

Minnesota Schoolgirls Lacrosse

Amended and Restated Bylaws

PROPOSED, NEED MEMBER APPROVAL

TABLE OF CONTENTS

ARTICLE 1: NAME AND PURPOSE

Section 1: Name

Section 2: Nonprofit Purpose

Section 3: Specific Purpose

Section 4: Corporate Powers

ARTICLE 2: MEMBERSHIP

Section 1: Role

Section 2: Types of Membership

Section 3: Registration

Section 4: Good Standing

Section 5: Comity

Section 6: Annual General Meeting

Section 7: Special Meetings

Section 8: Notice of Meetings

Section 9: Member Representation

Section 10. Quorum

Section 11: Voting

ARTICLE 3: BOARD OF DIRECTORS

Section 1: Role

Section 2: Elections and Term

Section 3: Voting and Decision Rights

Section 4: Meetings

Section 5: Meeting by Telephone.

Section 6. Resignation

Section 7: Removal

Section 8: Vacancies

Section 9: Compensation and Reimbursement

Section 10: Confidentiality

Section 11: Officers

ARTICLE 4: COMMITTEES

Section 1: Formation

ARTICLE 5: CORPORATE STAFF

Section 1: Employees

ARTICLE 6: FINANCES

Section 1: Fiscal Year

Section 2: Prohibited Transactions

Section 3: Contracts and Banking

Section 4. Annual Audits

Section 5. Distribution of Funds upon Dissolution

ARTICLE 7: AMENDMENT OF BYLAWS, POLICIES, AND RULES

Section 1. Amendment of Bylaws

ARTICLE 8: MISCELLANEOUS

Section 1: Books and Records

Section 2. Parliamentary Authority

Section 3. Prohibition against Legislative Activities

Section 4. Anti-Discrimination Policy

Section 5. Indemnification of Officers, Directors, Employees and Agents

PROPOSED, NEED MEMBER APPROVAL

ARTICLE 1: NAME AND PURPOSE

Section 1: Name. The name of the Corporation is Minnesota Schoolgirls Lacrosse (the "Corporation"). The Corporation is commonly known as MSLax.

Section 2: Nonprofit Purpose. The Corporation is organized to develop, promote, and regulate girls lacrosse by organizing local and statewide competitions; make and promote known rules; and qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 3: Specific Purpose. The purpose of the Corporation is to organize, support, and promote the game of girls lacrosse and provide opportunities for players of all skill levels to learn and grow in a safe, fair, and fun environment.

Section 4: Corporate Powers. Notwithstanding the foregoing, the Corporation shall possess and may exercise all of the powers and privileges vested in a nonprofit corporation formed under the laws of the State of Minnesota or any other law of any state in which the Corporation conducts its activities, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes named in these Amended and Restated Bylaws.

ARTICLE 2: MEMBERSHIP

Section 1: Role. The Corporation's members, as defined in these Amended and Restated Bylaws, shall be the focus of the Corporation's programs, activities, and efforts.

Section 2: Types of Membership. The Corporation shall have the following types of members:

- a. Association Members: Any city, town, school, or community girls lacrosse program in Minnesota shall be eligible for admission into the Corporation as an Association Member.
- b. Participant Members: All lacrosse players, coaches, managers, administrators, and officials who are currently registered with the Corporation through their Association Members.
- c. Other: Notwithstanding the foregoing, the Board of Directors expressly reserves the right to admit as an Association Member of MSLax such other youth lacrosse programs as the Board of Directors may determine satisfy generally the requirements for membership as a Member even though such youth lacrosse programs are not within the state of Minnesota or not sponsored by a city, town, school, or community.

Only Association Members are entitled to vote on the matters for which a vote of the members is allowed or required under these Amended and Restated Bylaws.

Section 3: Registration. All Association Members must register with the Corporation each lacrosse year and must pay the fees required by the Corporation for such registration as established from time to time.

Section 4: Good Standing. Members must remain in good standing at all times, which includes but is not limited to remaining current with all financial obligations to the Corporation and complying with the requirements of these Amended and Restated Bylaws. The Corporation may establish and determine penalties and consequences if a member violates these Amended and Restated Bylaws, including but not limited to fines, suspensions or termination of rights.

Section 5: Comity. All members of the Corporation shall recognize suspensions and sanctions by the Corporation, other state associations, or US Lacrosse.

Section 6: Annual General Meeting. An annual meeting (the "Annual Meeting") of the members shall take place in September or October, or such other month as the board of directors deems necessary in its sole discretion, the specific date, time and location of which will be designated by the President. At the Annual Meeting the members shall elect directors as provided in these Amended and Restated Bylaws, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year.

