

**BYLAWS**  
**of**  
**THE NORTHERN CALIFORNIA JUNIOR LACROSSE ASSOCIATION**

## TABLE OF CONTENTS

Page

ARTICLE I—PRINCIPAL OFFICE .....	1
ARTICLE II—PURPOSES AND USE OF ASSETS .....	1
ARTICLE III—MEMBERSHIP	
Section 1. <u>Classification of Members</u> .....	1
Section 2. <u>Qualifications for Membership</u> .....	1
Section 3. <u>Admission of Members and Provisional Members</u> .....	2
A. <u>Provisional Members</u> .....	2
B. <u>Voting Members</u> .....	2
Section 4. <u>Membership Dues</u> .....	2
Section 5. <u>Assessments</u> .....	2
Section 6. <u>Good Standing</u> .....	2
Section 7. <u>Membership Roster</u> .....	3
Section 8. <u>Nonliability of Members</u> .....	3
Section 9. <u>Transferability of Memberships</u> .....	3
Section 10. <u>Delegates and Representatives</u> .....	3
Section 11. <u>Termination of Membership and Non-Voting Membership</u> .....	3
A. <u>Basis for Termination</u> .....	3
B. <u>Termination Procedures</u> .....	4
Section 12. <u>Probation and Suspension of Membership or Nonvoting Membership</u> .....	5
Section 13. <u>Procedure for Expulsion or Suspension</u> .....	5
ARTICLE IV—MEMBERSHIP RIGHTS -- VOTING MEMBERS	
Section 1. <u>Voting Rights</u> .....	6
Section 2. <u>Inspection Rights</u> .....	6
A. <u>Articles and Bylaws</u> .....	6
B. <u>Accounting Records; Minutes</u> .....	6
C. <u>Membership Records</u> .....	6
Section 3. <u>Other Rights</u> .....	6

## ARTICLE V—MEMBER MEETINGS AND VOTING

Section 1.	<u>Member Voting</u> .....	7
Section 2.	<u>Annual Member Meetings</u> .....	7
Section 3.	<u>Regular Non-Voting Meetings of Voting Members</u> .....	7
Section 4.	<u>Special Meetings and Referenda</u> .....	7
	A. <u>Who May Call</u> .....	7
	B. <u>Procedures for Calling Special Meetings Requested by Members</u> ..	7
Section 5.	<u>Record Dates</u>	
	A. <u>Voting by Written Ballot</u> .....	8
	B. <u>Notice of Meetings</u> .....	8
	C. <u>Voting at Meetings</u> .....	8
	D. <u>Other Lawful Action</u> .....	8
Section 6.	<u>Time and Manner of Notice of Meetings</u>	
Section 7.	<u>Contents of Notice</u> .....	8
Section 8.	<u>Notice of Certain Actions Required</u> .....	8
Section 9.	<u>Member Quorum</u> .....	9
Section 10.	<u>Act of the Members</u> .....	9
Section 11.	<u>Manner of Voting</u> .....	9
	A. <u>Action by Written Ballot</u> .....	9
	B. <u>Election Ballots</u> .....	10
	C. <u>Voting at Meetings</u> .....	10
	D. <u>Proxy Voting Prohibited</u> .....	10
	E. <u>Cumulative Voting</u> .....	10
Section 12.	<u>Waiver of Notice or Consent by Members</u> .....	10
	A. <u>Generally</u> .....	10
	B. <u>Effect of Attendance at Meeting</u> .....	10
Section 13.	<u>Adjournment</u> .....	10

## ARTICLE VI—BOARD OF DIRECTORS

Section 1.	<u>Corporate Powers; Exercise By Board</u> .....	11
Section 2.	<u>Number and Qualification of Directors</u> .....	11
Section 3.	<u>Limitations on Interested Persons</u> .....	12
Section 4.	<u>Nomination and Election of Directors</u> .....	12
Section 5.	<u>Term of Office of Directors</u> .....	12
Section 6.	<u>Vacancies</u> .....	12
Section 7.	<u>Resignation and Removal</u> .....	12
Section 8.	<u>Annual Board Meetings</u> .....	13
Section 9.	<u>Regular Board Meetings</u> .....	13
Section 10.	<u>Special Board Meetings</u> .....	13

	<u>Page</u>
Section 11. <u>Notice</u> .....	13
Section 12. <u>Waiver of Notice</u> .....	13
Section 13. <u>Quorum</u> .....	13
Section 14. <u>Action Without a Meeting</u> .....	13
Section 15. <u>Telephone and Electronic Meetings</u> .....	14
Section 16. <u>Standard of Care</u> .....	14
A. <u>General</u> .....	14
B. <u>Investments</u> .....	15
Section 17. <u>Director Inspection Rights</u> .....	15
Section 18. <u>No Compensation of Directors</u> .....	15
Section 19. <u>Compensation of President, Executive Director and Treasurer</u> .....	15

