

**BYLAWS
OF
C3 HAWKS YOUTH LACROSSE ASSOCIATION**

**ARTICLE 1
GENERAL PROVISIONS**

1.1 Name

The name of this corporation is the C3 Hawks Youth Lacrosse Association (“CHYLA”). The corporation is also commonly known as C3YLA.

1.2 Purpose

The primary purpose of this corporation is exclusively charitable, scientific, literary or educational within the meaning of Section 501(c) (3) of the internal Revenue Code of 1968, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable. The specific purpose of the CHYLA is to foster, promote and perpetuate the game of lacrosse for Minnesota’s youth.

1.3 Lacrosse Year

The Lacrosse Year shall be from September 1 of one year to August 31 of the next year.

**ARTICLE 2
MEMBERSHIP**

2.1 Open Membership

Membership in the CHYLA shall be open to any person not subject to suspension under the bylaws or rules of the CHYLA or the Youth Lacrosse Association of Minnesota and residing in the boundaries of Independent School District #112.

2.2 No Discrimination

The CHYLA will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

2.3 CHYLA Authority

All members of the CHYLA shall abide by its articles of incorporation, bylaws, rules, policies and requirements.

2.4 Registration

All members must register with the CHYLA each Lacrosse Year, and must pay the fees required by the CHYLA for such registration. The CHYLA may establish annual registration deadlines for any of the categories of its membership.

2.5 Fees

The CHYLA shall establish all registration fees.

2.6 Good Standing

To remain in good standing, a member of the CHYLA must be current in his or her financial obligations to the CHYLA and must be in compliance with all other requirements of the articles of incorporation, bylaws, policies, and rules of the CHYLA.

2.7 Suspension of Membership

Any member of the CHYLA not in good standing may be suspended by the CHYLA or as otherwise provided in its policies and rules. A suspended member shall lose all benefits of membership, including any rights to vote, participate in any CHYLA activity, and any other rights that may exist or be granted to members.

2.8 Revocation of Membership

The membership of any member who is in default on his, her or its financial obligations to the CHYLA for a period of 120 days shall be revoked. Any member failing to comply with the articles of incorporation, bylaws or policies and rules of the CHYLA may have its membership revoked by an affirmative vote of two-thirds of the Board of Directors. A member whose membership has been revoked shall lose all benefits of membership, including any rights to vote, any officer, director or other position within the CHYLA, participate in any CHYLA activity, and any other rights that may exist or be granted to members.

A member whose membership has been revoked may reapply for membership in the CHYLA after the completion of the next scheduled full lacrosse season.

2.9 Termination of Membership

Any member of the CHYLA may terminate his, her or its membership at any time by so notifying the CHYLA.

2.10 Territory

The territory of the CHYLA shall be the boundaries of Independent School District #112.

2.11 Defined

Members of the CHYLA are all lacrosse players, coaches, trainers, managers, administrators, parents or officials in good standing with the CHYLA.

2.12 Restrictions

Members may not vote at meetings of the CHYLA Board of Directors.

2.13 Fees

Members shall pay to the CHYLA all fees assessed by the CHYLA.

ARTICLE 3 BOARD OF DIRECTORS

3.1 Board to Manage

The business and affairs of the CHYLA shall be managed by or under the direction of a Board of Directors, subject to the rights of the members as provided in these bylaws or pursuant to Chapter 317A, Minnesota Statutes.

The Board of Directors shall be responsible for establishing and enforcing the rules, policies, and procedures of the CHYLA. The rules, policies, and procedures as adopted by the Board of Directors are binding upon and shall be adhered to by the CHYLA, its members, directors, officials, administrators and all other individuals acting on behalf of the CHYLA. As part of its duties and responsibilities, the Board of Directors shall periodically publish the rules, policies and procedures of the CHYLA.

3.2 Number of Directors

The number of directors on the Board of Directors shall not be greater than thirteen (13) nor less than seven (7). The Board of Directors may, at any time, increase the number of directors up to the maximum or decrease the number of directors no lower than the minimum, except that any such decrease shall not result in the removal of a sitting director. The Board of Directors may create and/or abolish various director positions thereby increasing or decreasing the number of directors subject to the number limitations in this paragraph.

