

# Bylaws of NorwalkLax, Inc.

## ARTICLE I *General*

These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation of NorwalkLax, Inc., (hereinafter the "**Corporation**," the "**Association**," or "**NLAX**").

## ARTICLE II *Purpose*

The primary purpose of NLAX is to promote the game of lacrosse, played in a safe and sportsmanlike manner and environment, in the City of Norwalk, Connecticut.

## ARTICLE III *Location*

The principal office of the Corporation shall be located within or without the State of Connecticut, at such place as the Board of Directors shall from time to time designate. NLAX may maintain additional offices at such other places as the Board of Directors may designate, and shall continuously maintain within the State of Connecticut a registered office at such place as may be designated by the Board of Directors.

## ARTICLE IV *Board of Directors*

1. **Authority.** The management of the property and affairs of the Corporation shall be vested in the Board of Directors.
2. **Tenure.** To ensure Board effectiveness, the expected term of office for each elected Officer and Director (i.e., excluding ex officio Directors) is three years (subject to the provisions of Article IV, paragraphs 4 and 5). This does not preclude changing a Director's or Officer's position or area of responsibility prior to the expiration of his or her expected term.
3. **Officers**

### **President.**

- a. Conduct the affairs of the Corporation and execute the policies established by the Board of Directors.
- b. Present a report of the condition of the Corporation at the Annual Meeting.
- c. Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the Corporation.
- d. Be responsible for the conduct of the Corporation in strict conformity to the policies, principles, Rules and Regulations of US Lacrosse and CONNY.
- e. Designate in writing other Officers, if necessary, to have power to make and execute for/and in the name of the Corporation such contracts and leases they may receive and which have had prior approval of the Board.
- f. Investigate complaints, irregularities and conditions detrimental to the Corporation and report thereon to the Board or Executive Committee as circumstances warrant.

- g. Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- h. With the assistance of the Boys and Girls Junior Lacrosse Directors, certify the age and residency requirements of all players.

**Immediate Past President.**

Unless the immediate past president was removed from office for cause, and if he or she is available, he or she shall be a Director of NLAX in an advisory role to the President.

**Co-Treasurers. (2)**

- a. Receive all moneys and securities, and deposit same in a depository approved by the Board of Directors.
- b. Keep records for the receipt and disbursement of all moneys and securities of NLA, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors.
- c. Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the Annual Meeting.
- d. Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting.
- e. The responsibilities of the co-treasurers shall be divided, with one primarily managing receivables and the other payables.

**Secretary.**

- a. Be responsible for recording the activities of the NLA and maintain appropriate files, mailing lists and necessary records.
- b. Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- c. Maintain a list of all Directors and Committee Members and give notice of all meetings of the Board of Directors and Committees.
- d. Keep the minutes of the meetings of the Board of Directors and the Executive Committee, and cause them to be recorded in a book kept for that purpose.
- e. Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- f. Shall have custody of the corporate seal of the Corporation, and shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his or her signature.
- g. Notify Members, Directors, Officers and committee members of their election or appointment.

**4. Directors**

**Communications Director**

- a. Set up and manage the official NLAX website
- b. Set up online registration
- c. Assign online administrative rights to other members
- d. Encourage creation of team web sites to other members
- e. Ensure that NLAX news is updated online on a regular basis
- f. Collect, post, and distribute important information on NLAX activities including fund-raising and sponsor activities

- g. Serve as primary contact person for US Lacrosse and Sports Illustrated Play regarding optimizing use of the Internet for NLAX administration and for distributing information to participants and their families.

**CONNYS Representative**

- a. Represent NLAX on the CONNY Board of Directors
- b. Inform the NLAX Board of pending CONNY Board votes on bylaws, rules, regulations, procedures, and other policies that will affect NLAX, and assure that the NLAX Board has an opportunity to determine NLAX's position on such votes
- c. Assure that NLAX is properly represented in person or by proxy at all CONNY Board of Directors meetings and CONNY Girls and CONNY Boys Division meetings
- d. Chair the CONNY Membership Committee

**Varsity Head Lacrosse Coaches at Norwalk's High Schools**

In addition to their duties as head coaches of their respective high school teams, these Directors shall:

- a. Define, publish, and maintain the Norwalk Junior Lacrosse (NJrL) Coaching Curriculum
- b. Train NJrL Coaches on Curriculum