#### ARTICLE VII—COMMITTEES

Section 1. <u>Board Committees</u> .....	15
Section 2. <u>Advisory Committees</u> .....	16
Section 3. <u>Audit Committee When Revenue Reaches \$2,000,000</u> .....	16
Section 4. <u>Meetings</u> .....	16
A. <u>Of Board Committees</u> .....	16
B. <u>Of Advisory Committees</u> .....	16

#### ARTICLE VIII—OFFICERS

Section 1. <u>Officers</u> .....	17
Section 2. <u>Election</u> .....	17
Section 3. <u>Removal</u> .....	17
Section 4. <u>Resignation</u> .....	17
Section 5. <u>Vacancies</u> .....	17
Section 6. <u>President</u> .....	17
Section 7. <u>Vice President</u> .....	17
Section 8. <u>Secretary</u> .....	17
Section 9. <u>Treasurer</u> .....	18

#### ARTICLE IX—CERTAIN TRANSACTIONS

Section 1. <u>Loans</u> .....	18
Section 2. <u>Self-Dealing Transactions</u> .....	18
Section 3. <u>Approval</u> .....	18

ARTICLE X—INDEMNIFICATION AND INSURANCE

Section 1.	<u>Definitions</u>	18
Section 2.	<u>Indemnification in Actions by Third Parties</u>	19
Section 3.	<u>Indemnification in Actions by or in the Right of the Corporation</u>	19
Section 4.	<u>Indemnification Against Expenses</u>	20
Section 5.	<u>Required Determinations</u>	20
Section 6.	<u>Advance of Expenses</u>	20
Section 7.	<u>Other Indemnification</u>	20
Section 8.	<u>Forms of Indemnification Not Permitted</u>	20
Section 9.	<u>Insurance</u>	21

ARTICLE XI—MISCELLANEOUS

Section 1.	<u>Fiscal Year</u>	21
Section 2.	<u>Contracts, Notes and Checks</u>	21
Section 3.	<u>Fundraising, Commercial Fundraisers and Fundraising Counsel</u>	21
Section 4.	<u>Annual Reports to Members and Directors</u>	21
Section 5.	<u>Audited Annual Report When Revenue Reaches \$2,000,000</u>	22
Section 6.	<u>Amendments</u>	22
Section 7.	<u>Governing Law</u>	22

BYLAWS  
of  
THE NORTHERN CALIFORNIA JUNIOR LACROSSE ASSOCIATION

ARTICLE I  
PRINCIPAL OFFICE

The principal office of this corporation shall be located in the County of San Mateo, California. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE II  
PURPOSES AND USE OF ASSETS

This corporation is organized solely for charitable purposes under the California Nonprofit Public Benefit law. Within its general purposes, the activities of this corporation and use of its assets are further restricted by 1) its specific charitable purposes as set forth in its Articles of Incorporation as amended from time to time (“Articles”); and 2) state and federal law governing public charities.

Charitable assets of this corporation which exist at the time of any amendment to its Articles that materially affects its general or specific charitable purposes shall be segregated, and their use restricted to the specific charitable purposes in effect at the time of their acquisition, if and as required by law.

ARTICLE III  
MEMBERSHIP

Section 1. Classification of Members. This corporation shall have one class of members with voting rights as specified in these Bylaws. The rights and obligations of members and the qualifications or eligibility requirements for membership shall be as provided in these Bylaws or under applicable law. By resolution the Board of Directors may establish one or more categories of nonvoting associates who may be referred to as “members,” and provide for their rights and obligations (including the obligation to pay dues); however, the terms “member” and “membership,” as used in these Bylaws, shall refer only to voting members unless otherwise stated. Membership and nonvoting membership in this corporation shall be limited to entities within the geographical boundaries of the corporation’s territory, which extend east, west and north to the legal borders of California and as far south as San Luis Obispo County.

Section 2. Qualifications for Membership. Any corporation, unincorporated association, trust, foundation, or other entity that fields, within the geographical boundaries set forth in Article III. Section 1, above, one or more lacrosse teams comprised of youths between the ages of 5 years and 19 years, inclusive, shall be eligible to apply for membership, provided that it meets all of the following Qualifications:

a) It agrees in writing to support and comply with each of the operating principles, bylaws, rules, policies and procedures of the NCJLA;

b) It agrees in writing to limit the scope of its lacrosse operations to a pre-approved geographical territory defined by the NCJLA;

c) On or before September 1 of its application year, it provides a completed application to the Board for review, together with such other documentation and agreements as the Board may specify. The content of all application documentation shall be determined by the Board and shall include, but not be limited to, the following: name of the Club; Club mailing address; Club email address; Club contact phone number; names, and email addresses and contact telephone numbers for the Club's Delegate and Boys' and Girls' Representatives, as the case may be;  
and

d) It agrees to provide team roster information as specified by the NCJLA.

