at any meeting of the Board of Directors by the vote of a majority of all Directors.

AS APPROVED ON AUGUST 7, 2017