

**NORTHBOROUGH-SOUTHBOROUGH YOUTH LACROSSE ASSOCIATION,
INC.
BYLAWS**

**ARTICLE I
Name**

The name of this non-profit organization shall be NORTHBOROUGH-SOUTHBOROUGH YOUTH LACROSSE ASSOCIATION, INC., hereinafter referred to as NSYLA.

**ARTICLE II
Purpose**

The purpose of NSYLA shall exclusively be to provide the youths of Northborough, Southborough and surrounding communities instruction and training for improving and developing their capabilities through the participation in a lacrosse program conducted in an atmosphere of sportsmanship and fair play, free of any adult ambition or personal glory. In furtherance of this educational objective, the principles of team play, self-discipline, respect, good sportsmanship, and scholarship are stressed through a developmental process of instruction, practice, and learning of the fundamentals of the game, while insuring the safety and well being of the children who participate.

**ARTICLE III
Membership and Registration**

Section 1. Classification and Qualifications

- A. Participant Membership
Participant membership shall be open to all youth regardless of race, color, sex, creed, or national origin, provided that they meet the scholastic, boundary, and other eligibility criteria required by The Mass Bay Youth Lacrosse Association, and as may be determined by NSYLA, and as space constraints permit.
- B. Parent Membership
Parent membership shall be granted to all parents who have children participating in the program.
- C. Adult Membership
Adult membership shall be granted to interested members of the community at least eighteen (18) years of age who have paid a yearly adult membership fee through NSYLA.

Section 2. Admissions

- A. Registration for participants or application for adult membership shall be made on the official USLacrosse registration form, and any other application utilized by NSYLA.
- B. Participants and other adult members, excluding parents, shall pay the required registration fee or dues at the time of their registration or application.

Membership is effective upon NSYLA Board of Directors approval of the registration or application.

Section 3. Fees

- A. The Board of Directors shall establish the annual fees at the annual meeting for all membership categories.
- B. Fees Payable
 - 1. Fees shall be due and payable to NSYLA at the time of registration or membership application.
 - 2. Fees for participants may be waived or scholarships given by the NSYLA Board of Directors upon request of participant or parent member.
- C. Delinquent Fees
 - 1. Adult and participant member fees not received by February 1 will be considered delinquent.
 - 2. Adult and participant members whose fees are delinquent on February 10 shall be notified by the Treasurer of such delinquency.
 - 3. Adult and participant members, who have not paid fees in accordance with Article III, Section 3 by March 1 shall forfeit membership.

Section 4. Fiscal Year

The fiscal year of this organization shall be from the first day of October to the last day of September of the following year, inclusive.

ARTICLE IV Officers

Section 1. The officers of NSYLA shall be President, Vice President, Secretary and Treasurer.

Section 2. These officers shall be elected annually. Each officer shall hold office for a term of one (1) year or until his or her successors are elected and assume office.

Section 3. Qualifications - A candidate for president shall have served on the NSYLA Board of Directors or held an office at least two (2) years. An exception for this qualification may be made for the initial three years of the organization.

Section 4. Duties of Officers

- A. The President shall:
 - 1. Preside at all meetings of NSYLA, and the Board of Directors.
 - 2. Perform the duties as stated in the bylaws, standing rules, or as directed by the Board of Directors.
 - 3. Appoint and fill vacancies on all standing or special committees except as may otherwise be stated in these bylaws.
 - 4. Be the chief executive officer and have general supervision over the business affairs of NSYLA.
 - 5. Be the official representative of NSYLA and sign necessary contracts or official documents approved by the Board of Directors.
 - 6. Sign all orders upon the treasurer for disbursement of funds, as directed by the Board of Directors, or included in the budget.
 - 7. Keep the Vice President informed of all matters pertaining to the business affairs of NSYLA.
 - 8. Represent, or appoint another officer to represent, the Board of Directors at all Mass Bay Youth Lacrosse Association or other league meetings.
 - 9. Be an ex officio member of all committees except the Nominating Committee.
 - 10. Perform such other duties as pertained to the office or as requested by the Board of Directors.

B. The Vice President shall:

1. Succeed to the office of President in the event of a vacancy in the office in accordance with Article IV, Section 5.
2. If specified, will attend all Mass Bay Youth Lacrosse Association or other league meetings and is the official representative for the Board of Directors if the President is unable to attend.
3. Be thoroughly acquainted with the membership and the affairs of NSYLA.
4. Perform the duties of the President in his/her absence or inability to perform those duties.

C. The Secretary shall:

1. Serve as Clerk of the Corporation.
2. Record the proceedings of all meetings of NSYLA and the Board of Directors.
3. Under the direction of the President or the Board of Directors, conduct the general correspondence of NSYLA and attest all documents required for execution, preserving in a permanent file, all NSYLA's records and correspondence of lasting value to the organization.
4. As directed by the President give notice of all meetings in accordance with Article VI of these bylaws.
5. Perform such other duties pertaining to the office or as requested by the President or Board of Directors.