Section 3. Admission of Members and Provisional Members. Any application for membership must be made in writing and may be submitted to the Board of Directors between June 1 and September 1. The Board or a person or committee authorized by the Board will review each application and, if appropriate, certify that the applicant meets the qualifications for membership in accordance with Sections 1 and 2 above.

A. Provisional Members. Any approval of an applicant shall initially be for non-voting "provisional" member status only, and shall be by the subsequent affirmative vote of at least sixty percent (60%) of the Delegates voting at the annual meeting of the members. Nonvoting provisional member status shall commence upon such affirmative vote and upon payment of any required dues and fees. A provisional member may be reclassified as a voting member by a vote of the Delegates at the annual meeting of the members no sooner than one annual meeting after the meeting at which provisional membership was granted.

B. Voting Members. Any approval of voting membership status shall be by the subsequent affirmative vote of at least sixty percent (60%) of the Delegates voting at the annual meeting of the members. Voting member status shall commence upon such affirmative vote and upon payment of any required dues.

Section 4. Membership Dues & Fees. Within the time and on the conditions set by the Board, each member and non-voting member (collectively the "Clubs") must pay to this corporation all applicable dues and team fees in amounts to be fixed from time to time by the Board. Such dues and team fees shall be equal for all voting members of this corporation, and for all non-voting members. The Board may determine the conditions under which any payment of dues shall be refundable.

Section 5. Assessments. Memberships and non-voting memberships in this corporation shall not be assessable.

Section 6. Good Standing. Those voting members who have paid the required dues and fees, and who are not suspended nor on probation, shall be members in good standing of this corporation.

Section 7. Membership Roster. This corporation shall keep a membership roster containing the name of each Club, and the last address provided to this corporation by the Club for purposes of notice. The roster shall from time to time indicate whether a Club is a member in good standing, a member not in good standing, or a non-voting member, and shall include all information necessary to contact Club officers and Delegates or Representatives, respectively.

Section 8. Nonliability of Members. No Club shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section 9. Transferability of Memberships. Membership and non-voting membership in this corporation, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

Section 10. Delegates and Representatives. Each voting member of this corporation shall exercise any and all rights and obligations of membership in this corporation through a designated representative ("Delegate"). Each voting and non-voting member shall designate a Boys' Representative and/or a Girls' Representative, as the case may be, to this corporation ("Representative"). Boys' and Girls' Representatives shall participate in the operations of the boys' and girls' divisions respectively. Each Club shall designate its Delegate and/or Representative, as the case may be, in a writing or email duly executed by an authorized officer of the organization and delivered to the Secretary of this corporation, which shall be retained with the membership records of this corporation. A Club may change its designated Delegate and/or Representative at any time and from time to time in the same manner; provided, that any rescission shall be effective upon written notice received not less than five (5) days prior to such rescission. Any person appointed to be a Delegate or a Representative may serve the corporation in any other capacity, including without limitation as a director or officer of the corporation. No rights of Delegates or Representatives are transferable or assignable to any other member, non-voting member or individual, and no Delegate or Representative shall attempt or purport to make any transfer of his or her rights in such capacity.

Section 11. Termination of Membership and Non-Voting Membership. Memberships and non-voting memberships in this corporation shall continue until terminated as provided in this Section, or until the Club dissolves, is absorbed by or merged into another organization, or resigns in a writing delivered to the Secretary or President of this corporation. No such resignation shall relieve the resigning Club of any of its accrued but unpaid obligations to this corporation.

A. Basis for Termination. Membership and non-voting membership in the corporation shall terminate upon the occurrence of any of the following events or conditions:

i. Expiration. If a membership or non-voting membership is issued for a period of time, such status shall automatically terminate when such period of time has elapsed, unless the Club elects to renew the membership.

ii. Nonpayment of Dues. A Club's status with respect to this corporation shall be subject to termination thirty days after such Club is sent written notice of their failure to pay dues or fees. A Club may avoid such termination by paying the amount of delinquent dues or fees, together with any interest thereon, within such thirty-day period.

iii. Failure to Field a Team. Any Club that fails to field a team over the course of two consecutive seasons shall be automatically terminated.



iv. Failure to Qualify. On a good faith finding by the Board of Directors, made in accordance with this Section, that a Club no longer meets the qualifications set forth in Article III, Sections 1 and 2, such Club's status with respect to this corporation shall terminate.