3.3 Manner of Acting

Except as otherwise provided in Minnesota Statutes, Chapter 317A, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting a quorum being present. A quorum shall consist of a simple majority of the total number of directors in office at the time of a meeting.

3.4 Presumption of Assent

A director who is present at a meeting of the Board of Directors when an action is approved by the affirmative vote of a majority of the directors present is presumed to have assented to the action approved, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, or votes against the action at the meeting or is prohibited from voting on the action due to a conflict of interest.

3.5 Absent Directors

A director may give advance written consent or opposition to a proposal to be acted on at a Board of Directors meeting. If the director is not present at the meeting, consent or opposition to a proposal shall not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

3.6 Board of Directors and Voting

The Board of Directors of the CHYLA shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Communications Director, the Boys Youth Director, the Girls Youth Director, the Marketing Director, the Equipment Director, the Fields Coordinator and the Volunteer Coordinator. All members of the Board of Directors are entitled to vote in all matters coming before the board

3.7 Election

The current directors will be ratified at the January 2013 Annual Meeting by a majority vote of all directors present. At every Annual

Meeting thereafter, the following election schedule will be followed: Year One - Secretary, Treasurer, Equipment Director and Fields Coordinator; Year Two - President, Communications Director and Boys Youth Director; Year Three - Vice-President, Girls Youth Director, Marketing Director and Volunteer Coordinator. In order, to be elected President or Vice-President, a person must have served in a different role on the Board of Directors for at least one calendar year. Each director to be elected or re-elected shall be elected by the majority vote of all directors present. The election or appointment of a person as a director shall not, of itself, create any contract rights.

3.8 Term of Office

Each director is elected to a three (3) year term, or until his or her earlier death, resignation, removal or disqualification.

3.9 Resignation

A director may resign at any time by giving written notice to the CHYLA.

3.10 Removal or Suspension of a Director

Any sitting director may be suspended or removed at any time, with or without cause, by the affirmative vote of a three-fourths majority of the members of the Board of Directors. A director who (a) fails to attend three consecutive Board of Directors meetings or (b) fails to attend at least eight of the last twelve Board of Directors meetings shall be automatically suspended from the Board of Directors. The Board of Directors, by majority vote of its members, may, for good cause shown, reinstate a suspended director. The Board of Directors, by a majority vote at a meeting where a quorum is present, may appoint an acting director to assume the responsibilities and perform the duties of a suspended director. An acting director shall hold office until a qualified successor is elected at the next regular or special election of the membership, or until his or her earlier death, resignation, removal or disqualification.

3.11 Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Vacancies on the Board of Directors resulting from

newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. A director appointed to fill a vacancy shall hold office until a qualified successor is elected at the next regular or special election of the membership, or until his or her earlier death, resignation, removal or disqualification.

3.12 Reimbursement of Expenses

By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and other such expenses determined by the Board of Directors to be reasonable and necessary.

3.13 Duties of Officers and Directors

In addition to the specific duties prescribed in these bylaws, the officers and directors shall perform any other duties delegated to them by the Board of Directors.

3.14 President

The President shall be the chief officer of the corporation and shall:

- (a) When present, preside at all meetings of the Board of Directors;
- (b) With the Secretary, sign and deliver in the name of the corporation any contracts, or other instruments pertaining to the business of the CHYLA, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles of incorporation or these bylaws or by the Board of Directors to some other officer or agent of the CHYLA;
- (c) The President is an ex-officio member of all committees;
- (d) Attend the annual YLM Meeting;
- (e) Recruit board members, and
- (f) Set Association policy.

3.15 Vice President

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. In addition, the Vice-President or his or her designated agent shall:

- (a) Recruit coaches and operate a pre-season summer coaches clinic, in which all certification and training concluded as required;
- (b) Oversee coaching handbook development, including practice plans, game protocol, training and certification;
- (c) Serve as chairperson of Policy & Rules Committee;
- (d) High School liaison, including coordinating all non-MSHSL off-season high school teams;
- (e) Serve as referee liaison;
- (f) assist the President in setting Association policy and recruiting board members.