**Boys and Girls Junior Directors**

- a. Define the team structure and coaching assignments and present to the board
- b. Recruit, onboard and assign coaches/managers
- c. Represent coaches/managers in NLAX
- d. Present an annual coach/manager training budget to the board
- e. Ensure all coaches meet all CONNY coaches education requirements and uphold all CONNY rules and regulations
- f. Ensure all game scores are recorded accurately on the CONNY website, or if not a CONNY competition, on the NLAX website.
- g. Collaborate with Scheduling Committee to define practice and game schedules

**Committee Chairperson Directors**

- a. Carry out objectives of the committee
- b. Recruit and train committee members
- c. Nominate a successor

**5. Removal of Directors**

Except as may otherwise be provided in the Certificate of Incorporation, any one or more of the Directors may be removed with or without cause at any time by action of the Board of Directors of NLAX. A Director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

**6. Resignation**

Any Director may resign at any time by delivering written notice to the Board of Directors or the President or Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

**7. Newly-Created Directorships and Vacancies**

Newly created Directorships, resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason, may be filled by (i)

the Board of Directors, or (ii) if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors and until his or her successor is elected and qualified.

#### 8. **Meetings of the Board of Directors**

**Annual Meeting:** An annual meeting of the Board of Directors shall be held for the election of Directors and Officers, consideration of changes to these bylaws, and the transaction of such other business as may properly come before the meeting. No bylaw may be brought up for adoption, amendment, or repeal unless distributed to all Directors at least one day before the meeting. Unless otherwise determined by the Board, the October meeting of the Board shall be the annual meeting. Notice of the annual meeting, including the date, time, and place, shall be provided to all Directors in good standing by the Secretary of NLAX at least thirty (30) days before the meeting.

**Regular Meetings:** Regular meetings of the Board of Directors shall be held at any place in the State of Connecticut at such times and dates as may be fixed by the Board. Regular meetings of the Board shall be held monthly from September through July. The meetings may be for any purpose. Notice of regular meetings, including the date, time and place, shall be provided to all Directors in good standing by the Secretary of NLAX at least seven (7) days before the meeting.

**Special Meetings:** Special meetings of the Board of Directors may be called at any time in the State of Connecticut by the President or a majority of the Directors. Notice of each special Board meeting shall include the date, time, and place of the meeting and shall be given to all Directors in good standing not less than two (2) days before the date of the meeting and shall state the purpose(s) for which the meeting is called.

A Director may waive any notice required by law, the Certificate of Incorporation, or the Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the Director, and shall be delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

#### 9. **Quorum of Directors and Voting**

The presence of not less than one-third of the active Board members shall constitute a quorum for the transaction of business or of any particular business, and, except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Each Director shall be entitled to one vote whenever a vote of the Board of Directors is conducted. No proxies voting shall be allowed, except in the election of Officers and consideration of amendments to these bylaws at the annual meeting. Except as otherwise provided herein, all votes of the Board of Directors shall be decided by a simple fifty-one percent (51%) majority of the Directors attending. All votes shall be by voice or show of hands, except that any questions may be voted upon by ballot if a fifty-one percent (51%) majority of the Directors attending so requires.

In the event of a ballot vote, anonymous ballots shall be provided. At any votes by ballot the chairperson of the meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No "Inspector of Election" shall be a candidate for the office or shall be personally interested in the questions voted upon.

#### **10. Compensation of Directors**

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by, or in accordance with policies approved by, a majority of the entire Board.

### **ARTICLE V Executive Committee**

1. The Executive Committee (Exec. Comm.) shall consist of the elected Officers of NLAX, plus the immediate past president, if he or she is available.
2. The Exec. Comm. shall be responsible for executing the policies set by the Board of Directors and for carrying out the functions of the Board between meetings of the Board.
3. The Exec. Comm. shall be charged with the determination of all violations including rules and regulations violations, eligibility violations, flagrant violations of these Bylaws, sportsmanship violations, and other such violations that may occur. The Exec. Comm. shall be empowered to make a binding decision regarding any and all violations. The process and procedure for determining violations shall be:
  - a. Any person or organization alleging a violation may submit to any member of the Exec. Comm. a written statement specifying the person or organization responsible for the alleged violation, the nature of the violation, and as much relevant information and detail as possible.
  - b. The immediate past president, if available, will lead the Executive Committee's consideration of alleged violations, unless he or she is party to the alleged violation. If the immediate past president is not available, the current president will appoint another Exec. Comm. member to lead consideration of each alleged violation.
  - c. The Exec. Comm. will conduct a preliminary inquiry to determine if there are grounds for an in-depth investigation. If they find that such grounds exist, and the alleged violation is a sportsmanship incident involving another CONNY member team or individual, the Exec. Comm. will deliver the detailed written statement, with their endorsement, to the Chairman of the CONNY Sportsmanship Committee for action.
  - d. If they find that such grounds exist, and the alleged violation is internal to NLAX, the Exec. Comm. will interview involved individuals named in the violation allegation statement and others identified in the course of the investigation, and collect other relevant evidence.
  - e. The accused person or organization will have every opportunity to respond.
  - f. The Exec. Comm. will prepare a written determination of the facts and appropriate course of action, including appropriate disciplinary action, if required.
  - g. In the event a member of the Exec. Comm. is a party to an alleged violation, he or she shall recuse him or herself from the determination process.
  - h. In the event the full Exec. Comm. is party to an alleged violation, the full Board, excluding the Exec. Comm., shall determine the matter.

