

# CASTLE LACROSSE CLUB, INC.

## Amended and Ratified Bylaws

*Last Amended: April 2, 2024*

*Amended: May 11, 2022*

*Original: October 1, 2017*

### **ARTICLE I. Identification**

#### **Section 1.01. Name.**

This organization will be known as Castle Lacrosse Club, Inc. (hereinafter referred to as "CLC"), an Indiana non-profit corporation located in Newburgh, IN, established under Indiana Code § 23-17 *et seq.*

#### **Section 1.02. Purpose.**

The purpose of CLC is to operate, supervise, and support a lacrosse program for the benefit of Warrick County youth, primarily those associated with the Castle (Newburgh, IN) school system.

#### **Section 1.03. Mission.**

With the direction and support of coaches, parents and the CLC Board of Directors, CLC aims to provide a healthy learning environment for Warrick County youth to play the game of lacrosse. Furthermore, CLC will promote and develop within its coaches and players the ideals of good sportsmanship, honesty, and respect for others, and encourage them to conduct themselves and their involvement with CLC in a manner consistent with the mission of US Lacrosse and its codes of conduct.

#### **Section 1.04. Nonprofit Purpose.**

CLC is organized exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its activities, financially inclined or otherwise, shall inure to the benefit of any member, director, officer, or other private person, except that CLC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the mission set forth in Section 1.03.

No substantial part of the activities of CLC shall be carrying on propaganda or otherwise attempting to influence legislation, and CLC shall not participate in or intervene in, including publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, CLC shall not carry on any other activities not permitted to be exercised by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any subsequent federal tax laws.

### **ARTICLE II. Membership**

#### **Section 2.01. Membership.**

CLC membership will be open to any persons without regard to factors such as age, sex, race, religion, disability, color, sexual orientation, national origin or any basis protected by law. A "Member" of CLC shall be any Player Family member or Coach as defined below.

- a. A “Player Family” is made up of those members who are individuals, whether parent or legal guardian, with a youth participant, whether natural born, adopted, legal guardian, or step-child, enrolled in a CLC lacrosse program with a paid annual membership fee.
- b. “Coach” is any individual who is authorized by the Board to regularly provide leadership and lacrosse training to CLC players on a continuous basis throughout the season.

#### Section 2.02. Voting Rights.

Each Player Family, regardless of the number of youth participants, and each Coach, who does not have a youth participant (a coach with a player participant is considered part of a Player Family and does not have a separate vote), shall have the right to one (1) vote on any matter to be voted on as required by Indiana statute or put forth by the Board to the CLC membership.

Regarding the election of the Board’s directors (Directors), each Player Family, regardless of the number of youth participants, and each Coach, who does not have a youth participant, shall have the right to one (1) vote per open Director position.

Members shall vote electronically.

#### Section 2.03. Member Attendance at Board Meetings.

At any time, Members may request to attend a monthly Board meeting. 24-hour notice must be sent to the Board President prior to the meeting.

#### Section 2.04. Member Probation and Termination.

Should the Board determine that a Member (whether Player Family member or Coach) has conducted himself/herself in a manner inconsistent with the mission of CLC and/or US Lacrosse and their codes of conduct, the Board shall have the option of placing the Member on probation.

If the Board deems said conduct to be sufficiently inconsistent with the mission of CLC and/or US Lacrosse and the codes of conduct of these organizations, that Member’s CLC membership may be terminated immediately. Additionally, if a youth participant is no longer active in CLC activities, whether voluntarily or through violation of team rules or code of conduct, the Player Family’s CLC membership will be terminated immediately.

### **ARTICLE III – Board of Directors**

#### Section 3.01. Powers of the Board.

All corporate powers and business affairs shall be exercised by or under the authority of the Board. Only the Board may authorize contracts and loans on behalf of CLC. The Directors shall have no authority individually to bind CLC except when acting as the Board, or as a duly authorized committee there affected Director’s term shall end when his/her successor is duly elected and qualified at the Annual Meeting.

#### Section 3.02. Number and Term.

The Board shall be composed of four (4) Executive Officers (hereinafter “Officers”) and between three (3) and seven (7) Directors, as determined by the Board. The Officers and At-Large Directors shall hereinafter be collectively referred to as “Directors”.