v. Interests of Corporation. On either of the following, at the sole discretion of the Board of Directors:

a) a finding by the Board of Directors, made in accordance with this Section, that continued participation by the Club in activities and proceedings of this corporation as a member or non-voting member is not in the best interests of this corporation and the furtherance of its purposes ; or

b) expulsion of the member under Section 11 of this Article, based on the good faith determination by the Board that the Club or any team, player, coach, parent of a player, fan or any other person related to or affiliated with the Club has failed in a material and serious degree to observe and abide by either the rules and regulations of the corporation, as they may from time to time exist, or any rules and regulations of associations or entities with which the corporation is, or becomes, affiliated; or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

vi. Dissolution or Merger. On either of the following:

a) notification to the Board of Directors by a Club that it is dissolving or has dissolved, or on a good faith determination by the Board of Directors that such dissolution has occurred; or

b) notification to the Board of Directors by two or more Clubs of their intent to merge into a single Club, as follows: upon the effective date of the merger, the membership and representation of the disappearing Club shall automatically terminate and the surviving Club shall retain only its own membership and Delegate and/or Representatives;

provided, in any case, that any significant expansion of a Club's geographical territory, whether in consequence of a legal merger, dissolution of another Club, or otherwise, must be approved in advance by the Board of Directors.

vii. Resignation. Resignation of a Club shall terminate its membership or non-voting membership on reasonable notice to the corporation.

B. Termination Procedures. In the case of proposed termination of a membership or non-voting membership under subsection A. iv or v, above, the following procedures shall apply:

i. Notice. This corporation shall send a written notice to the Club, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be sent at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing, by first-class or registered mail, to the last address provided by the Club to the corporation for purposes of notice.

ii. Hearing. The Club shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.

iii. Determination. Following the hearing date, the Board shall decide whether or not the Club should in fact be terminated, suspended, or sanctioned in some other way. That decision shall be final, and the Club shall be promptly notified of it. If a Club is terminated hereunder, all membership rights or nonvoting membership participation of such Club with respect to the corporation shall cease on the effective date of the termination stated in the notice given pursuant to subsection B.i. above.

iv. Refund. The Board may determine whether any Club whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

Section 12. Probation and Suspension of Membership or Nonvoting Membership. A Club may be put on provisional probation or suspended based on the good faith determination by the Board that the Club or any team, player, coach, parent of a player, fan or any other person related to or affiliated with the Club has failed in a material and serious degree to observe the rules and regulations of the corporation, as they may from time to time exist, and any rules and regulations of associations or entities with which the corporation is, or becomes, affiliated, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

A. Provisional Probation. The Board of Directors may place a Club on provisional probation if the Club has not adhered to the bylaws, rules, policies, procedures or regulations of the NCJLA. The provisional probation period will last for a period of time to be determined by the Board of Directors, not to exceed one year. If the Club has not corrected its deficiencies the Board of Directors may suspend the Club. Expulsion by the Board may follow if the Club does not meet the criteria required by the Board in order to regain good standing.

B. Suspension. The Board shall determine the period of the suspension. A Club whose membership is suspended shall have none of the rights or privileges of a member or nonvoting member, and the Delegate or Representative appointed by that Club shall have none of the corresponding rights or privileges, during the period of suspension of the Club.

Section 13. Automatic Suspension. Any Club that fails to field a team over the course of a season shall be automatically suspended. Failure to field a team the following season shall result in automatic termination as set forth in subsection A.iii. of Section 11, above.

Section 14. Procedure for Expulsion, Suspension or Provisional Probation. If grounds appear to exist for expulsion or suspension of a Club under Sections 11 or 12 of this Article, above, the procedure set forth below shall be followed:

(a) The Club shall be given fifteen (15) days' prior notice of the proposed expulsion, provisional probation, or suspension and the reasons therefor. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the Club's last address as shown on the corporation's records.

(b) The Club shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board to determine whether the expulsion or suspension should take place.

(c) The Board shall decide whether or not the Club should be expelled, suspended or sanctioned in some other way. A majority decision of the Board shall be required for the decision to be final and binding.

(d) Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination.

#### ARTICLE IV MEMBERSHIP RIGHTS — VOTING MEMBERS

Section 1. Voting Rights. Subject to these Bylaws and this corporation's other policies and procedures, voting members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

(a) the election of directors;

(b) the removal of directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;

(c) any amendment to these Bylaws that materially and adversely affects member voting rights, and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;

(d) the disposition of all or substantially all of the assets of this corporation;

(e) any merger of this corporation;

(f) any dissolution of this corporation; and

(g) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

Section 2. Inspection Rights.

A. Articles and Bylaws. This corporation shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by voting members at all reasonable times. If this corporation has no principal office in California, the Secretary shall make such documents available to any voting member on written request therefor.

B. Accounting Records; Minutes. On written request, any voting member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.

C. Membership Records. The right of voting members to have access to the membership records of this corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Other Rights. In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE V  
MEMBER MEETINGS AND VOTING

Section 1. Member Voting. Each voting member in good standing shall have one vote on each matter on which the members are entitled to vote. Member voting in this corporation shall ordinarily be conducted by written ballot, which may be solicited by email setting forth the information required under California Corporations Code 5513(c) and sent to each member at its electronic address appearing on the corporation's books or given by the member for the purpose of notice, and returned by email to the electronic address provided and noticed by the corporation for that purpose.