3.16 Secretary

The Secretary or his or her designated agent shall:

- (a) Maintain records of and, whenever necessary, certify all proceedings of the Board of Directors and the CHYLA;
- (b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (c) Be custodian of the corporate records;
- (d) With the President, sign and deliver in the name of the corporation any contracts or other instruments pertaining to the business of the CHYLA, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles of incorporation or these bylaws or by the Board of Directors to some other officer or agent of the CHYLA.

3.17 Treasurer

The Treasurer shall be the chief financial officer of the CHYLA and either he or she or his or her designated agent shall:

- (a) Ensure that accurate financial records for the CHYLA are kept;
- (b) Deposit all monies, drafts and checks in the name of and to the credit of the CHYLA in the banks and depositories designated by the Board of Directors;

- (c) Endorse for deposit all notes, checks and drafts received by the CHYLA as ordered by the Board of Directors, making proper vouchers thereof;
- (d) Disburse funds and issue checks and drafts in the name of the CHYLA, as ordered by the Board of Directors, specifically payment of USL, YLM or other league fees, referees, insurance;
- (e) Render to the Board of Directors and the President, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the CHYLA;
- (f) Serve as Chairperson of the Budget Committee;
- (g) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

3.18 Communications Director

The Communications Director or his or her designated agent shall:

- (a) Post news and content to the Association website;
- (b) Maintain the Association website, including all league registrations;
- (c) Conduct routine Association communications;

3.19 Boys Youth Director

The Boys Youth Director or his or her designated agent shall:

- (a) Act as contact person for all boys teams;
- (b) Manage and order team jerseys, including coaching shirts;
- (c) Register each youth boys summer team in one tournament during the summer YLM season;

3.20 Girls Youth Director

The Girls Youth Director or his or her designated agent shall:

- (a) Act as contact person for all girls teams;
- (b) Manage and order team jerseys, including coaching shirts;
- (c) Register each youth girls summer team with *MSSLAX*;
- (d) Register each youth girls summer team in one tournament during the summer *MSSLAX* season;
- (e) Recruit, coordinate, and support coaches for all girls teams;

(f) Coordinate team schedules with MSSLAX and opposing teams;

(g) act as MSS Lax contact.

3.21 Equipment Director

The Equipment Director or his or her designated agent shall:

(a) Manage inventory of all field-related equipment, such as goals, nets, balls, game-day supplies (scoring tables, horns, timers, cones, etc.) and field fencing;

(b) Ensure all said field equipment is transported to the appropriate fields prior to practices and games and facilitate replacement equipment to fields in-season;

(c) Manage inventory of all coaching bags and included equipment, such as ball bags, first aid kits, whistles, maintenance packs, goalie gear, mouthguards, etc.;

(d) Manage inventory of all player equipment, such as extra sticks, pads, etc.;

(e) Organize and manage Annual Swap Meet.

3.22 Marketing Director

The Marketing Director or his or her designated agent shall:

(a) Develop, lead and manage all player recruitment;

(b) Lead fundraising, sponsorship and awareness efforts;

(c) Develop financial growth opportunities, including necessary capital improvements and community charity programs.

(d) Manage and communicate all year-round youth development opportunities, including skills clinics, leagues and travel teams.

3.23 Volunteer Coordinator

The Volunteer Coordinator or his or her designated agent shall:

(a) Manage the summer volunteer refund opportunity program, including:

(i) Recruit required volunteers, including Team Managers, CHILL Manager, Field Lining and pre-season Goal Stringing;

(ii) Provide training for Team Manager and CHILL Manager positions;

- (iii) Manage volunteer task record-keeping and provide information to Treasurer for volunteer fee refunds.
- (iv) Organize any tournament or year-end concession stand volunteer tasks.

(b) Manage any other volunteer programs.

3.24 Fields Coordinator

The Fields Coordinator or his or her designated agent shall:

- (a) Procure enough practice and game field time for all registered CHYLA teams, as mandated by the individual team registration.
- (b) Work with city and school district officials to ensure field maintenance meets YLM requirements.

ARTICLE 4 COMMITTEES

4.1 Committee Appointment

The President, subject to approval of the Board of Directors, shall appoint annually the members of any standing committees.