Section 7: Special Meetings. Special meetings may be called by the President, a majority of the Board of Directors, or a petition signed by twenty-five percent of voting members.

Section 8: Notice of Meetings. Notice of each meeting shall be given to each voting member, not less than fourteen (14) days prior to the meeting. Such notice shall be in writing (a) delivered personally, (b) delivered by mailing to a member at such members address as it appears in the records of the Corporation, or (c) delivered by electronic mail or facsimile transmission. The secretary of the Corporation, at the request in writing of the president or of any director, shall send such written notice on behalf of the president or such director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If by electronic mail or facsimile, such notice shall be deemed to be delivered when the sender receives confirmation that such electronic mail or facsimile transmission has been received by the recipient thereof. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice, if any is required, of such meeting. Notice of any meeting may be waived in a writing signed by the members waiving notice.

Section 9: Member Representation. Each Association Member shall be entitled to one vote on the matters described in these Amended and Restated Bylaws that allow or require a vote of the members.

Section 10. Quorum. A quorum shall consist of a majority of the total number of members at any one time.

Section 11: Voting. As provided under these bylaws or pursuant to Minnesota law, all issues to be voted on shall be decided by a majority of those present at the meeting at which the vote takes place. A member may vote at any meeting at which such member is present, whether in person, by written proxy duly executed by such member, or by electronic means approved by the board of directors.

ARTICLE 3: BOARD OF DIRECTORS AND OFFICERS

Section 1: Role. As provided under these Amended and Restated Bylaws or pursuant to Chapter 317A, Minnesota Statutes, the Board of Directors is responsible for overall policy and direction of the organization. The number of directors of the Corporation shall be no more than nine (9) and no less than three (3). The number of directors to serve as members of the board of directors for any particular term shall be set by resolution of the board of directors serving for the immediately preceding term, but no decrease shall have the effect of shortening the term of any incumbent director and there shall always be at least three (3) directors.

Section 2: Elections and Term. The Board of Directors shall be elected by a majority of the Association Members at the Annual Meeting. Each director shall be elected to a two (2) year term, beginning immediately after the meeting at which he or she was elected and ending either at the expiration of such term or upon his or her death, resignation, removal, or disqualification.

Section 3: Voting and Decision Rights

- A. A majority of the members of the board of directors will constitute a quorum for the transaction of business at any meeting.
- B. The act of a majority of the directors present at a meeting at which there is a quorum shall be the act of the board of directors

Section 4: Meetings. Regular meetings may be held upon such notice, if any, and at such time and place as shall be determined by resolution of the board of directors. Special meetings of the board of directors may be called by the president of the Corporation or any director of the Corporation on two (2) days' notice to each director, which notice shall be in writing (a) delivered personally, (b) delivered by mailing to a director at his or her address as it appears in the records of the Corporation, or (c) delivered by electronic mail or facsimile transmission. The secretary of the Corporation, at the request in writing of the president or of any director, shall send such written notice on behalf of the president or such director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If by electronic mail or facsimile, such notice shall be deemed to be delivered when the sender receives confirmation that such electronic mail or facsimile transmission has been received by the recipient thereof. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice, if any is required, of such meeting. Notice of any meeting may be waived in a writing signed by the director waiving such notice.

Section 5: Meetings by Telephone. Members of the board of directors or any committee designated thereby may participate in a meeting of the board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 6: Resignation. Members of the board of directors may resign at any time giving reasonable written notice to the President and/or Board of Directors of intent to resign.

Section 7: Removal. Any member of the board of directors may be removed with or without cause, at any time, by (i) a vote of three-quarters of the members of the board of directors if in their judgment the best interest of the organization would be served thereby or (ii) by a vote of a majority of the members of the Corporation. An officer who is also a director of the Corporation that has been removed from the board of directors shall automatically be removed from the office which he or she holds.

Section 8: Vacancies. Whenever there is any vacancy which occurs in the board of directors, it shall be filled without undue delay by the affirmative vote of a majority of the remaining members of the board of directors at a regular or special meeting. A director appointed to fill a vacancy shall hold office only to the end of the particular board member's term until a qualified successor is elected at the next meeting of the members.

Section 9: Compensation and Reimbursement. Members of the board of directors shall not receive any compensation for their services as director. However, directors may receive reimbursement for expenses incurred in connection with attendance at board meetings and other expenses as determined and approved by the board of directors to be reasonable and necessary.