Section 2. Annual Member Meetings. The annual meeting of the members of the corporation shall be held at 10:00 a.m., Pacific Standard Time, on the last Saturday of each September; provided, however, that should said day fall upon a holiday observed by the corporation, the meeting shall be held at the same time on the Saturday immediately before or after the originally scheduled date, as the Board may determine. The business to be conducted at the annual meeting is the recognition of the appointed Delegates of the members, election of the Board of Directors and any other business requiring approval by the membership.

Section 3. Regular Non-Voting Meetings of Voting Members. This corporation shall hold regular meetings of members on a schedule to be determined by the Board of Directors. These meetings, unless called and noticed as special meetings in accordance with Section 4 of this Article, shall be noticed as set forth in Sections 6 and 7 of this Article, below, and held only for the purpose of membership discussion and providing advice and information to the Board of Directors, but no member action shall be voted on at such meetings.

Section 4. Special Meetings and Referenda.

A. Who May Call. Special meetings of the members or referendum elections by mailed ballot may be called (i) by the Board of Directors; ii) the President, or (iii) on the written request of ten percent of the membership.

B. Procedures for Calling Special Meetings and Referenda Requested by Members. If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted personally, by registered mail, or facsimile transmission, to the President, any Vice President, or the Secretary of this corporation. The requested meeting or referendum will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors or the President.

Section 5. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a holder of record.

A. Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited. Ballots may be enclosed and mailed with the newsletter of the corporation.

B. Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice of any members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

C. Voting at Meetings. In the event that a decision is to be voted on at a meeting rather than by written ballot, unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote at any members' meeting, shall be 24 hours before that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

D. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

Section 6. Time and Manner of Notice of Meetings. The Secretary shall give notice to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. Notice shall be provided either in person, electronically, or by registered, certified or first-class mail and sent to the member's address as it appears on the corporation's books or as given by the member to the corporation for the purpose of notice. Notice of annual and regular meetings shall be sent not less than 10 or more than 90 days before the date of the meeting; and at least 20 days in advance if delivered other than by first-class, registered or certified mail. Notice of special meetings shall be sent not less than 35 or more than 90 days before the date of the meeting.

Section 7. Contents of Notice. The notice shall state the place, date and time of the meeting; any means of electronic transmission or communication by which the members may participate; the names of all those who are nominees for director as of the date of the notice, and (a) in the case of special meetings, a statement of the general nature of the business to be transacted, and no other business may be transacted; and (b) in the case of the annual meeting and other regular meetings, a statement of those matters which the Board, as of the date of the notice, intends to present for action by the members, but any proper matter may be presented at the annual meeting for such action, subject to Section 8 of this Article, below.

Section 8. Notice of Certain Actions Required. Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, or (d) to voluntarily dissolve this corporation.

Section 9. Member Quorum. A majority of the memberships then in effect shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

Section 10. Act of the Members. Every decision or act made or done by a majority of a quorum of voting members voting by ballot in accordance with this Article, or by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Section 11. Manner of Voting.

A. Action by Written Ballot

i. Generally. Any action required or permitted to be taken by members at a meeting in these Bylaws may be submitted for a vote by written ballot pursuant to this Section without a meeting.

ii. Content of Written Ballots. Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

iii. Time for Return of Ballots. All written ballots shall provide a reasonable time within which to return them to this corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted, and the address and/or electronic address to which it must be returned.

iv. Requirements for Valid Action. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

v. Solicitation Rules. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

vi. Delivery and Return of Ballot. Ballot solicitations shall be given to each member personally, by first-class mail, postage prepaid, or by other means of written or electronic communication addressed to each member at his or her address appearing on the corporation's books or given by the member for the purpose of notice. Ballots shall be returned to the mailing or electronic address provided pursuant to Section Ai., above.

vi. Revocation of Written Ballots. If a member who has cast a written ballot desires to change his or her vote, the member may do so provided he or she so notifies the Secretary of this corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period.

B. Election Ballots. Any ballot used in the election of directors shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for members to designate a vote for a candidate not on the ballot.

C. Voting at Meetings. Voting at meetings may be by voice or by secret ballot, provided that any election of directors, and any other vote designated by the chairman of the meeting, in his or her discretion, or requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot.

D. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members.

E. Cumulative Voting. Cumulative voting may be permitted in any specific election as determined by the Board. Any such election shall be conducted in accordance with Section 5616 of the California Corporations Code or any similar future California law.

Section 12. Waiver of Notice or Consent by Members.

A. Generally. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, the Delegate of each member entitled to vote who was not present at the meeting signs (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 8 of this Article, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at Meeting. Attendance by the Delegate of a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 8 of this Article, if that objection is expressly made at the meeting.

Section 13. Adjournment. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent members if the time and place is fixed at the meeting adjourned, provided, however, that no meeting may be adjourned for more than forty-five (45) days.