4.2 Executive Committee

The Executive Committee shall consist of the elected officers: President, Vice President, Secretary, Treasurer and Communications Director. The duty of the Executive Committee shall be to transact all business delegated to them by the Board of Directors.

4.3 Standing Committees

The CHYLA will have the following standing committees: the Budget Committee, the Policy and Rules Committee, the Player Development Committee and the Membership Committee. Each standing committee shall have no less than three members. Except as provided otherwise in these bylaws, the President shall name the chairperson of each committee. The President shall be an ex-officio member of all committees.

4.4 Responsibilities & Authority

The Standing Committees shall have the areas of responsibility as further described in these bylaws or delegated to them by the Board of

Directors. The committees shall report and make recommendations to the Board of Directors.

4.5 Duties of the Standing Committees

4.5.1 BUDGET COMMITTEE

The Budget Committee is responsible for:

- (a) Gathering of all the cost data to the appropriate financial requirements for the CHYLA programs;
- (b) Acquiring detailed cost data to the appropriate budget to be submitted to the Board of Directors for approval;
- (c) Ranking all program requests and preparing an itemized budget to be submitted to the Board of Directors and membership for approval.

4.5.2 POLICY AND RULES COMMITTEE

The Policy and Rules Committee shall be responsible for:

- (a) Reviewing all proposals involving any amendments to the bylaws, policies, and rules and give due and careful consideration to same before submitting said proposals to the Board of Directors with their recommendations; and
- (b) Reviewing proposed policies and procedures, and amendments to those policies and procedures, before adoption by the Board of Directors, the Executive Committee or the membership, as the case may be, to determine their consistency with the bylaws, policies, and rules of the CHYLA and to make a report on its review with comments and recommendations it considers appropriate.

4.5.3 PLAYER DEVELOPMENT COMMITTEE

The Player Development Committee shall be responsible for:

- (a) Developing all policies concerning the skill development of all members; and
- (b) Provide a liaison structure for working with the Chaska/Chanhassen High School program towards skills development of all members.

4.5.4 MEMBERSHIP COMMITTEE

The Membership Committee shall be responsible for:
(a) Examining all applications for membership in the CHYLA and making recommendations to the Board of Directors; and
(b) Reviewing the conformance of all members to membership criteria, including conformance to all existing and modified bylaws, policies and rules.

4.6 Special Committees

The Board of Directors may establish such special committees as it deems necessary or advisable in the best interests of the CHYLA. The President, subject to approval of the Board of Directors, shall appoint members to special committees. The special committees shall have the duties delegated to them by the Board of Directors.

4.7 Removal of Committee Members

The Board of Directors may remove a committee member if it finds that the member is not fulfilling his or her duties. A two thirds majority affirmative vote of the Board of Directors shall be required to remove a committee member.

4.8 Vacancies on Committees

The President, subject to the approval of the Board of Directors may appoint a person to fill a vacancy on any committee of the CHYLA.

ARTICLE 5 VOTING

5.1 Who May Vote

Members of the Board of Directors attending the meeting shall have the right to vote at Board meetings.

5.2 Number of Votes

Directors attending the meeting shall each have one vote.

5.3 Voting

In all meetings of a Governing, Standing or Special Committee of the CHYLA, each committee member present at the meeting shall have one vote.

5.4 Proxy Voting Prohibited

Proxy voting is prohibited.

ARTICLE 6

MEETINGS

6.1 Board of Directors

The Board of Directors shall hold regularly scheduled meetings during the year. Special meetings may be called by any Board of Directors director by giving 21 days advance notice of the meeting date to the other directors.

6.2 Special Directors' Meetings

Special Directors' Meetings may be called by a majority of the Board of Directors.

6.3 Notices

Except where otherwise required, notice of a meeting may be made by telephone, e-mail, fax or any other technological means available.

6.4 Quorum

In all meetings of the committees of the CHYLA, a quorum shall consist of a majority of the total number of such committee's members.

6.5 Minutes

Minutes shall be kept at every membership, Board of Directors and committee meeting. Copies of the minutes shall be kept at the CHYLA's office and be made available to members of the Association.

