

**Organization By-Laws
Monroe Lacrosse Association, Inc.**

ARTICLE ONE - NAME

The name of the organization shall be Monroe Lacrosse Association, Inc. (“MLA” or the “Organization”), a non-profit corporation without stock, organized under the laws of the State of Connecticut.

ARTICLE TWO – PURPOSE, FUNCTION and POWER

2.1 Purpose - The purpose of the MLA is to support the development and enjoyment of the sport of lacrosse in the Town of Monroe.

This Organization shall emphasize the training of lacrosse skills through sponsoring fair competition at all levels. Our philosophy shall be to instill a spirit of competitive play and sportsmanship, and to foster respect for other players and those in a position of authority, such as, the coaches and their assistants and referees.

2.2 Function - MLA is organized exclusively for educational and charitable purposes, and for fostering sports competition. This includes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code and its Regulation as they now exist or as they may hereafter be amended.

2.3 Power - No part of MLA shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Notwithstanding any other provisions of this document, the Organization shall not carry on any other activities not permitted to be carried on (a) by an exempt organization under section 501(c)(3) of the Internal Revenue Code and its Regulation as they now exist or as they may hereafter be amended, or (b) by an organization whose contributions are deductible under section 270 (c)(2) of the Internal Revenue Code and its Regulation as they now exist or as they may hereafter be amended.

ARTICLE THREE - MEMBERSHIP

3.1 Members - Members are registered MLA players who are at least 18 years of age (“Players”) or parents or legal guardians of registered MLA players who are 17 years old or younger (“Youth Players”). Members also include MLA registered coaches, MLA Board of Directors and Special Members.

3.2 Special Members- Rights of membership shall also extend to Special Members. Special Members are people affiliated with the organization in a project, committee, or

other significant capacity, but who are not registered MLA Players, parents or legal guardians of Youth Players, MLA registered coaches or MLA Board Members. Special Membership will be granted by an act of the Board.

3.3 Members Rights - The rights of Members shall include the right to vote at the Annual Meetings called as per Article 8, be an MLA Officer or Director as described in Article 5 and serve on a committee as per Article 7. Additionally, Members are eligible to vote on matters that are presented to the Membership-at-Large. The decision to bring matters for a vote to the Membership-at-large will be at the discretion of the Board. Each Player, Board Member, MLA registered coach, and Special Member is granted one vote per person when a voting matter is presented to the Membership- at – Large. Members who are also parents and legal guardians of a Youth Player are granted one vote per Youth Player in the family.

3.4 Member Misconduct - MLA Players, Coaches and Parents shall be required to consent to and sign a Code of Conduct. A Member (and Youth Player) can be voted out of MLA for repeated, willful or egregious violations of the Code of Conduct Such revocation of membership shall require an act of the Board.

ARTICLE FOUR – OFFICERS, BOARD OF DIRECTORS AND COMMITTEES

4.1 Officers - The Officers of this Organization are the Co-Presidents, Vice President, Treasurer, Secretary and Registrar (See Article 5). At the discretion of the Board of Directors, any Officer position, with the exception of the President, may be expanded to include an additional person as an “Assistant – position” such as Assistant Secretary or Assistant Treasurer.

4.2 Board of Directors - The Board of Directors (the “Board”) shall be comprised of the Officers of this Organization (See Article 5), the immediate past President of the Board of Directors (should s/he choose to serve) and Directors-at-Large, the number and duties of which shall be decided upon by the President and approved by an act of the Board (See Article 6).

4.3 Standing Committees –Standing Committees include: Audit Committee and Rules and Sportsmanship Committee (See Article 7). Standing Committees may be created by Board action. Unless otherwise specified in Article 7 or by specification of the Board upon its creation, Standing Committees are appointed by the President. Members-at-large may serve on Standing Committees unless otherwise specified by Article 7 or by specification of the Board upon its creation. Standing Committee terms run from the time of the Member’s appointment until June 30, or thereabout as specified by the Co-Presidents. The Co-Presidents acts as an ex officio member of all Standing Committees or may appoint another Director in his/her place.

4.4 Nomination Committee – See Article 7 Section 2.

ARTICLE FIVE - OFFICERS

The Officers of the Organization shall be Co-Presidents (2), Vice President, Secretary, Treasurer and Registrar.

5.1 Co-Presidents - There shall be two Co-Presidents, each with a two year term. One Co-President's term shall end in odd years and the other's term shall end in even years. A new Co-President shall be elected each year at the annual meeting. The Co-President who is in the second year of his or her term (the "Senior Co-President" shall have the obligation to familiarize the Co-President in his or her first year (the "Junior Co-President") with the duties and responsibilities of the Co-Presidency.