ARTICLE VI  
BOARD OF DIRECTORS

Section 1. Corporate Powers; Exercise By Board. This corporation shall have powers to the full extent allowed by law. Except as otherwise expressly provided by law, the Articles of Incorporation and these Bylaws, all powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board. Without limitation or prejudice to such general powers and by way of example only, in addition to other powers enumerated in these Bylaws the powers of the Board expressly include the powers to:

(a) designate, select and remove officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service;

(b) conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem to be in the best interest of the corporation;

(c) adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they see fit; and



(d) borrow money and incur indebtedness for the purposes of the corporation, and cause to be executed and delivered therefor in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Section 2. Number and Qualification of Directors. The number of directors shall be not less than seven (7) nor more than fifteen (15), with the exact number of authorized directors to be fixed from time to time by written direction of the Delegates pursuant to a duly taken and authorized action of the Delegates. Candidates need not be associated with any member or even the greater lacrosse community. Each director must at a minimum meet all of the following requirements:

(a) be a citizen of the state of California in good standing who is willing and able to participate in meetings of the Board in person;

(b) have no current or past legal issues that allow the membership to call into question that director's integrity;

(c) pass a background check as directed by the corporation; and

(d) be endorsed either by the president or board of directors of a member club or by a majority vote of the Board of Directors of this corporation.

Attendance at Board meetings is a further requirement of directors, and pursuant to its powers of removal under Section 7 of this Article, below, the Board may at its discretion remove any director who fails to attend three or more consecutive meetings.

Section 3. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as a director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Nomination and Election of Directors. At their annual meeting, the Delegates shall nominate candidates to serve as directors. Each Delegate shall have the right to nominate one (1) and only one (1) such candidate. When all Delegates present at the annual meeting shall have been given an opportunity to nominate a candidate, the Delegates shall thereupon elect directors from among the nominated candidates. Subject to Section 3 of this Article, above the candidates receiving the highest number of votes shall be deemed elected, up to the number of directors necessary to fill the seats of directors whose two-year terms are due to expire and to fill any vacancies.

Section 5. Term of Office of Directors. Directors shall be elected to terms of two years, and approximately one half of the directors shall be elected in each year; provided, that additional directors shall be elected if necessary to fill any vacant seats. Each director shall hold office until expiration of the term and until a successor has been elected.

Section 6. Vacancies. A vacancy on the Board shall be deemed to occur in the event that the actual number of directors is less than the authorized number for any reason. The Delegates may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office. Vacancies shall be filled by the nomination of candidates by the members within 30 days after the announcement of a vacancy and a vote by the Delegates no less than 45 days after a vacancy is announced. The members may require that the corporation issue a written ballot for such purpose. The candidate receiving the highest number of votes will be elected to fill the vacancy for the time remaining for that specific vacancy. Should the members not nominate a candidate within 30 days after an announced vacancy, the Board may independently solicit candidates and select a director to fill the vacancy on an interim basis until the next election of directors, by a majority vote in a meeting of the Board duly held at which a quorum is present. Subject to the foregoing, the Board may at its discretion choose not to fill interim vacancies.

Section 7. Resignation and Removal. Any director may resign by giving written notice to the President or the Secretary; provided, that the sole remaining duly elected director may not resign except on notice to the California Attorney General. Resignations shall be effective upon receipt unless a later effective date is specified in the resignation, whereupon a successor may be selected before, and take office when, the resignation is effective. Any director may be removed, with or without cause, at any time, by the affirmative vote or ratification of such action by a majority of all Delegates entitled to vote at a meeting of Delegates. In addition, a director may be removed from office by the Board, at its discretion, in an action of the Board duly taken and with notice to the Delegates thereof, for failure to attend three or more meetings of the Board without leave of absence from the President or the Board.

Section 8. Annual Board Meetings. The Board of Directors shall hold an annual meeting for the purpose of organization, election of officers and for other proper purposes. Annual meetings of the Board shall be held without call or notice on the same day as and immediately after the annual meeting of the members.

Section 9. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board by these Bylaws or by a resolution of the Board.

Section 10. Special Board Meetings. Special meetings of the Board of Directors may be called by the President or by any three directors, and noticed in accordance with Section 9.

Section 11. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least four days before any such meeting, if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 12. Waiver of Notice. All actions and activities conducted in any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. Such waiver of notice or consent need not state any purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement shall also be deemed to have received sufficient notice of the meeting.

Section 13. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. 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 of Directors, except as otherwise provided in Article V, Sections 6 (filling board vacancies), 7 (removing directors) and 14 (taking action without a meeting); Article VIII, Section 1 (appointing Board Committees); Article IX, Section 3 (approving self-dealing transactions); Article X, Section 5 (approving indemnification); and Article XI, Section 6 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board shall individually or collectively consent to such action; provided, that the consent of any "interested director" as defined in Corporations Code section 5233 shall not be required for approval of a transaction in which such director has a material financial interest. All such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

Section 15. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

(c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, *and* (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Section 16. Standard of Care.

