

BYLAWS OF

York Suburban Lacrosse Club

ARTICLE I PURPOSE, OFFICES AND FISCAL YEAR

Section 1.01. Name. The name of this organization shall be York Suburban Lacrosse Club, hereafter shown as York Suburban Lacrosse Club or “YSLC” and referred to as the “organization” herein.

Section 1.02. Purpose. The purposes for which the York Suburban Lacrosse Club has been organized is to: foster and advance youth lacrosse for boys and girls within the York Suburban School District, to guard the interest of its participants and to encourage good sportsmanship toward teammates, coaches, officials, opposing team members and out of town visitors at all athletic events.

Section 1.03. Location. The office of YSLC shall be the address of the current president until otherwise established by a majority vote of the Board of Directors in office (the “Board”).

Section 1.04. Non-Profit Status. This organization is organized exclusively for charitable purposes as such purposes are defined by 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States). No part of the earnings of the York Suburban Lacrosse Club shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons.

Section 1.05. Fiscal Year. The fiscal year of the organization shall be the calendar year.

ARTICLE II BOARD OF DIRECTORS

Section 2.01. Powers. The Board shall have full power to conduct, manage and direct the business and affairs of the organization; and all powers of the organization are hereby granted to and vested in the Board.

Section 2.02. Qualification and Selection. Each director of the organization shall be 18 or older but need not be a resident of Pennsylvania. In the case of vacancies, new directors shall be selected by the Board.

Section 2.03. Number and Term of Office. The Board shall consist of up to thirteen (13) directors as may be determined from time to time by resolution of the Board. Each director shall hold office for one year and until his or her successor shall have been elected and qualified, or until his/her death, resignation or removal.

Section 2.04. Organization. At every meeting of the Board, the chairman of the board, if there is one, or, in the case of a vacancy in the office or absence of the chairman of the board, one of the following officers present in the order stated: the president, the vice president, secretary or in the absence of the secretary, any person appointed by the chairman/president of the meeting, shall act as secretary.

Section 2.05. Resignations. Any director of the organization may resign at any time by giving written notice to the chairman, president or the secretary of the organization. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.06. Vacancies. The Board may declare vacant the office of a director if they are declared of unsound mind by an order of court, or convicted of a felony, or for any other proper cause, or if within 60 days after notice of election he/she does not accept such office either in writing or by attending a meeting of the Board.

(a) Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification or any other cause may be filled by a quorum of the remaining members of the Board at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 2.07. Place of Meeting. Meetings of the Board may be held at any place as designated in the notice of the meeting.

Section 2.08. Regular Meetings. Regular meetings of the Board shall be held at such time and place as designated by the Board. All meetings are open to the public.

Section 2.09. Special Meetings. Special meetings of the Board shall be held whenever called by the president or by two or more of the directors. These meetings may or may not be open to the public.

Section 2.10. Quorum. Manner of Acting, and Adjournment. Except as otherwise provided in Section 2.09 of this Article, a majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote.

(a) For situations requiring board action that occur where there is not time to hold a special meeting, the President may call for a vote via email on an issue. In this instance, a majority of the board must vote affirmatively for the action to be declared passed.

Section 2.11. Executive and Other Committees. The Board may establish an Executive Committee as well as other standing or ad-hoc committees. Each committee of the board shall serve at the pleasure of the board and report to the board at its regular meetings.

(a) The Executive Committee shall have and exercise all of the powers and authority of the Board in the management of the business and affairs of the organization, with the exception of the following:

- 1) The filling of vacancies in the Board.
- 2) The adoption, amendment or repeal of the bylaws.
- 3) The amendment or repeal of any resolution of the Board.

(b) No committee of the Board, other than the Executive Committee, shall exercise any of the powers or authority vested by these bylaws or the Nonprofit Corporation Law of 1988.

(c) Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board.

(d) Sections 2.08, 2.09 and 2.10 shall be applicable to committees of the Board.

Section 2.12. Interested Directors or Officers; Quorum. No contract or transaction between the organization and one or more of its directors or officers, or between the organization and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

2) The contract or transaction is fair as to the organization at the time it is authorized, approved or ratified by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

ARTICLE III OFFICERS

Section 4.01. Number, Qualifications and Designation. The officers of the organization shall be a president, one or more vice presidents, a secretary and a treasurer. Any number of offices may be held by the same person. Officers may, but need not be, directors of the organization. The Board may elect from among the members of the board a chairman of the board and a vice chairman of the board who shall be officers of the organization. The Board may from time to time also elect a Member(s)-At-Large.

Section 4.02 Election and Term of Office. The officers of the organization shall be elected annually by the Board, and each such officer shall hold office until the next annual organization meeting of the Board and until his successor shall have been elected and qualified, or until his earlier death, resignation or removal.

Section 4.03. Other Board Positions. A Girls General Manager and Boys General Manager shall also be elected annually and will hold his/her position for a term of one (1) year.