Section 10: Confidentiality. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation.

Section 11: Officers.

- (a) The officers of the Corporation shall be elected by a majority vote of the Association Members and shall consist of a president, a vice president, a secretary, a treasurer, a director of member services, a director of events, a director of rules, policy, and league operations, a director of marketing, communications and media, and a director of lacrosse development and any other officers and assistant officers as may be deemed necessary by the board of directors. No one person may hold more than one office at the same time. A director may hold any office and the office of president, vice president, secretary and treasurer must be held by a member of the board of directors.

- (b) The officers of the Corporation shall hold office for a two-year term commencing with the Annual Meeting at which they are elected and until their successors shall have been duly elected and qualified or until their death or until they shall resign or shall have been removed from office in the manner hereinafter provided.
- (c) A vacancy in any office may be filled by the board of directors.
- (d) Any officer may be removed by a majority vote of the Association Members whenever, in its judgment, the best interests of the Corporation will be served thereby. Election or appointment of an officer shall not of itself create contract rights.
- (e) The officers of the Corporation, if and when elected by the Association Members, shall have the following duties:
- **PRESIDENT** - The president shall preside at all meetings of members and of the board of directors, shall have all authority and responsibility necessary to direct the operation of the Corporation, and shall perform such duties as are ordinarily incident to the office of the president, subject to the authority and direction of the board of directors. The president shall be responsible for implementing all decisions and policies adopted by the board of directors and shall be the Corporation's spokesperson with other organizations.
 - **VICE PRESIDENT** - Shall perform all duties for the president in the absence of the president or in the event of the president's death or inability to act, and if and when the vice president is performing the duties of the president, the vice president shall have all of the powers and be subject to the restrictions upon the president. The vice president shall oversee the risk management policies and procedures or shall designate this duty to another officer qualified in this area. The vice president shall record all nominations and tally the votes for elections in conjunction at the Annual Meeting and perform such other duties as are ordinarily incident to the office of vice president or as may be prescribed by the president and the board of directors.
 - **SECRETARY** - The secretary shall be the custodian of the records, schedule meetings, keep the minutes or other record of all meetings or other actions of the organization and the board of directors, prepare and supervise all notices and mailings, and perform such other duties as are ordinarily incident to the office of the secretary or as may be prescribed by the president and the board of directors.
 - **TREASURER** - The treasurer shall be the principal officer responsible for the financial affairs of the Corporation and shall be the custodian of the funds of the organization. The treasurer shall receive funds on behalf of the Corporation, disburse funds as may be authorized by the president or the board of directors, keep true and accurate accounts of all receipts and disbursements, make financial reports to the president and the board of directors, prepare and file all reports, statements, tax returns and other documents required by law, and

perform such other duties as are ordinarily incident to the office of treasurer or as may be prescribed by the president and the board of directors.

- **DIRECTOR OF MEMBER SERVICES** – The director of member services shall receive and distribute to the board of directors all applications for membership, maintain a current membership directory, act as liaison between membership and board of directors, and perform other duties as are ordinarily incident to the role of director of member services or as may be prescribed by the president and the board of directors.
- **DIRECTOR OF EVENTS** – The director of events shall oversee any and all events and tournaments sponsored or sanctioned by the Corporation, and perform other duties as are ordinarily incident to the role of director of events or as may be prescribed by the president and the board of directors.
- **DIRECTOR OF RULES, POLICY, and LEAGUE OPERATIONS** – The director of rules, policy and league operations shall oversee the implementation of the Corporation’s bylaws, rules, policies and procedures, oversee rules of conduct for coaches and players participating in league and tournaments, and perform other duties as are ordinarily incident to the role of rules, policy, and league operations director or as may be prescribed by the president and the board of directors.
- **DIRECTOR OF MARKETING, COMMUNICATIONS, and MEDIA** – The director of marketing, communications, and media shall oversee the communications and marketing of the Corporation, facilitate as required communications among committee members, board members and other members, and perform other duties as are ordinarily incident to the role of director of marketing, communications, and media or as may be prescribed by the president and the board of directors.
- **DIRECTOR OF LACROSSE DEVELOPMENT** – The director of lacrosse development shall oversee coordination of player and coach training, expansion of girls lacrosse in other communities, and perform other duties as are ordinarily incident to the role of director of lacrosse development or as may be prescribed by the president and the board of directors.