A. General. Each director shall perform all duties as a director, including duties as a member of any Board Committee, in good faith, in a manner he or she believes to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

Each director shall be entitled to rely on information, opinions, reports, or statements in performing his or her duties as a director, including financial statements and other financial data, if in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

provided, that in any such case the director acts in good faith without knowledge that would cause such reliance to be unwarranted, and after reasonable inquiry when the need for such inquiry is indicated by the circumstances.

Subject to the provisions of Article VII, below, a director who performs his or her duties in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge the obligations of a director, including but not limited to any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or any assets it may own or hold, are dedicated.

B. Investments. In investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. For purposes of this section, assets held for use or used directly in carrying out this corporation's charitable activities shall not be deemed to be investments. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 17. Director Inspection Rights. Pursuant to Section 6334 of the California Corporations Code, every director shall have the absolute right to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation, at any reasonable time.

Section 18. No Compensation of Directors. The Board of Directors shall serve without compensation, but may by resolution authorize the payment to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, including for attending meetings of the Board and Board Committees. Subject to Section 3 of Article VI (limitation on interested persons), above, and to the provisions of the corporation's Conflicts of Interest policy, this section shall not preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

Section 19. Compensation of President, Executive Director and Treasurer. Should the President, Executive Director or Treasurer at any time receive compensation, pursuant to Section 12586(g) of the California Government Code and best practices the Board or an authorized board committee shall review and approve any such compensation, including benefits, to ensure that the payment does not exceed an amount that is "just and reasonable." Such review shall take place at the time of any initial hiring, when the term of the officer or Executive Director is renewed or extended, and when the compensation is modified.

## ARTICLE VII COMMITTEES

Section 1. Board Committees. By resolution adopted by a majority of the directors then in office, the Board of Directors may create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Pursuant to the California Nonprofit Corporation Law, the Board may not delegate to any committee any power to:

- (a) take or approve any action which requires approval by the members of the corporation;
- (b) fill vacancies on the Board or on any Board Committee;
- (c) fix compensation of directors for serving on the Board or any Board Committee;
- (d) amend, repeal or adopt any Bylaws;

- (e) amend or repeal any resolution of the Board of Directors which expressly precludes such amendment or repeal;
- (f) create any other Board Committees or appoint members of any Board Committees;
- (g) expend corporate resources to support a nominee or candidate for director; or
- (h) approve any self-dealing transaction except as provided by law.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may be directors or non-directors, and may be appointed as the Board determines. Advisory committees shall not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Audit Committee When Revenue Reaches \$2,000,000. For any fiscal year in which the gross revenue of the corporation, excluding certain governmental grants, equals or exceeds \$2,000,000, the Board shall appoint an audit committee. The audit committee may include persons who are not directors of the corporation, but shall not include staff members, the President, or the Treasurer. Members of any finance committee of this corporation shall not comprise 50 percent or more of the audit committee.

The audit committee, under the supervision of the Board, shall make recommendations to the Board on the hiring and firing of certified public accountants (“CPAs”), and may negotiate compensation of an independent CPA on behalf of the Board. The audit committee shall confer with the auditor to assure that the financial affairs of the corporation are in order; review the audit and decide whether to accept it; and approve all non-audit services by the independent CPA’s accounting firm, ensuring conformity of such services with standards required by Section 12586 of the California Government Code.

Section 4. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by, held and taken in accordance with the provisions of Article VI of these Bylaws regarding meetings and actions of the Board of Directors, with such changes as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Each Board Committee shall keep minutes of its meetings, which shall be filed with the corporate records.

B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether any minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## ARTICLE VIII OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. At the discretion of the Board of Directors, this corporation may also have such other officers as may be appointed by the Board. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. The President, Vice President, Secretary and Treasurer shall be elected from among the directors of the corporation.

Section 2. Election. The Board of Directors shall annually elect the officers of this corporation. Each officer shall hold his or her respective office until a successor shall be elected and qualified, or until his or her removal or other disqualification from service, whichever shall first occur. Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Officers may hold the same office for any number of annual terms.

Section 3. Removal. Any officer may be removed with or without cause by the Board of Directors or by an officer on whom such power of removal is conferred by the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Such resignation shall take effect upon the later of receipt of such notice by any other officer or any later time specified in such notice and, unless otherwise specified therein, regardless of whether the resignation is accepted. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for regular election to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. President. The President shall be the Chief Executive Officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall preside at all meetings of the Board of Directors. The President shall be a member of such Board Committees as the Board may determine, shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Vice President. The Vice President shall carry out the duties of the President in the absence or disability of the President, and shall have such other powers and duties as may from time to time be prescribed by the Board or these Bylaws.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the keeping of the minute books of this corporation, shall supervise the giving of such notices as may be proper or necessary, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall be the Chief Financial Officer of this corporation and shall supervise the charge and custody of all of its funds, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions. The Treasurer shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## ARTICLE IX CERTAIN TRANSACTIONS

Section 1. Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any officer or director of this corporation or of any subsidiary except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law; provided, however, that money may be advanced for expenses reasonably anticipated to be incurred in the performance of duties of such officer or director if he or she would otherwise be entitled to reimbursement.