At least two (2) Directors must be from the feeder level in order to serve in respective areas.

The Board shall be comprised of an odd number of Directors, except at the discretion of the Board when dealing with a vacant Director position.

Directors shall be divided into two classes, each elected to up to three consecutive two (2) year terms. Each Director shall hold office for the term for which he/she is elected and until his/her successor is duly elected and qualified. Any Director elected mid-term to fill a vacant Director position will fill the remaining term of said position.

Directors may serve on the Board for so long as he/she has a player participant enrolled in a CLC lacrosse program. Should a Director's player participant no longer be active in CLC activities, whether voluntarily or involuntarily, the affected Director shall tender his/her resignation. If the player participant is no longer active due to graduation, the affected Director's term shall end.

Directors may serve on the Board up to a total of six (6) non-consecutive years.

#### Section 3.03. Special Appointee.

The Castle High School ("CHS") principal will appoint a candidate to act as the Club Liaison. This appointee will become a member of the Board to represent the interests of CHS. At the first monthly Board meeting of each year (generally held in July), the Board will confirm the Appointee.

The Appointee shall be held to the same standards and requirements as the Directors and shall have the same rights and privileges afforded to all Directors as if he/she were elected by the CLC membership.

#### Section 3.04. Board Meetings.

The Board shall hold monthly Board meetings, at a time and place to be determined by the Board no later than the prior monthly Board meeting. Any action that may be taken by the Board at a monthly or special Board meeting, may also be taken by conference call or unanimous written consent executed by all Directors. For the purposes of these bylaws, written consent shall be defined as any of the following: email, text, or signed hardcopy letter.

A special Board meeting may be called at any time by the President, or at the request of any three (3) Directors, who must provide notice of the date, time and location to the rest of the Board.

Any Member may attend a monthly Board meeting with notice of intent and reason for attendance. Notice should be provided to the President in compliance of Section 2.03.

#### Section 3.05. Conducting Board Meetings.

Board meetings shall be presided over by the President or, in his/her absence, the Vice President. In the absence of the Secretary, a Director shall be appointed to act as Secretary.

At each monthly Board meeting, the Secretary, or his/her designate, shall review the Board minutes from the prior meeting. The Treasurer, or his/her designate, shall review the financial reports with the Board. The financial reports and agenda must be distributed. The minutes of all Board and CLC membership meetings should be distributed to the Board following the meeting.

#### Section 3.06. Quorum, Calling Meeting to Order, Voting and Adjournment.

A quorum of the Board shall consist of a simple majority of the Directors currently holding a position on the Board. A meeting may be called to order with less than quorum of the Board present; however, a quorum must be present in order to conduct CLC business and for any vote to take place. All Directors shall have the right to one (1) vote.

In order for a motion to pass, a simple majority of the Directors currently holding a position on the Board, must cast an affirmative vote, regardless of the number of Directors present.

#### Section 3.07. Attendance.

Directors shall be required to attend at least 70% of the Board and membership meetings held each fiscal year (July to June). Attendance may be done in person or via electronic means. Should a Director fail to attend the required number of meetings, the Board shall address during the next monthly Board meeting and resolve in the best interest of CLC.

#### Section 3.08. Election of At-Large Directors.

Only Members are eligible to be elected to the Board (Candidate) with the exception of an Appointee as described in Section 3.03. To become a Candidate, said Member must submit his/her name to the Board for consideration.

All Directors must be elected by the CLC membership with the exception of an Appointee. Directors are elected by a plurality of the votes cast. Plurality means that the Candidate(s) who receive the largest number of votes cast are elected up to the maximum number of open Director positions.

At least two (2) Directors must be members from the feeder level in order to serve in respective areas.

The election of Directors shall take place at the conclusion of the lacrosse season (typically May to begin in July). Voting shall occur electronically.

#### Section 3.09. Removal or Resignation.

A Director may be removed by a simple majority vote of the Directors currently holding a position on the Board, if he/she (a) fails in his/her duties as a Director, (b) fails to meet the attendance policy, (c) violates the Code of Conduct, or (d) no longer is a Member of CLC. A Director may resign at any time by filing his/her signed resignation with the President. A signed resignation may be filed by electronic means such as email or text. Once appropriately filed and accepted by the Board, the resignation will become effective immediately. Any property of CLC shall be returned immediately to a remaining Board member.

