

**BY-LAWS  
OF  
ROGERS LACROSSE CLUB**

Section 1.

NAME, PURPOSE, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

- 1.1 Name. The name of the Corporation shall be The Rogers Lacrosse Club.
- 1.2 Purposes. The purpose of the Corporation shall be:
- (a) To promote the development and growth of the sport of lacrosse through the formation of a youth lacrosse Club comprised of active youth lacrosse teams in the Rogers High School and Puyallup High School catchment areas of Puyallup, WA and the affiliation of such youth lacrosse teams with U.S. Lacrosse, Inc.
  - (b) To promote and develop through the operation of a youth lacrosse Club knowledge of the rules and skills of lacrosse;
  - (c) To promote and develop through boys and girls participating in youth lacrosse the qualities of sportsmanship, teamwork and respect for coaches, officials and players;
  - (d) To develop, promote and provide opportunities for coaches to receive training on the rules and skills of lacrosse and the skills necessary to enable coaches to serve as positive role models for boys and girls participating in the sport of lacrosse, with an emphasis on the positive qualities of sportsmanship, teamwork and the building of character; and
  - (e) In general to do all things as may be appropriate to promote and accomplish any of the foregoing purposes.
- 1.3 Location. The principle office of the Corporation in the State of Washington shall be located at: P.O. Box 73327 Puyallup, WA 98373. The Directors may change the location of the principle office in the State of Washington effective upon filing a certificate with the Secretary of the State of Washington, or in such other manners as may be required by the laws of such jurisdiction of organization of the Corporation.
- 1.4 Corporation Seal. The Directors may adopt and alter the seal of the Corporation.
- 1.5 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the Directors, end on the 31<sup>st</sup> day of December in each year.

Section 2.

VOTING MEMBERS

There shall be no voting members of the Corporation.

Section 3.  
NONVOTING MEMBERS

- 3.1 Program Members. Each youth lacrosse player admitted by the Board of Directors to participate with the Corporations shall constitute a nonvoting member of the Corporation (a “Program Member”). Additionally, the parent[s], and/or guardian[s], of said player shall also be granted the right of membership as a nonvoting member of the Corporation (a “Program Member”);
- (a) Notwithstanding the foregoing, the Board of Directors expressly reserves the right from time to time to admit as a Program Member of the Corporation such other individuals as the Board of Directors may determine as Honorary Members. Any such decision of the Board of Directors shall constitute a Major Decision;
  - (b) The Board of Directors may from time to time require the payment by each Program Member of an annual membership fee in an amount established by the Board of Directors. Any decision as to whether to charge a membership fee and the amount of the membership shall constitute a Major Decision by the Board of Directors;
  - (c) Each Program Member shall be entitled to attend all open Club meetings and meeting the requirements of adulthood in the State of Washington allowed to participate on Committees and Chair said Committees when required by the Board of Directors. The Board of Directors reserves the right to remove any member of the Corporation with or without cause as hereinafter provided;
  - (d) The Board or Directors shall be entitled to establish such other criteria and qualifications for membership in the Corporation as a Program Member as the Board of Directors may determine from time to time, and any such determination shall constitute a Major Decision; and
  - (e) The Board of Directors may remove any Program Member from membership in the Corporation with or without cause at any time. Any proposed removal of a Program Member from membership in the Corporation with cause shall require that the Program Member be provided with reasonable notice of no less than forty-eight hours and an opportunity to be heard. Any decision to remove a Program Member from membership in the Corporation, either with or without cause, shall constitute a Major Decision.

- 3.2 Other Nonvoting Members. There may be other classes of nonvoting members, who shall in such capacity have no right to notice of or vote at any meeting, shall not be considered for purposes of establishing quorum, and shall have no other rights or responsibilities except as may be specifically delegated to them by the Directors. The Directors may designate certain persons or groups of persons as nonvoting members from time to time, and the Directors may confer upon nonvoting members such powers, right or responsibilities, individually or in groups, as they deem necessary or appropriate.

