

**POMPERAUG LACROSSE CLUB, INC.
BYLAWS (REVISED January 4, 2015)**

**POMPERAUG LACROSSE CLUB, INC. BYLAWS
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ARTICLE I - PURPOSES

SECTION 1

It shall be the purposes of the POMPERAUG LACROSSE CLUB, INC., ("The Club"): To promote youth participation in and public interest in the sport of lacrosse without regard to the race, color, creed or gender of the Club's adult members and/or its youth members;

To inculcate the spirit of true sportsmanship and fair play, to develop leadership qualities and to encourage initiative and habits of responsibility in the Club's youth members all of which may be transferred to their active civic participation in the community when they attain adulthood;

To encourage responsible Club adult members who shall emphasize the attainment of the foregoing qualities in the Club's youth members while bearing in mind that the attainment of those qualities is the Club's primary concern while the attainment of exceptional athletic skill and the winning of games is of secondary importance;

To subscribe to, to become a member of, enter into agreements with and cooperate with any other association, whether incorporated or not, including, but not limited to US Lacrosse and CONNY; To solicit, collect and receive donations, gifts and/or bequests from any source, and to solicit pledges, subscriptions and advertisements for the aforesaid purposes; and To accomplish any other purposes that, in the opinion of the Board of Directors, are consistent with the overall development of the Club.

ARTICLE II-BOARD OF DIRECTORS

SECTION 1

The Governing Body of this organization shall be its Board of Directors (the "Board"). The Board shall consist of not more than four (4) Officers and (3) to five (5) Directors who shall constitute the Board of Directors. Each Officer and Director shall have one vote.

SECTION 2

The Board shall consist of the following positions: President, Vice President, Treasurer and Secretary (collectively, the "Officers" and individual "Officer") and between 3 and 5 at-large directors whose duties will be designated by the board.

President- duties:

1. Act as the chief executive officer of The Club
2. Supervise the business affairs
3. Preside at meetings of the Board of Directors
4. Review financial accounts with the Treasurer
5. Appoint committees as required

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Vice - President- duties:

1. In the absence or disability of the President perform the duties of the President
2. Represent the club at all League (CONNY) meetings specific to the Boys and Girls program
3. Represent the needs of the Boys and Girls Program as liaison with the Boys' and Girls' coaches, parents and players and be responsible for coordinating activities specific to the Boys' and Girls' program within the guidelines of the Club
4. Oversee club website operations

Secretary- duties:

1. Keep minutes of Board and General Membership meetings
2. Give notice of all regular and special meetings
3. Perform other functions as prescribed by the Board and the President
4. Coordinate and records / documents

Treasurer - duties:

1. Act as financial officer of the Organization
2. Be responsible for the financial accounts held by the Organization
3. Prepare an annual budget
4. Prepare any legally required financial statements for the review and approval of the Board.
5. Distribute funds at the direction of the Board.
6. Prepare for regular meetings a report of the financial position of the Organization including a transaction record, account balances and a budget summary.
7. Perform other functions as prescribed by the Board and the President.

SECTION 3

The Directors shall hold office during good behavior, but any one (1) of the Directors may be removed from office for incompetence, inability to act, absence from two-thirds (2/3rds) of scheduled meetings by two-thirds (2/3) vote of those Directors present at any regular meeting of the Board, duly warned of such purpose. Upon removal, a new Director will be elected at the next regular scheduled meeting.

SECTION 4

Upon any of the above Directors being absent for two (2) successive meetings of the Board, the Secretary of the Club shall notify each member so absent that he or she is liable to be removed from the Board of Directors if he or she does not attend the next regular monthly meeting.

SECTION 5

It shall be the responsibility of the Board of Directors to maintain Officers and Directors insurance in an amount determined to be appropriate by the Board.

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SECTION 6

No Officer, Director, agent or volunteer acting on behalf of the Board shall utilize credit or debit cards chargeable to the accounts of the Club. All expenses not billed directly to the Club shall be paid for by the appropriate Officer, Director, agent or volunteer and an expense report shall be submitted to the Treasurer requesting reimbursement. Any disputes regarding the propriety of any reimbursement shall be determined by a majority vote of the Board.

ARTICLE III- ELECTIONS

SECTION 1

The Officers and Directors shall be elected by a majority vote of the Board of Directors at the annual meeting, duly warned for such purpose, during the month of July of each Calendar year. Replacements of Officer and Director vacancies may be elected by the Board at any time.

SECTION 2

No person shall be eligible to serve as a member of the Board of Directors or an Officer unless they have reached the age of 18 years and lives within the boundaries of the Towns of Southbury and Middlebury.