#### Section 3.10. Vacancies.

In the event of Section 3.09, the Board will immediately seek to fill vacant Director positions using voting authority under Section 3.06.

#### Section 3.11 Assigned Directors.

The Board may establish any number of Directors that it deems necessary to conduct the business of CLC; however, the President shall refrain from being a Director. No Director shall independently exercise any of the powers or authority vested by these bylaws, but may make recommendations to the Board concerning exercising of such powers and authority. The establishment of any Committee shall not alone relieve the Board or any Director of any fiduciary responsibility to CLC. Each Director will be expected to report updates at the monthly Board meetings.

The following Directors shall be filled each year:

- a. Feeder Director (manage and direct all aspects of the feeder members) - This position must be filled by a member at the feeder level.
- b. Fundraising Director (manage all fundraising and sponsorship opportunities)

- c. High School Communications Director (manage the communications for all social media accounts)
- d. Feeder Communications Director (manage the communications for all social media accounts) - This position must be filled by a member at the feeder level.
- e. Spirit Wear Director (manage, design, and coordinating spirit wear, senior shirts, etc)
- f. Volunteer Director (manage and train game day volunteers; assign duties to parent members, etc)
- g. Events Director (manage high school events i.e. Senior Night, Banquet, etc.)

### Section 3.12 Conflicts of Interest.

If a Director has a financial or personal interest in any matter coming before the Board, the Board shall ensure the following:

- a. The interest of such Director is fully disclosed to the Board.
- b. No interested Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.
- c. Any transaction in which a Director has a financial or personal interest shall be approved by the Directors who are not so interested or connected parties to the transaction.
- d. In order for the transaction to be approved, a simple majority of the Directors currently holding a position on the Board, must cast an affirmative vote, with any interested party not eligible to cast a vote.
- e. Payments to the interested Director shall be reasonable and shall not exceed fair market value.
- f. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE IV – Officers and Directors**

### Section 4.01. Standard of Care.

A Director shall stand in a fiduciary relation to CLC and shall perform his/her duties as a Director, including duties as a member of any Committee of the Board upon which the Director may oversee, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

### Section 4.02. Board Roles.

At the annual Board retreat beginning each fiscal year, the Board shall review the qualifications of each Director and determine the Board role each Director would best fit to further the best interests of CLC. The Directors shall first select a President. Once a President is selected, the remaining Officers and required Director positions shall be appointed. Once all roles, including the Committee Chairs, have been determined, the Board shall vote to ratify the appointments for the upcoming fiscal year.

### Section 4.03. Executive Officers.

Executive Officers shall consist of the President, Vice President, Secretary, and Treasurer.

- a. President

The principal duties of the President shall include, but are not limited to: (a) providing strategic direction to the Board to ensure CLC activities are conducted in the spirit of the CLC purpose and mission, (b) supervising CLC business and corporate affairs, (c) enforcing CLC policies and procedures, and (d) presiding over the Annual Meeting, regular monthly and special Board meetings.

b. Vice President

The principal duties of the Vice President shall include, but are not limited to: (a) assisting the President in the performance of his/her duties, (b) serving in the absence of the President or any other Officer, (c) supervising player registration fund-raising activities, and (d) performing other duties as may be assigned by the Board.

c. Secretary

The principal duties of the Secretary shall include, but are not limited to: (a) keeping the minutes of all Board meetings and CLC membership meetings, (b) preparing and distributing any and all written communications from the Board to the CLC membership, (c) updating and submitting all corporate filings with the State of Indiana, (d) supervising the efforts to recruit and utilize volunteers, (e) maintaining contact lists of CLC membership and youth participants, and (f) performing other duties as may be assigned by the Board.

d. Treasurer

The principal duties of the Treasurer shall include, but are not limited to: (a) maintaining the financial records of CLC, (b) preparing and submitting required state and federal tax filings, (c) ensuring prompt and efficient processing of CLC bills and deposits, (d) providing current financial reports during each regular monthly Board meeting, (e) overseeing the player registration process, and (f) performing other duties as may be assigned by the Board.

Section 4.04. CLC Head Coach/Lacrosse Operations Director.