Section 4.  
BOARD OF DIRECTORS

- 4.1 Number and Tenure. Each Program Member of legal age shall be entitled to nominate one member to the Board of Directors when a seat becomes vacant to represent the members on the Board of Directors. The Directors annually at their meeting shall fix the number of Directors. At any special or regular meeting, the Directors in office may increase the number of Directors for the purpose of permitting a new Program Member to accept a position on the Board that is required by the forming of a new seat for the intent of conducting business as seen and required by the Board of Directors. At any special or regular meeting, the Directors may increase the number of Directors. At any special or regular meeting, the Directors may also decrease the number of Directors, but only to eliminate vacancies existing by reason of resignation, removal or disqualification of one or more Directors, under circumstances in which the Program Member that accepted the position resigns, is removed or disqualified either fails or is not entitled to appoint a replacement Director. There shall be no less than four Directors at any one time.
- 4.2 Tenure. Each Director shall hold office until the next annual meeting of Directors that coincides with the end of his or her term and until his or her successor is appointed and qualified, or until such Director dies, resigns, is removed or becomes disqualified. Terms of office shall last for two years from the annual meeting of, or following, the appointment unless otherwise agreed upon by the Directors. To avoid Board turnover all at once, terms of office shall alternate years with approximately half the terms ending one year and approximately half the terms ending the next year.
- 4.3 Powers. The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers of the Corporation.
- 4.4 Committees.

- 4.4.1 Additional Committees. The Board of Directors may appoint such additional committees as in their judgment may be necessary or appropriate for the conduct of the business and affairs of the Corporation.
- 4.4.2 Committees Generally. Each Committee shall elect a Chairman. Unless otherwise expressly provided in these By-Laws, a majority of the members of each Committee shall constitute a quorum for the transaction of business. The clerk of each Committee shall keep a true record of all proceedings, and such record shall always be open for inspection of any Director. A vacancy in any Committee occasioned by the death, resignation, inability or refusal of a member to serve may be filled by the president. Any member of the Board of Directors shall be entitled to attend any Committee Meeting, and each Committee shall provide to the secretary a schedule of its meetings and a copy of its minutes, which shall be made available to any member of the Board of Directors. The Chairman of the Committee shall report to the Board of Directors as requested by the president or the majority of the Board of Directors.
- 4.5 Suspension or Removal. A Director may be suspended or removed with cause by vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard, not to exceed forty-five (45) days.
- 4.6 Resignation. A Director may resign by delivering his or her written resignation to the president or secretary of the Corporation, to a meeting of the members or Directors or to the Corporation at its principal address. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- 4.7 Vacancies. Any vacancy in the Board of Directors shall be filled by the Board of Directors by appointment of a Member of the Corporation. Vacancies shall only be temporary until the next regular annual meeting of the Directors at such time and on such date as shall be determined by the Board of Directors. The appointed position shall then be filled through nomination and vote as outlined in these By-Laws.
- 4.8 Regular Meetings. Regular meetings of the Directors shall be held on a monthly basis. Board members are required to attend a minimum of seventy-five percent (75%) of the total of all monthly meetings. Directors not meeting this minimum requirement are subject to expulsion from the Board.
- 4.9 Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the president or vice president.
- 4.10 Quorum. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the

votes cast upon question, whether or not quorum is present, and the meeting may be held as adjourned without further notice.

- 4.11 Action by Vote: Major Decisions. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any questions, including election of officers, unless otherwise provided by law, the articles of organization or these by-laws.
- 4.12 Major Decision. Notwithstanding anything contained herein to the contrary, a “Major Decision” required to be made by the Board of Director shall require the affirmative vote of two-thirds of the Directors present and voting to decide any such question. As used herein, a “Major Decision” shall mean any decision identified in these by-laws as a “Major Decision”. It shall also mean a decision proposed to be made by the Board of Directors that will result in a fundamental change in the purposes, policies, practices or procedures of the Corporation. In the event that any member of the Board of Directors believes that a proposed decision is a Major Decision, such member of the Board of Directors shall be entitled to require the Board of Directors to vote on the issue of whether a proposed action constitutes a Major Decision. A majority vote of those Directors present and voting shall determine whether any proposed action constitutes a Major Decision in the event that any Director requests that the Board of Directors make such a determination. The removal of any Program Member, Director or officer, with or without cause, shall constitute a Major Decision.
- 4.13 Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.
- 4.14 Compensation. Directors shall not be entitled to receive compensation for their services as Directors. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.