SECTION 3

A candidate shall be elected to an office if he or she attains a majority of votes of those Directors present. If no candidate shall have attained a majority on the first ballot, the candidates receiving the highest and the next highest number of votes on the first ballot shall be the nominees on the second ballot, and the candidate receiving a majority of those votes of those present on the second ballot shall be deemed elected.

SECTION 4

All Directors, Officers, coaches, assistant coaches, committee members and committee chairmen shall serve for a term of one (1) calendar year or until a successor is elected and qualified.

SECTION 5

No person shall be elected to the office of President for more than three (3) consecutive terms.

SECTION 6

A written absentee vote for the annual election may be submitted by any Board member who is unable to attend the annual meeting.

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ARTICLE IV- DUTIES OF THE BOARD OF DIRECTORS

SECTION 1

To establish the policies and manage the affairs of this Club at all times.

SECTION 2

To meet at least once a calendar quarter on a date and at a time and location to be set and published by the Board of Directors.

SECTION 3

To review, revise and adopt such Bylaws as are consistent with the Articles of Incorporation and designed to carry out the purposes of this Club.

SECTION 4

To appoint members of each standing committee and the chairman of each committee, or create any committees not set forth in these Bylaws, as required.

SECTION 5

To remove, by two-thirds (2/3) vote of Directors assembled for said reason, any Officer, coach, assistant coach, committee member, or committee chairman for good cause shown following appropriate warning.

SECTION 6

To buy all materials necessary for the proper running and maintenance of the Club and conduct of its sport program.

SECTION 7

To hear all grievances of any Director, Officer, coach, assistant coach, committee chairman and/or committee member, and to act upon such grievance in such a way as appears in the Board's judgment to be in the best interests of the Club.

SECTION 8

To make recommendations to any other standing or special committee.

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ARTICLE V- OFFICERS

SECTION 1

The President shall be the Chief executive Officer. He or she shall preside over all Board of Directors meetings, and shall exercise general supervision over the management of the property and affairs of the Club. The President shall do and perform such other duties from time to time as may be assigned to him or her by the Board of Directors.

The President shall have custody of the corporate seal, when and if a seal is agreed upon by the Board of Directors.

The President shall also have the power to appoint any committee not set forth in these Bylaws as necessary to carry out the obligations of the Board

SECTION 2

The Vice President shall perform all duties of the President in the event of the President's absence, resignation or inability to act or perform the President's duties. The Vice President shall also have such other powers and duties as are given him or her under these Bylaws, or as may be given by the President.

SECTION 3

The Treasurer shall keep a record of accounts, and shall have the custody of all title Deeds, abstracts of titles, securities, papers and documents belonging to the Club. The Treasurer shall keep an account of all monies, funds and properties that shall come into the Club and shall render such accounts and present such statements to the Board of Directors as may be required, and shall deposit the Club's Funds in such financial institutions as may be designated by the Board of Directors.

The Treasurer shall endorse all negotiable instruments on behalf of the Club, except in the case where the Treasurer is unable to discharge his or her duties, and then the President and/or Vice President may assume the Treasurer's duties. Any negotiable instrument over two-hundred fifty (\$250.00) dollars requires authorization by record (via e-mail) of any two of the following: the Treasurer, President and/or Vice President. All expenditures in excess of five-hundred (\$500.00) dollars shall require the approval of a majority of the board (via e-mail) before the expense is incurred. The Treasurer shall be responsible for coordinating all filings with the Internal Revenue Service, the Connecticut Department of Revenue Services, the Secretary of the State and any other federal, state and/or local government agency as required by law.

SECTION 4

The secretary shall be the clerk of the Board of Directors. He or she shall attend all Meetings of the Board and shall record all votes and minutes of all proceedings, as well as all records of business conducted by teleconference and electronic media, in a book to be kept for that purpose. The Secretary shall also report to the Board of Directors all correspondence that he or she receives on the Club's behalf and prepare and execute correspondence on behalf of the Board of Directors as instructed.

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SECTION 5

The Board of Directors shall oversee the actions of all coaches, youth Club members, committee chairmen and committee members as well as team play in relation to the purposes of the Club, as amended from time to time. They shall also supervise registration of youth members.

ARTICLE VI -STANDING COMMITTEES

SECTION 1

The Ways and Means Committee shall plan fund raising drives and activities in order to finance the programs of this organization.

SECTION 2

The Publicity Committee shall conduct such activities that are necessary to maintain agreeable public relations with townspeople, team sponsors, billboard advertisers and contributors.