The CLC Head Coach (Head Coach) shall be a non-voting member of the Board, unless the Board vote is a tie, whereas he/she will provide the tie-breaking vote, unless the vote pertains to Coach's benefits. He/She shall be held to the same standards and requirements as the Directors. The Head Coach shall act as the "Lacrosse Operations Director" of CLC. His/Her primary duties and responsibilities shall be laid out in detail in the Head Coach's Agreement, which shall be reviewed, agreed to and signed each year by the Head Coach and President.

The primary duties of the Head Coach shall include, but are not limited to: (a) leading the strategic direction and on field activities of the high school lacrosse program, (b) establishing, implementing and executing the fundamental philosophy, strategy, skills and techniques to be used by coaches at all levels within the CLC program, (c) representing CLC and the Board regarding relationships with Castle High School, local, regional and national lacrosse associations, referee organizations and local and regional lacrosse coaches, and (d) performing other duties as may be assigned by the Board.

**ARTICLE V – Fiscal Policies**

Section 5.01. Fiscal Year.

The fiscal year for CLC shall begin July 1 and end June 30.

Section 5.02. Annual Operating Budget.

The Treasurer shall prepare and submit to the Board no later than the **October** monthly Board meeting, a proposed annual operating budget (Budget) detailing the anticipated income, expenditures and cash flow for the fiscal year. The Board shall approve the Budget each fiscal year. The Board, at its discretion and at any time, may modify any portion of the Budget by a simple majority vote of the Directors currently holding a position on the Board.

Section 5.03. Player Registration Fees.

Each fiscal year, the Board shall determine the amount of annual player registration fees (Fees). Fees should generally cover operating expenses related to lacrosse activities. **All player fees are nonrefundable. Once fees are paid, no refunds for any reason will be issued.** In addition to fees, all youth participants must have an active **USA Lacrosse** memberships through the end of the current season.

Section 5.04. Financial Accounts.

The Board may create such regular and special accounts for the operation of CLC as may be required. All accounts shall be held in a financial institution with branch access within Warrick County, IN and subject to examination and/or withdrawal by such Directors or other designees as authorized by the Board.

Section 5.05. Collections and Expenditure of Funds.

The Board must authorize the collection and expenditure of funds either through the Budget or by special appropriation. Board approval of the Budget shall constitute authority to collect and spend funds by the Treasurer, any authorized Director or Head Coach within the limits established in the Budget. All expenditures greater than **\$1,000** in aggregate shall require pre-approval by the Board in order to be eligible for reimbursement. Expenditures less than **\$1,000** in aggregate should be made with care and be explicitly for the benefit of CLC supported activities.

Section 5.06. Debt and Lines of Credit.

No Director shall have authority to guarantee any debenture in either his/her name on behalf of CLC or in the name of CLC itself. In order to facilitate the business of CLC, the Board may authorize a line of credit in exchange for goods or services up to an amount of \$1,000.

**ARTICLE VI – Liability and Indemnification**

Section 6.01. Liability for Certain Acts.

The Directors and Officers of CLC shall exercise business judgment in participating in the management of the business operations and affairs of CLC. A Director or Officer shall not be liable nor obligated to CLC or its Members for any mistake of fact or judgment or for the doing of any act or failure to do any act in connection with the business, operations, and affairs of CLC causing or resulting in any loss or damages to CLC or its Members, unless the loss shall have been the result of willful misconduct or recklessness on the part of the Director or Officers, then said Director or Officer shall not be. A Director shall incur no liability to CLC or its Members as a result of engaging in any other business or venture, whether or not competitive, disclosed or undisclosed.

Section 6.02. Director and Officer Insurance.

CLC shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of CLC or is or was serving at the request of CLC as a Director or Officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any

such capacity, or arising out of his or her status as such, whether or not CLC would have the power to indemnify him or her against that liability under the Nonprofit Corporation Act or Indiana Business Flexibility Act.