## Section 5. OFFICERS AND AGENTS

- 5.1 Numbers and Qualifications. The officers of the Corporation shall be a president, a vice president, a treasurer, and a secretary, together with other such officers, if any, as the Directors may determine. The president, vice president, treasurer and secretary shall be members of the Board of Directors. Any other officers may, but need not be, a member of the Board of Directors. A person may not hold more than one office at the same time; however, an officer may also be a coach within the organization. Directors are able to coach with the approval of the Board of Directors. If required by the Directors, any officer shall give the Corporation a

bond for the faithful performance of his/her duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

- 5.2 Election. The president, vice president, treasurer, secretary, and other members of the Board of Directors shall be interviewed and selected by the Board of Directors at the annual meeting that coincides with the end of his or her term. Members of the organization may nominate any other Member for any vacancies to be filled at the annual meeting. The Board of Directors reserves the right to assign a Member to fill a vacancy until such time that the normal election process can take place.
- 4.15 Tenure. The president, vice president, treasurer, and secretary shall each hold office for a term of two years. Notwithstanding the foregoing, however, the initial treasurer, secretary, president, vice president, and other Directors shall hold office for two years plus the time between initial appointment and the first annual meeting. Any other officer shall hold office for a term of two years, unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she dies, resigns, is removed, or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the Directors. To avoid Board turnover all at once, terms of office shall alternate years with approximately half the terms ending one year and approximately half the terms ending the next year.
- 5.3 President. The president shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.
- 5.4 Vice President. The vice president of the Corporation shall be the president elect of the Corporation. The vice president shall preside at meetings of the Directors in the absence of the president. The vice president shall have and may exercise such other duties and powers as may be designated by the Directors. The vice president shall have and may exercise all of the powers and duties of the president during the absence of the president or in the event of the inability of the president to act, except as otherwise determined by the Directors.
- 5.5 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The treasurer shall be in charge of its financial affairs, funds and securities and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as designated by the Directors. The books and financial affairs of the Corporation shall be open at all reasonable times to the inspection of any Member.
- 5.6 Secretary. The secretary shall record and maintain records of all proceedings of the members and Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principle office of the Corporation or at the office of its secretary or if its resident agent shall be open at all reasonable times to the inspection of any Member. The

- secretary shall be in charge of its valuable papers and shall keep full and accurate records thereof.
- 5.7 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard, not to exceed forty-five (45) days.
- 5.8 Resignation. If the office of any officer becomes vacant, the Directors may elect a successor. If the Directors can not elect a successor the president can appoint a Member. Each such successor shall hold office for the unexpired term, and in the case of the president, vice president, treasurer, and/or secretary until his or her successor is elected and qualified, or in each case until he or she dies, resigns, is removed or becomes disqualified.

#### Section 6. EXECUTION OF PAPERS

Except as the Directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president and by the treasurer or the by the vice president and chief financial officer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the president or vice president and the other is the treasurer or an assistant treasurer, shall be binding on the Corporation in favor of a purchase or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles or organization, by-laws, resolutions or votes of the Corporation.

The Corporation shall have a developed and published standards, procedures, expectations, and any other documents and/or publications that will further the development and professionalism of the Corporation for the purpose of executing its mission and vision. Such papers and publications shall be available to all Members.

#### Section 7. PERSONAL LIABILITY

The Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, Corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation

Section 8.  
INDEMNIFICATION

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, is not affected thereby, indemnify each of its Directors, officers, employees and other agents (including persons who serve at its request as Directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such Director, officer, Director, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under applicable state law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" Director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Section 9.  
GENDER



The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

Section 10.  
AMENDMENTS

These By-laws may be amended or repealed in whole or in part at any official meeting of the Board of Directors by a vote of two-thirds (2/3) of the members of the Board of Directors present and voting at any such meeting. Notice of a proposed amendment or repeal of these By-laws in whole or in part shall be communicated in writing to all Directors at least seven (7) days prior to the date of any such meeting.

Amendments shall be kept and published in conjunction with these by-laws and available to all Members of the Corporation.