D. The Treasurer shall:

1. Have custody of all funds of the corporation.
2. Maintain a record of deposits and make disbursements of the Corporation's monies as authorized by the Board of Directors, either by specific action or by adoption of a budget or vote of the membership.
3. Distribute copies of all of the Corporation's financial statements at all regular meetings of the Board of Directors and give an oral report of these financial statements at the annual meeting.
4. Prepare annual tax filing as may be required.
5. Perform such other duties as pertain to the office or as requested by the President or Board of Directors.

Section 5. Vacancies

- A. The Vice President shall fill a vacancy in the office of President for the remainder of the current term.
- B. A vacancy in any other office shall be filled by majority vote of the Board of Directors in attendance at a regular or special meeting.
- C. Should an officer fail to perform the duties of the office, as listed in these bylaws, or be unable to fulfill those duties, the Board of Directors upon a two-thirds (2/3) vote at a regular or special meeting may remove the officer from office, provided seven (7) days written notice of such meeting is provided to all Board members. Any Board member who due to an emergency is unable to attend the meeting may submit a written proxy vote. Any subsequent vacancies created shall be filled in accordance with Article IV, Section 5.

Any officer, with the exception of the Treasurer, vacating office before the expiration of his/her term shall, within ten (10) days, transfer all records of that office as instructed by the Board of Directors. Should the Treasurer vacate the office before the end of his term, the Treasurer shall, within five (5) days, transfer the books and records of the Corporation, for the purpose of audit or review, to the persons designated by the President.

ARTICLE V

Nominations and Elections

Section 1. Nomination of Directors

- A. A Nominating Committee shall be selected in the following manner:
 - 1. The Board of Directors shall appoint three members to serve.
 - 2. The President shall appoint a chairman, without vote, who if possible has previously served on the Nominating Committee.
- B. This committee shall receive recommendations and qualifications of candidates from the membership or it may submit its own nominations.
- C. At the annual meeting, the Nominating Committee shall present a slate of nominees who have consented to serve.
- D. Nominations may be made from the floor at the time the committee presents its slate and immediately preceding the elections, provided the candidates have consented to serve.

Section 2. Election of Directors

- A. The Directors shall be elected at the annual meeting. A majority vote shall elect.
- B. The Directors shall be elected for a two (2) year term and shall assume duties at the first Board of Directors meeting following the annual meeting at which they are elected.

Section 3. Election of Officers

- A. The Officers shall be elected at the first Board of Directors meeting following the annual meeting.
- B. The Officers shall assume office and duties immediately following their election.

ARTICLE VI

Meetings

Section 1. Annual Meeting

- A. The organization shall hold an annual meeting within ninety (90) days of the end of the fiscal year, unless otherwise ordered by a two-thirds (2/3) vote of the Board of Directors, for the purpose of electing directors and transacting any other business as may properly come before it.
- B. The site of the annual meeting and fee, if any, shall be decided by the Board of Directors.
- C. The official call to the meeting shall be given to the members at least fifteen (15) days prior to the meeting.
- D. In the event of a major emergency, the Board of Directors may cancel the scheduled meeting and set a new date and place.
- E. The voting body of the annual meeting shall be all members at least eighteen (18) years of age in good standing that shall each have one vote.
- F. All members may make motions and take part in discussion at the annual meeting.

Section 2. Quorum

Twenty percent (20%) of the members in good standing constitute a quorum for the annual meeting.

Section 3. Emergency Meeting

- A. In the event of an emergency, a special meeting may be called by a two-thirds (2/3) vote of the Board of Directors. At least forty-eight (48) hours notice shall be given stating the reason for the call.
- B. The voting body shall be as set forth in Article VI, Section 1. A quorum shall consist of ten (10) members in good standing.

Section 4. Minutes

The business meeting minutes and annual financial report shall be furnished to the Board of Directors. A copy shall be furnished to any other NSYLA member upon request.

ARTICLE VII Board of Directors

Section 1. Board of Directors

- A. The Board of Directors shall consist of not less than four (4) or more than fifteen (15) members to include but not be limited to the following: two parents of participants, or former participants, and two active instructor-coaches.
- B. The President or Board of Directors, when deemed necessary may authorize the attendance of others who may not make motion or vote.

Section 2. Duties

The Board of Directors:

- A. Shall conduct the business of NSYLA between annual meetings
- B. Shall establish the policies and objectives of NSYLA.
- C. Shall adopt an annual budget including annual registration and membership fee schedule.
- D. Shall decide the site of meetings in accordance with Article VI.
- E. Shall receive applications for and approve appointment of all NSYLA coaching staff.
- F. May establish a Booster Club to assist the program as stated in the Standing Rules and current policy statements.
- G. May adopt NSYLA bylaws, standing rules, and procedure manuals.
- H. Shall fill vacancies as provided for in Article IV, Section 5 (Officers).
- I. May delegate such responsibilities, as it deems necessary to any officer, person, or persons.