The Co-Presidents shall divide between themselves the following responsibilities: presiding at all meetings; appointing all committee members that are not required to be elected by the Board; serving as an ex-officio on all committees, or designating someone to so serve; with the advice and assistance of the Treasurer, preparing the annual budget for the approval of the Board of Directors; and acting as a signatory on all Organization bank accounts. In the cases where the Senior and Junior Co-Presidents disagree on the delegation of responsibilities hereto or other presidential action, the final decision is made by the Senior Co-President. Additionally, the Senior Co-President shall cast the deciding vote in the event of a tie vote at any meeting (this effectively means the Senior Co-President only votes at Board Meetings in the case of a tie). After the term served, the Senior Co-President shall have the option to remain a member of the Board in a Director-at-Large position for one year with duties to be decided upon at that time. The Co-Presidents shall not be a relation of, or share residence with the Treasurer, the Vice President or their fellow Co-President.

5.2 Vice-President –The Vice President shall succeed to the powers of the President in the absence of the Co-Presidents , and as such should be prepared to assist the Co-Presidents in all areas; represent the Co- Presidents at all official functions when the Co-Presidents are unable to attend; preside over the meetings in the Co-Presidents' absence, and have all the powers of the Co-Presidents at such meetings. The Vice-President shall also serve as the Chair of the Rules and Sportsman Committee. The Vice Presidents shall not be a relation of or share residence with the Co- Presidents or the Treasurer.

5.3 Secretary – The Secretary shall attend to the correspondence of the Organization; keep a record of the minutes of the meetings; distribute minutes to all Directors; keep a record of the attendance of all persons at Organization meetings; file any certificate required by any statute, federal or state; and serve all notice to Members of the Organization;

5.4 Treasurer – The Treasurer shall have charge of all monies of the Organization and shall keep a detailed account of the income and expenditures of the Organization; report the financial condition of the organization at each Board meeting, including new income, expenses, and current balance of the Organization accounts; record all business and transactions of the Organization; establish and be signatory on the accounts of the Organization; be the official custodian of the records and seal of the Organization; be responsible for procuring and maintaining the Certificate of Insurance for MLA; shall render at stated periods, as the Board shall determine, a written account of the finances

of the Organization and such report shall be physically affixed to the minutes of the Board at such meetings. The Treasurer shall not be relation of or share residence with the Co-Presidents or the Vice President.

5.5 Registrar – The Registrar shall be responsible for player registration sessions, as well as the recording and storage of all pertinent statistics of the registered players; maintain up to date computer records of the Organization membership data and produce, upon request, said data to the President, including total Organization and team rosters; and maintain birth certificate files of all players. The Registrar shall also have responsibility to report data to Affiliated Organizations as required by membership in such organizations (i.e. CONNY, US Lacrosse).

5.6 Term - The term of office for each Officer (other than the Co-Presidents, whose terms are specified in Section 5.1) shall be from the first of the month following the Annual Meeting wherein he/she was elected until the last day of the month in which the Annual Meeting is held in the proceeding year (July 1 – June 30 or thereabout, as specified by the current Co-Presidents). Office vacancies due to a resignation shall be filled by the affirmative vote of the majority of the members of the Board of Directors. Office vacancies due to a Board Vote removing an Officer shall be filled by a vote as described in Section 6.5. Officers may be re-elected, but the maximum number of successive terms in any one office shall be four (4) years. All Officers shall be members of the Board of Directors. No Officer shall for reason of his/her office be entitled to receive any salary or compensation.

ARTICLE SIX - BOARD OF DIRECTORS

6.1 Directors - A Board of Directors shall manage the business of the Organization. The Board consists of the six elected Officers of MLA (as defined in Article Five) and the Directors–at-Large.

6.2 Directors – at – Large – Each Director –at –Large may be assigned one or more coordinator or administrative responsibilities, as specified by the Co- Presidents.

6.3 Meetings– Meetings of the Board shall be held on the first Wednesday of each month or as called by the Co-President. Whenever practicable such meetings shall be preceded by notification either via mail or e-mail to the Directors by the Secretary at least two (2) days prior to such meeting. Neither the business to be transacted, nor the purpose of any meeting of the Board need be specified in the notification of such meeting, except that if notification is given of a meeting wherein it is proposed to amend these by-laws, notification that an amendment is proposed shall also be given. A majority of the Board shall constitute a quorum. Each Director shall have one vote, with the exception of the Senior Co -President (or Junior Co-President or Vice President in the Senior C-President’s absence), who shall abstain except to cast a tie-breaking vote. Voting may not be done by proxy. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless these by-laws or law requires the act of a greater number.

Members-at-Large and non-Members may attend Board of Directors meeting only by invitation of the Co-Presidents.

6. 4 Term - The term of office for each Director shall be from the first of the month following the Annual Meeting wherein he/she was elected as an Officer or Director until the last day of the month in which the Annual Meeting is July 1 – June 30 or thereabout, as specified by the current President). Director vacancies due to a resignation shall be filled by the affirmative vote of the majority of the members of the Board of Directors. Director vacancies due to a Board Vote removing a Director shall be filled by a vote as described herein. No Director shall for reason of his position be entitled to receive any salary or compensation.

6.5 Removal – The Board may remove any Officer or Director not performing the duties of his/her office by a 2/3 vote, and appoint a replacement with a 2/3 vote to serve in that capacity until the next scheduled Annual Meeting.