**ARTICLE VI**  
***Nominating Committee & Election of Directors and Officers***

1. The Nominating Committee shall be composed of four persons, the current NLAX president, secretary, and co-treasurers, plus the immediate past president, who will chair the committee. If the past president is unavailable, the president shall appoint the Nominating Committee chairperson.
2. The Nominating Committee shall nominate one candidate for each office and Directorship to be voted for at the Annual Meeting. Officer nominees need not be NLAX Directors.
3. The Secretary shall distribute the Nominating Committee's slate, which shall include the expiration of every sitting director's expected term, to all Directors at least thirty (30) days before the Annual Meeting along with the notice of the time and place of the meeting.
4. Independent nominations may be made by any Director and delivered to the Secretary at least two (2) days before the date of the Annual Meeting.
5. In the event independent nominations are made, the Secretary shall prepare a ballot showing the Nominating Committee's slate and any independent nominations for voting at the Annual Meeting. Said ballot, shall include the expiration of every sitting director's expected term. At least one (1) day before the date of the Annual Meeting at which the ballot shall be voted, the Secretary shall distribute said ballot to every Director in good standing.
6. Proxies voting shall be allowed for the election of Officers only. Proxy ballots must identify the Director submitting the proxy (to prevent double voting) and must be delivered in writing by mail, email, or text to the Secretary before the Annual Meeting at which the ballot shall be voted. The Secretary, or in the Secretary's absence, the President or presiding Officer at that meeting, shall cast the proxy vote on behalf of the absent Director.

**ARTICLE VII**  
***Committees***

Each committee of the Board shall serve at the pleasure of the Board. The creation of a committee and the appointment of Committee Chairpersons and Members shall be approved by a majority of all the Directors in office when the action is taken.

1. **Committee Membership.** Each committee will be made up of a Chairperson and one or more volunteer Members. Each Chairperson and Member is responsible for carrying out the objectives of the committee. New committee members will be nominated by existing Board of Directors members and nominees will be required to submit a written application to be reviewed by the Directors.
2. **Tenure.** Each Chairperson and Member is expected to actively participate in a committee for three years in order to ensure committee effectiveness. Committee membership shall be reviewed and adjusted as the Board deems necessary in the annual meeting of Directors and approved by a majority of all the Directors in office when the action is taken.
3. **Committees**

**CONNY Membership**

- a. Assure that NLAX is properly represented in person or by proxy at all CONNY Board of Directors meetings and CONNY gender division meetings.
- b. Assure that all communications from CONNY reach the relevant NLAX officers, directors, coaches, and parents/players in a timely manner.

#### **Volunteer Coaches and Managers**

- c. Obtain CONNY required coaching training and encourage US Lacrosse coaching certification
- d. Teach and uphold all CONNY rules and regulations to team players
- e. Implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.

#### **Registration Committee**

- a. Collaborate with the Information Director and Outreach Committee to update online registration system
- b. Collaborate with Outreach Committee to coordinate communications to Norwalk families

#### **Scheduling Committee**

- a. Present an annual tournaments and events budget to the board
- b. Collaborate with the Boys and Girls Junior Lacrosse Directors to define the annual practice schedule
- c. Attend game scheduling “scrambles” with other towns
- d. Attend CONNY Tournaments seeding meetings
- e. Schedule and register teams for tournaments
- f. Listed as point of contact on NLAX and CONNY website for game scheduling
- g. Maintain practice and game schedules on NLAX and CONNY websites
- h. Liaise with the Norwalk Rec & Parks Department for field availability
- i. Liaise with private facilities for field availability
- j. Liaise with the High School Athletic Directors for school field availability

