

BYLAWS FOR MALONE LACROSSE CLUB

ARTICLE I. ORGANIZATION NAME & AFFILIATIONS

SECTION 1. NAME

These Bylaws govern the affairs of the Malone Lacrosse Club, Inc.. The Malone Lacrosse Club, Inc. may also be known as Malone Lacrosse, Malone Lax, or MLC and herein as the "Club."

SECTION 2. AFFILIATIONS

Malone Lacrosse Club is a nonprofit corporation of the state of New York and a member of the Northern Youth Lacrosse League. As a nonprofit corporation of New York, the Club complies to all financial rules, codes of conduct and conflict of interest requirements of the state so as to remain exempt from federal income tax under section 501(c)(3) of Title 26 of the United States Code and as well as state taxes.

The Club is affiliated with the Northern Youth Lacrosse League and US Lacrosse (USL), and adheres to all rules and codes of conduct for these organizations as well as the National Federation of High Schools (NFHS). All Board Members, Coaches, and Players must obtain US Lacrosse membership.

ARTICLE II. MISSION & GOALS

SECTION 1. MISSION

The mission of the organization shall be to provide, supervise, and finance a developmental and competitive lacrosse program that will teach the fundamentals of lacrosse and develop team skills across all levels of ability and skill. The goal is to develop an understanding of lacrosse and promote physical fitness and a sense of pride through teamwork, team spirit, strong sportsmanship, and community representation through service and example.

The Club shall participate in competitive lacrosse within the Northern Lacrosse League as well as other Board-approved competitions and tournaments.

SECTION 2. GOALS

Goals of the Club include:

- Support Players from Pre K through 6th grade in developing individual and team lacrosse skills and understanding to prepare them for competitive lacrosse at the school modified and varsity levels.
- Support Players' and Members' individual action and involvement in community service, building the Club and the local community together.
- Support the Northern Lacrosse League and encourage the growth of youth lacrosse, which improves the future competitiveness of the Club.
- Through fundraising efforts and good fiscal management of the Club, apply net earnings of the Club to offset the cost of fees and equipment, with the goal of minimizing direct costs to Players.

ARTICLE III. MEMBERSHIP

The membership of MLC shall consist of the parents or guardians of the players registered with MLC who are considered to be in “good standing”. To be parents and guardians of players in “good standing” requires each of the following:

1. Valid Malone Lacrosse team registration on file with the Club,
2. Signed Code-of-Conduct form by each Parent, Guardian and Player,
3. Team fees as assessed by the Board, paid in full, and
4. Current US Lacrosse membership (uslacrosse.org).

By requesting and accepting Malone Lacrosse team membership, players and their parents and guardians must agree to abide by the Club rules, Code-of-Conduct, Conflict-of-Interest policies, and procedures established by the Club.

Membership is offered without regard to race, gender, religion, color, creed or national origin.

SECTION 1. RESIDENT CONDITIONS

Membership in this Club shall be limited to residents of Malone, New York and nearby surrounding areas without their own local lacrosse association, or those administrators, players, or coaches as specifically approved for membership by the Board of Directors. MLC reserves the right to allow people from neighboring communities with their own local lacrosse association, upon approval by 2/3 vote by MLC Board, to participate in MLC sponsored programs. Any board approved player must be registered as a MLC member as well as a US Lacrosse member and must have paid fees as per MLC registration agreement prior to participating in any MLC sponsored activity.

SECTION 2. MEMBER VOTING

Each family in good standing shall be entitled to 1 vote per child registered, to a maximum of 2 votes at the Annual Meeting in August each year. Votes must come from parents/legal guardians. No proxy votes shall be allowed. Voting members shall also include coaches and Board Members in good standing.

SECTION 3. MEMBERSHIP TERMINATION

The Board of Directors may remove any Member/Player from membership in the Club with cause at any time. Any proposed removal from membership in the Club shall require that the Member/Player be provided with reasonable notice and an opportunity to be heard. If termination of a Player results in a Member Family having no Player in the Club, the Member Family is also removed from membership.

ARTICLE IV. MEETINGS

SECTION 1. ANNUAL MEETING

There shall be a minimum of one Regular Member meeting per year for reporting Club activities and for Member Families to vote and confirm Officers and Directors. The Secretary shall provide thirty (30)

days' notice of the annual meeting to membership. The time and place of these meetings will be determined by the Malone Lacrosse Board and be communicated using all usual, available media.