Section 2. Self-Dealing Transactions. The Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction except as provided in Section 3 below. A self-dealing transaction is a transaction in which one or more of the directors of this corporation has a material financial interest and to which this corporation is a party, unless the transaction is specified in California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in a self-dealing transaction if, before the transaction, the Board determines that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) the Board determines after reasonable investigation that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. All such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of the majority of the directors then in office, without counting the vote of the interested director or directors. This corporation may also engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General.

When obtaining Board approval before entering into a self-dealing transaction is not reasonably practicable, a Board Committee may approve the transaction in a manner consistent with the requirements above; provided, that at its next meeting the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practicable to obtain advance approval by the full Board, and ratifies the transaction by a majority of directors then in office without the vote of any interested director.



ARTICLE X  
INDEMNIFICATION AND INSURANCE

Section 1. Definitions. For the purpose of this Article X, “agent” means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Paragraphs 6.4 or 6.5(c) of this Section 6.

Section 2. Indemnification in Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action ‘by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Paragraph 6.3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person’s duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Paragraphs 6.2 or 6.3 of this Section 6 or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Paragraph 6.4 of this Section 6 any indemnification under this Section 6 shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Paragraphs 6.2 or 6.3 of this Section 6, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

(b) Approval by, the affirmative vote of, or ratification by, a majority of the Delegates voting, or entitled to vote, at a duly held meeting at which a quorum is present, provided, however, that the vote of the Delegate to be indemnified, or representing a member to be indemnified, shall not be entitled to vote thereon; or

(c) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 6.

Section 7. Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of Delegates or directors, an agreement, or otherwise, shall be valid unless consistent with this Section 6. Nothing contained in this Section 6 shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Section 6, except as provided in Paragraphs 6.4 or 6.5(c), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Section 6, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE XI MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation for tax reporting purposes shall end each year on September 30<sup>th</sup>.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by, either the President or the Treasurer of the corporation; provided, as follows:

(a) both the President and the Treasurer shall sign or expressly approve any contract exceeding \$5,000 in value if the Board has not by resolution otherwise expressly delegated the authority to sign, and the parameters of, the contract. If the Board has so resolved, any such contract shall be signed or expressly approved by the person or persons to whom such authority is delegated by the Board; and

(b) any check or other evidence of indebtedness exceeding \$10,000 shall be expressly approved by both the President and the Treasurer prior to issuance.

Section 3. Fundraising, Commercial Fundraisers and Fundraising Counsel. All fundraising and contracts with commercial fundraisers and fundraising counsel shall comply with the requirements and prohibitions of applicable law, including but not limited to Section 12599 of the California Government Code.

Section 4. Annual Reports to Members and Directors. Within 120 days after the end of this corporation's fiscal year, the President shall furnish a written report to all directors of this corporation containing the following information:

(a) the assets and liabilities of this corporation, including trust funds, as of the end of the fiscal year;

- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (e) any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of such corporation's directors, officers, or holders of more than ten percent of the corporation's voting power; or any multiple transactions in which such person had a direct or indirect material financial interest, which transactions in the aggregate involved more than \$50,000; and, further, the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be provided to the voting members as required by law, and shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

Section 5. Audited Annual Report When Revenue Reaches \$2,000,000.

For any fiscal year in which the gross revenue of the corporation, excluding certain governmental grants, equals or exceeds \$2,000,000, the corporation shall prepare annual financial statements audited by an independent CPA following generally accepted accounting principles and auditing standards and other applicable requirements of Section 12586(e)(1) of the California Government Code. The audited financial statements shall be made available for inspection by the Attorney General and the public no later than nine months after the close of the fiscal year covered by the financial statement.

Section 6. Amendments. Amendments to these Bylaws may be adopted by the Board of Directors or the members, as follows. Such amendments shall require either a positive vote for the amendment by a majority of the total number of members in a written ballot, or by a majority of the directors then in office in a meeting of the Board duly held at which a quorum is present, or the unanimous written consent of the Board, as the case may be; provided, that the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of members to vote. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least one week before such meeting.

Section 7. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, \_\_\_\_\_, certify that I am presently the duly elected and acting Secretary of THE NORTHERN CALIFORNIA JUNIOR LACROSSE ASSOCIATION, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of 22 pages, are the Bylaws of this corporation as adopted by its Members on September 25, 2010.

DATED: September 25, 2010

*Signed:* \_\_\_\_\_

*Name:* \_\_\_\_\_, Secretary