6.6 Order of Business

The recommended order of business for meetings is:

- (a) Roll Call
- (b) Approval of Minutes of Previous Meeting
- (c) Treasurer's Report
- (d) Committee Reports
- (e) Special Orders
- (f) Unfinished Business
- (g) New Business
- (h) Director's Reports
- (i) Adjournment

ARTICLE 7

PLAY AND PLAYERS

7.1 Playing Rules

The NFHS (National Federation of State High School Associations) Rules Book shall apply to all games played within the CHYLA except as

specifically modified by the CHYLA policies and rules. The Board of Directors may, in its discretion, permit recreational programs to modify their rules of play.

7.2 Player Classification

Players are classified as amateur and youth.

7.3 Amateur Defined

An amateur does not receive a wage or salary for playing lacrosse.

7.4 Youth Defined

A youth has not reached the ninth (9th) grade before the start of the Lacrosse Year.

7.5 Registration Required

A player must register with the CHYLA and must not register with another lacrosse association for the same lacrosse year.

7.6 When Registered

A player is registered the moment the player and the player's parent or guardian signs the registration form and submits the fees required by the CHYLA.

7.7 Registration Binds Player

Once registered, a player is bound to the CHYLA for that lacrosse season, except as provided in 7.5 and 7.6.

7.8 Player Transfers

A registered player may request a transfer from and to the CHYLA in accordance with the policies and rules of Youth Lacrosse Minnesota.

7.9 Player Releases

A registered player not placed on a team by the CHYLA must be released.

ARTICLE 8 FINANCES

8.1 Fiscal Year

The CHYLA's fiscal year shall be from January 1 to December 31 of each year.

8.2 Prohibited Transactions

The CHYLA, its officers, directors, members and any persons acting in or on its behalf, shall take no actions which may adversely affect the

CHYLA's tax exempt status under Section 501(c) 3 of the Internal Revenue Code or which may otherwise violate any state or federal law.

8.3 Contracts and Banking

The Board of Directors, except as may otherwise be required by law, the articles of incorporation or these Bylaws, may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of the CHYLA and such authority may be general or confined to specific instances.

8.4 Acceptance of Gifts

The Board of Directors may accept on behalf of the CHYLA any contribution, gift, bequest, or device for the general purpose or any special purpose of the CHYLA.

8.5 Annual Audits

An annual audit shall be conducted of the financial records of the CHYLA. An appropriate auditor or audit committee shall be appointed by the President and approved by the Board of Directors. This audit shall be completed and a report prepared and submitted to the Board of Directors for its review within 60 days of the close of the fiscal year.

8.6 Distribution of Funds Upon Dissolution

In the event of the dissolution or final liquidation of the CHYLA, none of the funds held by the CHYLA shall be distributed to any director or member or individual. All disbursements must be to an organization which qualifies as a tax exempt entity under Section 501(c) 3 of the Internal Revenue Code as it may be amended from time to time. Said manner of distribution of funds is set forth in the Articles of Incorporation of the CHYLA.

ARTICLE 9

AMENDMENT OF BYLAWS, POLICIES, AND RULES

9.1 Proposal to Amend

Any director or committee of the CHYLA may propose to amend these bylaws by delivering the proposal in writing to the Board of Directors not less than 60 days prior to the Annual Board of Directors Meeting or a Special Directors' Meeting.

9.2 Review of the Proposed Amendment

The Board of Directors shall review the proposed amendment for form and for any conflict with the existing articles of incorporation, bylaws, policies, and rules of the CHYLA.

9.3 Voting

Amendments to the bylaws may be made by the affirmative vote of two-thirds of the votes cast by the members of the Board of Directors, which must also be two-thirds of the required quorum.

9.4 Ratification

A policy, rule, or procedure amendment or addition proposed to the Board of Directors shall only be enacted upon a two-thirds majority vote by the Board of Directors.

ARTICLE 10

DISSOLUTION OF THE CORPORATION

10.1 Dissolution of the Corporation

The corporation may be dissolved only in accordance with law. Upon dissolution of the Association, the assets of the Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The undersigned, Secretary of the C3 Hawks Youth Lacrosse Association, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation by the Board of Directors of said corporation on the 27th day of September, 2012.

Secretary

Attest:

President