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SECTION 2. Regular MEETINGS

Regular meeting times and dates shall be established and published by the President on the website. An open meeting for the general membership shall be held immediately before the regular scheduled board meetings. At the open meetings, the membership may present concerns or feedback on the programs. Once all concerns have been heard, the Board of Directors will go to closed session. Maximum open meeting time is one hour and each parent will be limited to 10 minutes of time to voice their concern/request/suggestion in a respectful and professional manner. Grievances and personal matters should be addressed with the grievance committee.

SECTION 3. SPECIAL MEETINGS

A special meeting of the Malone Lacrosse Board can be held at a time and place determined by the Board. Waiver of notice may be used by the MLC for special meetings. The Secretary shall record and distribute details about any special meetings.

Any action that may be taken at a meeting of the Board may be taken without a meeting, if written consent is given by 100% of the voting members of the Executive Committee. The Secretary shall record such written consent.

SECTION 4. QUORUM

So long as a meeting has been officially called with proper notice, a Quorum shall consist of those in attendance. Majority vote of those eligible and present shall be sufficient for all purposes.

ARTICLE V. BOARD OF DIRECTORS & EXECUTIVE OFFICERS

SECTION 1. BOARD OF DIRECTORS & EXECUTIVE COMMITTEE

The governing body of MLC shall be the elected Board of Directors, who must be "in good standing".

There shall be an Executive Committee consisting of the President, (1-2) Vice Presidents, Secretary and Treasurer. Its function shall be to handle necessary Club business between regular meetings.

The Board of Directors shall consist of up to 11 elected members. The election shall be conducted at the Annual Meeting of the Membership. Each director's term shall be for 2 years. There shall be no limit on the number of terms a member may serve. This Board of Directors shall elect the Executive Committee from the elected 11 Board Members. Board members shall assume official duties on September 1.

Vacancies on the Board shall be filled by a majority vote of the Board of Directors. Individuals selected to fill vacancies shall hold office for the unexpired term. If a vacancy occurs in the office of President, the Vice President shall assume the position of President until a nomination is made and confirmed.

All Club Directors, Officers, Committee Members and Coaches ("Club Staff") volunteer their time to the Club and shall not receive compensation for their services. Club Staff shall be entitled to reimbursements for any Board approved expenses paid on behalf of the Club. Additionally, efforts will be made to cover fees incurred

by “Club Staff” as a result of required affiliations and coaching certification requirements. The Board may hire and pay coaches to coach specific youth lacrosse teams organized by the Club when deemed necessary.

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Performance of all Board and committee members is subject to review by the Malone Lacrosse Board, which may elect to send notice to those that are not fulfilling their duties. Reasonable consequences may follow, which may include temporary or complete removal from office.

A Board/Executive Committee Member may not hold more than one office at a time, but may hold multiple coordinator positions depending on the make-up of the board.

Each member of the Board shall sign a Conflict-of-Interest statement prepared by the Club.

SECTION 2. DUTIES OF OFFICERS

1. The **Board of Directors (“BOD”)** primary responsibility shall be to assure that the Club mission is fulfilled in the best interest of the Membership.
2. The Executive Board of the MLC shall be the President, (1-2)Vice Presidents, Secretary and Treasurer.
3. Duties of the Officers shall be those determined by Robert’s Rules of order and those set forth in these By-Laws.
4. At the Board Meeting in May of each year, the President shall appoint a Nominating Committee of 3 to 5 members whose responsibility will be to present a slate of candidates of Board members for the coming year. The report of this Committee shall be made at the meeting in July. Elections shall be held at the Annual Meeting. Nominations will be accepted from the floor.
5. The terms for the Executive Committee are as follows:
 - A. The term of President, Vice Presidents, Secretary and Treasurer shall be two years, staggered to different years. The President and Secretary will run on odd years and Vice President and Treasurer on even years. All other positions on the Board are regular 2 year terms.
6. The **President** shall:
 - A. Conduct the affairs of MLC and execute the Operational Rules established by the BOD.
 - B. Present a report of the condition of MLC at the Annual Meeting of the membership.
 - C. Communicate to the BOD, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of MLC.
 - D. Be responsible for the conduct of MLC in strict conformity to the policies, principles, rules and regulations of the Northern Lacrosse League and USA lacrosse.
7. The **Vice Presidents** shall:
 - A. In the absence or disability of the President, and provided he/she is authorized by the President or the Board, shall perform the duties of the President. When so acting, this individual shall have all the power of that office.
 - B. Have other such duties assigned by the President.
 - C. Be the insurance contact for MLC.
 - D. Represent MLC with all league affiliations.
8. The **Secretary** shall:
 - A. Be responsible for recording the activities of MLC and maintain appropriate files, mailing list and necessary records.