#### **Curriculum Committee**

- a. Led by High School Varsity Lacrosse Head Coaches
- b. Collaborate with the Boys and Girls Junior Lacrosse Directors to document and maintain the lacrosse curriculum guide for each age group and skill level.
- c. Train all coaches on proper coaching based on curriculum

#### **Supplies Committee**

- a. Present an annual equipment, uniforms, and supplies budget to the board
- b. Secure bids on needed equipment, uniforms, and supplies and make recommendations for their purchase to the Board.
- c. Responsible for issuing, repairing, and cleaning of equipment
- d. Responsible for collection and storage of equipment and supplies at the close of the season

#### **Fundraising, Outreach, and Sponsor Committee**

- a. Present an annual fundraising and sponsorship budget to the board
- b. Present an annual event calendar to the board
- c. Recruit volunteer members to run campaigns and events
- d. Define and train members on communication standards

#### **Pound on the Sound Jamboree Committee**

- a. Present an annual NLAX hosted event budget and calendar to the board
- b. Recruit volunteer members to run event(s)

- c. Define the tournament structure and participation fees
- d. Recruit participation from other programs
- e. Secure bids from vendors and make recommendations for their engagement to the Board.
- f. Collaborate with Scheduling Committee and liaise with Norwalk Rec & Parks Department and other users of Norwalk athletic fields to secure field availability

**Off-season Lacrosse Committee**

- a. Collaborate with the Information Officer and Outreach Committee to update online registration system
- b. Collaborate with Outreach Committee to coordinate communications to Norwalk families

**ARTICLE VIII**  
***Officers, Agents and Employees***

**Agents and Employees**

The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person’s contract rights, if any, and the appointment of such person shall not itself create contract rights.

**Compensation of Agents and Employees**

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board of Directors shall determine the amount of the compensation that shall be paid or shall adopt policies in accordance with which the amounts of compensation shall be determined.

The Board may require agents or employees to give security for the faithful performance of their duties.

**ARTICLE IX**  
***Directors’ Conflicting Interest Transactions***

If any Director of NLAX has a “conflicting interest” with respect to a transaction effected or proposed to be effected by the Corporation, as defined in Section 33-1127 of the Connecticut General Statutes, that Director and NLAX may proceed to effect such transaction only as set forth in Section 33-1127 et seq. of the Connecticut General Statutes relating to Directors’ conflicting interest transactions. Further, notwithstanding compliance with the above statute, such transaction may be undertaken by any Director or the NLAX only to the extent such transaction does not constitute an act of self-dealing, as defined in Section 4941 of the Internal Revenue Code.

**ARTICLE X**  
***Miscellaneous***

**Fiscal Year**

The fiscal year of NLAX shall be the calendar year or such other period as may be fixed by the Board of Directors.

**Corporate Seal**

The corporate seal shall be circular in form, shall have the name of the NLAX inscribed thereon and shall contain the words “Corporate Seal” and “Connecticut” and the year NLAX was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.



### **Checks, Notes, and Contracts**

The Board of Directors shall determine who shall be authorized from time to time on NLAX's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

### **Books and Records**

NLAX shall keep at its office correct and complete books and records of the accounts, activities and transactions of the NLAX, the minutes of the proceedings of the members, the Board of Directors and any committee of the Corporation, and a current list of the members, Directors and Officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

## **ARTICLE XI** ***Amendments to Bylaws***

These Bylaws shall replace and supersede any prior existing Bylaws utilized by NLAX. Subject to the notice requirements of Article IV.7, the Bylaws of NLAX may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the full Board of Directors voting in person or by proxy at the Annual Meeting. Proxy votes on amendments under consideration must identify the Director submitting the proxy (to prevent double voting) and must be delivered in writing by mail, email, or text to the Secretary before the Annual Meeting at which the amendment shall be voted. The Secretary, or in the Secretary's absence, the President or presiding Officer at that meeting, shall cast the proxy vote on behalf of the absent Director.

#### **a. Proposals by Directors**

Any Director of NLAX in good standing may propose in writing an amendment to the Bylaws at any time to the Secretary. The Secretary shall distribute the proposed amendment to the Board of Directors with explanation for or against the proposed amendment. The proposed amendment and Executive Committee's recommendation, if any, shall be provided to the Board at least one (1) day prior to the Annual Meeting at which the proposed amendment shall be considered. Proposed amendments that have not been approved shall not be considered for a minimum of one (1) year thereafter.

#### **b. References**

Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Bylaws to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in these Bylaws to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provision of any subsequent law.