6.6 Coordinators - The Board shall also appoint, from time-to-time, Members to act as Coordinators. Appointed Coordinator positions may be revised, expanded or redefined by a simple majority of a quorum of the Board. Such Coordinators serve at the pleasure of the Board and while in office, shall be invited to attend all Board Meetings.

ARTICLE SEVEN – COMMITTEES

7.1 Standing Committees -

a) Audit Committee – The Audit Committee is composed of three Directors, only one of whom may be an Officer. The Treasurer is ineligible to serve on the Audit Committee which assures that the finances of MLA are administered soundly and constructively. Committee members are selected by the Board.

b) Rules and Sportsmanship Committee – The Vice President serves as the Chair of the Rules and Sportsmanship Committee which is comprised of the Referee Coordinator and one other Director mutually selected by the Board. This committee ensures that MLA and its teams sustain the quality of the game. Specifically, and without limitation, all major infractions resulting in ejection may be reviewed by the Committee to determine if additional disciplinary action is warranted. Matters pertaining to violation of the accepted Player or Parent Codes of Conduct may also be reviewed by this Committee to determine if additional action is warranted.

7.2 Nomination Committee - Nominations for elected Officers shall be made by a Nominating Committee of, at least three Members designated by the Board on or before the April Board meeting. The Nominating Committee shall include at least one Member not serving on the Board.

ARTICLE EIGHT - MEETINGS

8.1 Annual Meeting of the Members - There shall be an Annual Meeting of the Members (the “Annual Meeting”) of the Organization held within forty-five (45) days

after the conclusion of the spring season of play (as determined by CONNY schedule). The Board will provide notice of the Annual Meeting either via mail, e-mail or posting on the MLA website at least seven days prior to the meeting. Such notification will include the time, date and location of the Annual Meeting. The Secretary will be in charge of making the notice.

The intent of the Annual Meeting is to disseminate information to Members, to vote on any matters needed to be brought before the Members and to solicit volunteers for MLA activities. The election of Officers shall also take place at the Annual Meeting. A majority vote of the Members entitled to vote and in attendance at the Annual Meeting shall be required for the election of the Officers. Voting shall not be done by proxy. The procedures for voting for Officers and Directors shall be prescribed by the Chair of the Nominating Committee.

8.2 Business Meetings – During the league season, the Board of Directors will hold meetings at least bi-monthly to conduct normal business of the Organization (“Business Meetings”). Business Meetings shall be publicized to the Member by the Board either via mail, e-mail or posting on the MLA website. Any Member may attend and all coaches and Directors are expected to attend such meeting.

8.3 Special Meetings - The President or majority of the Officers may call a special meeting when they deem it to be in the best interest of the Organization. Notice of such meeting shall be made to all Members at least five (5) days before the scheduled date set for such special meetings. Such notice shall be made either via mail, e-mail or posting on the MLA website stating the reasons for which such meeting has been called, the business to be transacted at such meeting. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all Members present at such meeting.

ARTICLE NINE - NOMINATIONS

9.1 Nomination Committee - Nominations for Officers and Directors shall be made by a Nominating Committee of at least three Members designated by the Board on or before the March Board meeting. The Nominating Committee shall include at least one Member not serving on the Board. The Nominating Committee shall nominate at least one Member of the Organization for each elected position. The Nominating Committee shall present its nominations at a Board meeting to be scheduled at least two weeks prior to the Annual Meeting. In addition, any Member in good standing may offer nomination of any Member from the floor of the Annual Meeting for any Officer position.

9.2 Elections of Officers - Prior to the Annual Meeting, the Nominating Committee shall insert on a ballot, an official candidate for each Officer position being voted upon. All candidates, other than those nominated by the Nominating Committee may be nominated from the floor and placed on the ballot at the Annual Meeting scheduled for the election of Officers. Candidates having been nominated from the floor of such meetings must communicate their consent to the Nominating Committee, prior to the election, and agree to serve, in order to be eligible for the office sought.

At all votes by ballot, the President shall immediately prior to the commencement of balloting, appoint an "Inspector of Election" and who shall at the conclusion of such balloting certify in writing to the President 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 office or personally interested in the question voted upon.

ARTICLE TEN - ORDER OF BUSINESS

The order of business for all meetings shall be as follows:

- a. Roll Call:
- b. Acceptance of the minutes of preceding meeting:
- c. Reports of Officers:
- d. Reports of Committees:
- e. Old and Unfinished Business:
- f. New business:
- g. Review Actionable Items and Responsible Parties
- h. Adjournment

ARTICLE ELEVEN - DUES

The dues of the MLA shall be determined on an annual basis as voted upon by the members of the Board. Fees will be assessed based on a projected budget.

The Board may consider a waiver of dues based on financial hardship faced by a Member. Such consideration shall be carried out by an appointed Officer of the Board

ARTICLE TWELVE - DISTRIBUTION OF ASSETS ON DISSOLUTION

All assets, after the payment of debts 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, to a state or local government, for a public purpose.

ARTICLE THIRTEEN - AMENDMENTS

These By-laws may be altered, amended, repealed or supplemented by an affirmative vote of not less than a majority of the full Board of Directors.