SECTION 3

The nominating Committee shall be appointed by the President prior to the annual meeting. If a committee is not appointed the Board (of Directors and Officers) shall assume the role of the nominating committee

ARTICLE VII-MEETINGS

SECTION 1

"Roberts Rules of Order-Revised" may serve as a guide for all transactions and meetings except as may otherwise be provided in these Bylaws.

SECTION 2

The quorum for any monthly meeting of the Board of Directors shall be four (4) Board members. In the event that the membership of the Board of Directors shall be less than four (4) due to vacancy, death or removal in accordance with these Bylaws, the quorum shall be the number that represents one (1) more than one-third (1/3) of the qualified Board of Directors.

SECTION 3

Special Meetings may be called but only upon notification by the Secretary at the direction of the President or any other two (2) Directors.

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ARTICLE VIII - RECORD KEEPING

SECTION 1

There shall be kept, at a location designated by the Board of Directors, records of Membership and complete accounts of the activities and transactions of the Club. These shall include, but not limited to: minute notes, copy of Bylaws, list of Board Members, Club Policies.

ARTICLE IX – COACHES AND OTHER ADULT VOLUNTEERS

SECTION 1

All head coaches and assistant coaches shall be appointed annually by a majority vote of the Board of Directors and shall be selected in accordance with criteria established by the Board. The Board may, in its discretion, interview any candidate for a coaching position at any time prior to appointment, and may remove a coach for any reason, or no reason at all, at any time upon a majority vote of the Board.

SECTION 2

The Board of Directors by a majority vote shall have final authority over: scheduling of games and practices, rostering of players, establishing mandatory training classes and resolving grievances and complaints.

SECTION 3

All adult volunteers, including but not limited to head coaches, assistant coaches, team managers, and any other adult volunteer having direct contact with children, shall submit annually to a background check to be conducted by a designated member of the Board. The Board shall establish and maintain a standardized form to facilitate the background checks.

SECTION 4

Coaches and players must sign a Code of Conduct statement as prepared by the Club in order to participate in the program.

ARTICLE X - DONATIONS, SPONSORSHIPS AND SCHOLARSHIPS

SECTION 1

The club may at its discretion use club money to sponsor members or make donations that benefit to the overall lacrosse experience for the players and their families. This could include sponsoring coaching clinics, player clinics and LAX events and donations made to improve fields and other equipment.

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ARTICLE XI - INTERNAL REVENUE SERVICE NOTICE

SECTION 1

NONPROFIT Said corporation is organized exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposed set forth in the First Article above. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles/by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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, exclusively of such purposes or to such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE XII - AMENDMENTS TO BYLAWS / RECORD OF REVISIONS

SECTION 1

All amendments to the Bylaws must be in writing and shall not be acted upon until the next meeting of the Board of Directors, duly warned of such proposed amendment. Such amendment must be accepted by the Board of Directors by a majority vote of those present to take effect. All amendments and resolutions shall take effect from passage. Amendments to the Bylaws are adopted by a two-thirds majority.

Record of Revisions:

Amended 04 January 2015

1. Moved ARITICLE X to XI and ARTICLE XI to XII
2. Added ARTICLE X - DONATIONS, SPONSORSHIPS AND SCHOLARSHIPS

Amended 03 November 2014

1. Added PO Box address to top of Index page
 2. ARTICLE VIII (Amendments) moved to ARTICLE XI
 - 2.1. ARTICLE XI - AMENDMENTS TO BYLAWS / RECORD OF REVISIONS was ARTICLE VIII – AMENDMENTS
 - 2.2. Added “Amendments to the Bylaws are adopted by a two-thirds majority.” To SECTION 1
 - 2.3. Added “Record of Revisions” section
 3. Added ARTICLE VIII - RECORD KEEPING
 4. Added duties for BOARD OF DIRECTORS to ARTICLE II, SECTION 2
 5. ARTICLE III, SECTION 1 was:

“The Officers and Directors shall be elected by a majority vote of the Board of Directors at the annual meeting, duly warned for such purpose, during the month of July of each Calendar year.”
 6. ARTICLE V, SECTION 3 was:

Any negotiable instrument over two-hundred fifty (\$250.00) dollars requires the signature of any two of the following: the Treasurer, President and/or Vice President. All expenditures in excess of five-hundred (\$500.00) dollars shall require the approval of a majority of the board.
 7. ARTICLE VI, SECTION 3 was:

The nominating Committee shall be appointed by the President two (2) months prior to the annual meeting.
 8. Added ARTICLE VIII - RECORD KEEPING
 - 8.1. Added SECTION 1
 9. Added ARTICLE IX, SECTION 4
- End