CLC's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the CLC. To the extent that such insurance coverage provides a benefit to the insured person, CLC's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

#### Section 6.03. Indemnification, In General.

In addition to all legal and equitable rights and causes of action available to a Director or Officer arising out of or connected with their services to CLC, and not by way of limitation, CLC shall indemnify any individual made a party to any proceeding, including any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, and any appeal therein, by reason of the fact that he is or was a Director or Officer of CLC, or of any corporation or limited liability company, which he served as such at the request of CLC, against liability incurred in any such proceeding and against the reasonable expenses, including attorney's fees actually and reasonably incurred by him in connection with such proceeding, or in connection with any appeal therein, if the conduct of such Director or Officer was in good faith and such individual reasonably believed: (a) in the case of conduct in the individual's official capacity with CLC, that the individual's conduct was in CLC's best interest; and (b) in all other cases, that the individual's conduct was at least not opposed to CLC's best interests; and (c) in the case of any criminal proceeding, that the individual either had reasonable cause to believe the individual's conduct was lawful or had no reasonable cause to believe the individual's conduct was unlawful. CLC shall also indemnify any such Director or Officer for the reasonable costs of settlement of any such proceeding, if the same standards for indemnification as set forth above are satisfied.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

#### Section 6.04. Determination Of CLC's Obligation To Indemnify.

A determination as to whether or not the required standard of conduct for indemnification has been satisfied shall be made in accordance with the Indiana Business Flexibility Act, as amended from time to time.

#### Section 6.05. Rights To Indemnification Not Exclusive.

The rights to indemnification set forth herein above shall not be deemed exclusive of any and all legal and equitable rights and causes of action available, other rights to indemnification, reimbursement or advancement of expenses, whether permissive, mandatory, or available upon judicial order, to which a Director or Officer may be entitled pursuant to Indiana law, the Indiana Business Flexibility Act, and the Indiana Non-Profit Corporations Act, as amended from time to time.

### **ARTICLE VII – Miscellaneous**

#### Section 7.01. Corporate Book.

Except as otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation of CLC or by these Bylaws, the books and records of CLC may be kept at such place or places, within the State of Indiana, as the Board may from time to time determine.

Section 7.02. Notation of Dissent.

A Director who is present at a Board meeting, or a Committee meeting, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary before the minutes have been reviewed and approved by the entire Board. The right to dissent shall not apply to a Director who voted in favor of a motion. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his/her dissent if, promptly upon receipt of a copy of the minutes, the director notifies the Secretary, of the asserted omission or inaccuracy.

Section 7.03. Whistle Blower Protection.

All CLC Directors, Members and volunteers are encouraged to report any action or suspected action taken by CLC and/or any of its representatives that is illegal, fraudulent or in violation of any CLC adopted policy. Anyone reporting a violation must act in good faith, without malice to CLC Director or Member and have reasonable grounds for believing that the information shared in the report indicates that a violation has occurred.

No Director, Member or volunteer, who in good faith, reports a violation or cooperates in the investigation of a violation shall suffer harassment, retaliation or adverse consequences. Any CLC Director or Member who retaliates against another individual, who in good faith, has reported an investigation of a violation is subject to discipline, including removal from the Board or termination of CLC membership.

Section 7.04. Amendments.

The power to make, alter, amend or repeal these Bylaws is vested in the Board. An affirmative vote of a majority of the full Board shall be necessary to effect any alteration, amendment or repeal of these Bylaws.

**ARTICLE VIII – Dissolution**

Section 8.01. Dissolution.

Upon the dissolution of CLC, the Board shall, after paying or making provisions for the payment of all liabilities of CLC, dispose of all the assets of CLC exclusively or the purposes of CLC in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any subsequent federal tax laws, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Warrick County Circuit Court, exclusively for such purposes as to such organization or organizations, as said Court shall determine are organized and operated exclusively for such purposes.

*Board of Directors Signatures of Affirmation:*

*Date:*

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Kristi Rhule, CLC President

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Whitney Carpenter, CLC Vice President /HS Communications Director

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Kelsie Tarter, CLC Treasurer

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Casey Maddox, CLC Secretary

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Jessica Weigand, CHS Appointee

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Shawn Eveland, Feeder Director

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Elysia Carmona, Feeder Communications Director

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Krista Mason, CLC Fundraising Director

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Leanne Collier, CLC Spirit Wear Director

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Jennifer Dill, CLC Events Director

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Nori Yamaguchi, CLC Member at Large

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Tim Clark, Head Coach/Director of Operations

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