Section 3. Meetings

The Board of Directors shall meet as follows:

- A. Regular Meetings
 - 1. Within thirty (30) days following the annual meeting
 - 2. As needed during the playing season
 - 3. At least quarterly during the off-season
- B. Special meetings of the Board of Directors may be called by the President and shall be called upon the written request of three (3) members of the Board. The purpose of the meeting shall be stated in the call.
- C. Minutes of all meetings shall be made available to each member of the Board of Directors
- D. A quorum of the Board of Directors shall be a majority of the voting members of the Board.

Section 4. Vacancies

- A. Should a Director fail to perform the duties assigned, as listed in these bylaws, or be unable to fulfill those duties, the Board of Directors upon a two-thirds (2/3) vote at a regular or special meeting may remove the officer from office, provided seven (7) days written notice of such meeting is provided to all Board members. Any Board member who due to an emergency is unable to attend the meeting may submit a written proxy vote.
- B. The Board of Directors shall have the power to fill vacancies in its own membership. Such new Directors shall hold office for the full term of the position being filled.

ARTICLE VIII Indemnification

Each director and officer of the organization shall be indemnified by the organization against all expenses, except as stated below, reasonably incurred by him in connection with any action, suit or proceeding to which we shall be made a party, or with which he shall be threatened, by reason of his being or having been a director or officer of the organization, whether or not he continues to be a director or officer at the time of incurring such expenses. The expenses covered by the foregoing indemnity shall not include any:

- A. Expenses incurred in connection with any matters as to which the director or officer shall be adjudicated from such action, suit, or proceeding, without such judgment being reversed, to be eligible by reason of his having been guilty of willful misconduct in the performance of his duty as such director or officer; or
- B. Amounts paid by such director or officer in settlement of any such action, suit, or proceedings, or expenses incurred in connection with any matters which shall have been the subject of such action, suit, or proceeding disposed of otherwise than by adjudication on the merits, unless in relation to such action, suit, or proceeding or such matter as the director or officer has not been guilty of willful misconduct in the performance of his duty as such director or officer.

As to whether or not a director or officer in settlement of any such action, suit, or proceedings, or other matters, the Board of Directors and each director may conclusively rely upon the opinion of such counsel as approved by the Board of Directors. As used in the paragraph, the terms "Director" and "Officer" include their respective heirs, executors, and administrator. The foregoing right of indemnification shall be in addition to any rights to which any director or officer may otherwise be entitled as a matter of law.

ARTICLE IX Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure for this association not specifically covered by its Bylaws and Standing Rules.

ARTICLE X Amendments

Section 1. Bylaw Amendment

These bylaws may be amended at any regular or special meeting of the Board of Directors by a two-thirds (2/3) vote.

- A. Any member may recommend proposed amendments to the bylaws and standing rules.
- B. Proposed amendments may be recommended by the Board of Directors as provided in Article VII, Section 2G
- C. All proposed amendments of the bylaws shall require a two-thirds (2/3) vote provided that a copy of the proposed amendments have been submitted to all Board members at least seven (7) days in advance.

ARTICLE XI Dissolution

To effect dissolution of the organization, these bylaws must be rescinded by a two-thirds (2/3) vote of the membership at least eighteen (18) years of age after ten (10) days notice has been mailed to each qualifying member. All net assets shall go to educational youth sports program designated by the membership pursuant to Section 501(3) of the Internal Revenue Code.

STANDING RULES

- A. The rules and regulations of MASS BAY YOUTH LACROSSE ASSOCIATION and those of any other conference in which NORTHBOROUGH-SOUTHBOROUGH YOUTH LACROSSE participates will be adhered to. If a conflict occurs, the rules and regulations set down by MASS BAY YOUTH LACROSSE ASSOCIATION prevail.
- B. The seal of the organization shall consist of a flat faced circular die with the word Massachusetts together with the name NORTHBOROUGH-SOUTHBOROUGH YOUTH LACROSSE ASSOCIATION, INC. and the year 1999 cut or engraved thereon.
- C. The annual fee in the initial year shall be:
Participant Member - \$40.00
Parent Membership - No charge
Adult Membership – To be determined by the Board of Directors.
- D. An audit shall be made of the Corporation's books and financial records by at least two (2) members appointed by the President. Such audit shall be completed within thirty (30) days after the close of the current officer term, a report covering the audit to be submitted to the Board of Directors at the next regular scheduled meeting. The Corporation's books shall be transferred to the newly elected Treasurer within fifteen (15) days after the close of the current officer term. The Corporation's books shall be open to inspection by the auditors at their request.
- E. Organization sponsorships and registration fees are being collected to meet the current needs of the organization.
- F. No member of NSYLA may enter into a contract in the name of NSYLA without the prior written approval of the Board of Directors.
- G. These standing rules may be amended at any regular or special meeting of the Board of Directors by a majority vote, provided a copy of the proposed amendment has been furnished to all Board members at least five (5) days prior to the meeting at which they will be considered.