ARTICLE 4: COMMITTEES

Section 1: Formation. The board of directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the Corporation, except that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing these bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending or restating the Articles of Incorporation of the Corporation, adopting a plan of merger or adopting a plan of consolidation with another nonprofit corporation;

authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any action or resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. Other committees not having and exercising the authority of the board of directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present

ARTICLE 5: CORPORATE STAFF

Section 1: Employees. The board of directors of the Corporation or any officer designated by the board of directors shall hire such employees, including an Executive Director, as the board of directors or such officer determines is necessary for carrying out the purposes for which the Corporation is organized. The Executive Director shall serve at the pleasure of the board of directors, and all other employees shall serve at the pleasure of the Executive Director.

ARTICLE 6: FINANCES

Section 1: Fiscal Year. The Corporation's fiscal year begins January 1 and ends December 31.

Section 2: Prohibited Transactions. The Corporation, its officers, directors, members and any persons acting in or on its behalf shall take no actions which may adversely affect the Corporation's tax exempt status under Section 501(c) of the Internal Revenue Code or which otherwise may violate state or federal law.

Section 3: Contracts and Banking. The board of directors, except as otherwise may be required by law or these Amended and Restated Bylaws, may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 4. Annual Audits. An annual independent audit shall be conducted of the financial records of the Corporation. An appropriate auditor or audit committee shall be appointed by the president and approved by the board of directors. This audit shall be completed and a report prepared and submitted to the board of directors for its review within ninety (90) days of the close of the fiscal year.

Section 5. Distribution of Funds upon Dissolution. In the event of the dissolution or final liquidation of the Corporation, none of the funds held by the Corporation shall be distributed to any director, officer or member. All disbursements must be to an

organization which qualifies as a tax-exempt entity under Section 501(c) of the Internal Revenue Code.

ARTICLE 7: AMENDMENT OF BYLAWS

Section 1. Amendment of Bylaws

- A. These Amended and Restated Bylaws may be amended by a two-thirds vote of the members, provided written notice of such amendment is given thirty (30) days prior to the meeting at which such vote takes place. Such notice must specify all proposed amendments to these Amended and Restated Bylaws.

Notice shall be in writing (a) delivered personally, (b) delivered by mailing to a director at his or her address as it appears in the records of the Corporation, or (c) delivered by electronic mail or facsimile transmission. The secretary of the Corporation, at the request in writing of the president or of any director, shall send such written notice on behalf of the president or such director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If by electronic mail or facsimile, such notice shall be deemed to be delivered when the sender receives confirmation that such electronic mail or facsimile transmission has been received by the recipient thereof.

PROPOSED, NEED MEMBERS APPROVAL

ARTICLE 8: MISCELLANEOUS

Section 1: Books and Records. Members shall be permitted to inspect the books of the Corporation as required by law.

Section 2. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, shall govern the Corporation in all cases to which they applicable and in which they are not inconsistent with these Amended and Restated Bylaws, the Articles of Incorporation of the Corporation, or any special rules of order the Corporation may adopt.

Section 3. Prohibition against Legislative Activities. No substantial part of the activities of the Corporation shall consist of propaganda or other attempts to influence legislation, and the Corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 4. Anti-Discrimination Policy. The Corporation is, and shall be, committed to a policy of equal opportunity for all persons and shall not discriminate on the basis of race, color, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion or veteran status. Notwithstanding the foregoing, all players, officers, directors and members shall be subject to the requirements and qualifications set forth in these Amended and Restated Bylaws, the Corporation's rules and policies, US Lacrosse rules and policies, and as otherwise adopted by the board of directors from time to time.

Section 5. Indemnification of Officers, Directors, Employees and Agents.

- (a) No director or officer shall be liable to anyone for any acts on behalf of the Corporation or any omissions with respect to the Corporation committed by such director or officer, except for his or her own willful neglect or default.
- (b) No director or officer shall be liable to anyone for any act of neglect or default on the part of any one or more of the other directors or officers in the absence of specific knowledge on the part of such director or officer of such neglect or default.
- (c) Each and every director, officer and or employee of the Corporation is and will be fully indemnified against any and all judgments, obligations, liabilities, expenses, losses, costs, attorney's fees, settlements and other amounts personally incurred or suffered on account of such director, officer, or employees service as such in accordance with, and to the fullest extent permitted by applicable law. Directors, officers, and employees of the Corporation shall have no personal liability for any debt or obligation of the Corporation whatsoever.

(d) The Corporation may purchase and maintain insurance on behalf of any person who may be indemnified to the extent of such person's right to indemnity under this Article

PROPOSED, NEED MEMBER APPROVAL