Section 4.04. Resignations. Any officer, board member or agent may resign at any time by giving written notice to the president or the secretary of the organization. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. Removal. Any officer, board member, committee member, employee of the organization may be removed, either for or without cause, by the Board or other authority which elected, retained or appointed such officer, committee whenever, in the judgment of such authority, the best interests of the organization will be served. Such removal shall be without prejudice to the contract rights of any person so removed.

Section 4.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board, by the officer or committee to which the power to fill such office.

Section 4.07. General Powers. All officers of the organization, as between themselves and the organization, shall respectively have such authority and perform such duties in the management of the property and affairs of the organization as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these bylaws.

Section 4.08. The Chairman and Vice Chairman of the Board. The chairman of the board or in his absence, the vice chairman of the board or president, shall preside at all meetings of the members of the Board, and shall perform such other duties as may from time to time be requested by the Board.

Section 4.09. The President. The president shall be the chief executive officer of the organization and shall have general supervision over the activities and operations of the organization. The president shall sign, execute, and acknowledge, in the name of the organization, contracts authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these bylaws, to some other officer or agent of the organization; and, in general, shall perform all duties incident to the office of president.

Section 4.10. The Vice President. The vice president shall perform the duties of the president in his/her absence and such other duties as may from time to time be assigned to them by the Board.

Section 4.11. The Secretary. The secretary shall attend all meetings of the Board and shall record all the votes of the directors and the minutes of the meetings of the Board; shall disseminate minutes of the meetings, shall keep a current copy of the bylaws and, in general, shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned by the Board or the president.

Section 4.12. The Treasurer. The treasurer shall have or provide for the custody of the funds and shall keep a bank account: shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the organization; shall deposit all funds in custody as treasurer; shall, whenever so required by the Board, render an account showing his/her transactions as treasurer, and the financial condition of the organization; shall file or cause to be filed such annual reports with the IRS, the Commonwealth of Pennsylvania and local agencies as required by law, and, in general, shall discharge such other duties as may from time to time be assigned by the Board or the president.

ARTICLE V
LIMITATION OF PERSONAL LIABILITY OF DIRECTORS;
INDEMNIFICATION OF DIRECTORS, OFFICERS
AND OTHER AUTHORIZED REPRESENTATIVES

Section 5.01. Limitation of Personal Liability of Directors. A director of the organization shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless;

(a) the director has breached or failed to perform the duties of his or her office as defined in Section 5.02 below; and

(b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 5.02. Standard of Care and Justifiable Reliance. A director of the organization shall stand in a fiduciary relationship to the organization and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the organization, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more officers or employees of the organization with whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

(iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

(a) A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board, committees of the board and individual director may, in considering the best interests of the organization, consider the effects of any action upon employees, upon persons with whom the organization has business and other relations and upon communities which the offices or other establishments of or related to the organization are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the organization.

Section 5.03. Indemnification in Third Party Proceedings. The YSLC shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the organization) by reason of the fact that he or she is or was a representative of the organization, or is or was serving at the request of the YSLC as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or 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 he or she reasonably believed to be in, or not opposed to, the best interests of the organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 5.04. Indemnification in Derivative Actions. The YSLC shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the YSLC, or is or was serving at the request of the organization as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the organization and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the organization unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 5.05. Mandatory Indemnification. Notwithstanding any contrary provision of the Articles of Incorporation or these bylaws, to the extent that a representative of the organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 5.03 or Section 5.04 above, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection therewith.

Section 5.06. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 5.03 or 5.04 above shall be made by the YSLC only as authorized in the specific case upon determination that indemnification of the representative is

proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

(a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

(b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5.07 Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the organization as authorized in paragraphs 1 through 3 above.

Section 5.08. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has *ceased* to be a representative of the organization and may inure to the benefit of the heirs, executors and administrators of such person.

Section 5.09. Insurance. The organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the organization or is or was serving at the request of the organization as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the organization would otherwise have the power to indemnify such person against such liability.

Section 5.10. Reliance on Provisions. Each person who shall act as an authorized representative of the YSLC shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VI MISCELLANEOUS

Section 6.01. Checks. All checks shall be signed by such person or persons as the Board may from time to time designate.

Section 6.02. Contracts. Except as otherwise provided in these bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the organization.

Section 6.03. Deposits. All funds shall be deposited from time to time to the credit of the organization and all such funds shall be withdrawn only upon checks signed by one or more officers or employees as the Board shall from time to time determine.

Section 6.04. Annual Report of the Board. The Board shall direct the president and treasurer to present, at the first fall meeting of the Board, a report showing in appropriate detail the following:

(1) The assets and liabilities of the organization as of the end of the fiscal year immediately preceding the date of the report.

(2) The revenue of the organization, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.

(3) The expenses or disbursements, for both general and restricted purposes, during the year immediately preceding the date of the report.

The annual report of the Board shall be filed with the minutes of the annual meeting of the Board.

Section 6.05. Amendment of bylaws. These bylaws may be amended or repealed, or new bylaws may be adopted by vote of a majority of the Board of the organization in office at any regular or special meeting.

Adopted November 18, 2004

Amended September 19, 2017