- B. Perform such duties as are herein specifically set forth, in addition to such other duties as customarily incident to the Office of Secretary or as may be assigned by the President.
- C. Keep minutes of all meetings and cause them to be recorded in a book and or file for that purpose.

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- D. Maintain a list of all Committee and board members, give notice of all meetings of MLC.
- E. Conduct all correspondence not otherwise specifically delegated in connection with said meetings.
- F. Notify Board of Directors and Committee members of their election or appointment.

9. The **Treasurer** shall:

- A. Perform such duties as are herein set forth and such other duties as are customary incident to the Office of Treasurer or maybe assigned by the President.
- B. Receive all monies and securities and deposit same in a depository approved by the BOD.
- C. Keep records for the receipts of and disbursements of all monies and securities of MLC?, disperse all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements greater than \$500.00 must have dual signatures by Executive members.
- D. Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the first meeting of the new Board of Directors.
- E. Prepare an annual Financial Report, under the direction of the President, for submission to the Board and Membership at the August meeting.
- F. Be chairperson of the Finance Committee.

ARTICLE VI. Coordinators/Committees

SECTION 1. Coordinators

The Association's standing coordinators shall come from the Board of Directors. These positions shall be as follows:

- A. **Registrar** – Responsible for registration of all players/teams. This includes submitting all paperwork and money to any league membership, maintaining the registration page of the website, providing registration updates at board meetings, and confirming all players are US Lacrosse members.
- B. **Scheduling Coordinator** – Schedule and supervise Club field availability and readiness (goals, nets, lines, etc) for all divisions. This includes practice and game schedules.
- C. **Grievance Committee** – Three members of the Board of Directors shall handle all personal and disciplinary actions.
- D. **Equipment Coordinator** – Responsible for distribution, collection and maintenance of all Club equipment. This includes uniforms, goalie equipment, goals/nets, balls and first aid equipment.
- E. **Coaching Coordinator** – This should be an experienced individual with coaching background who helps with recruitment of coaches. They will present a list of coaches for the upcoming season to be reviewed and approved by the Executive Board. Ensure coaches are vetted through background checks and "Athlete Abuse Training" compliance, as well as possess US Lacrosse membership and satisfy US Lacrosse coaching requirements, including courses and safety requirements.
- F. **Fundraising Coordinator** - Provide board with fundraising and sponsorship totals and planned drives. Work with executive board to establish annual fundraising and sponsorship goals. Develop and implement fundraising/sponsorship initiatives. Coordinate with USL Regional Manager for marketing

giveaway needs. Coordinate tent, booth or table set-ups at complementary sports events. Create relationships with local college and post-collegiate teams. Develop local sponsorships and media relations for events, programs and initiatives.

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G. Communications Coordinator (Social Media/Website Manager) - Serve as the primary contact for social media sites and web content related updates, inquiries and changes. Responsible for keeping all website information up to date. Responsible for keeping all social media accounts up to date. Specifically post meeting dates, agendas and minutes for members. Assist with blast emails and electronic correspondence when applicable. Provide the board with reports on website traffic. Work with USL Regional Manager to provide input for local stories.

SECTION 2. Committees

Additional committees as deemed necessary shall be formed from the membership with leadership from the Board of Directors. The Board of Directors will approve membership on all committees. The Association's standing committees with their functions shall be as follows:

- A. **Finance** – the chairperson shall be the Treasurer. Audits bills, drafts and presents the budget to the BOD. An audit shall be completed at least on a two-year rotation.
- B. **Fundraising** – Handles all fundraising projects and raising of money. Chairperson shall be the Fundraising Coordinator. Any team wishing to do fundraising must coordinate with the Coordinator before doing so. Anything required with official letterhead must be approved by the board.
- C. **Publicity** – Provides publicity for general Club activities including registration, fundraising notices, etc. Chairperson shall be the Communication Coordinator.
- D. **Special Projects** – Its function shall be new initiatives and other activities as assigned by the President. Chairperson shall be one of the Vice Presidents.

The President shall hold the first re-organizational meeting during the month of August at his/her discretion. This meeting will determine the Officers and Directors positions on the new Board of Directors held from September 1 to August 30.

SECTION 3. RESIGNATION, ABSENCES & REMOVAL

Resignation from the Board must be in writing and received by the Secretary.

An Officer, Director or Committee Member may be suspended or removed from office for any reason by a three-fourths vote of the remaining Executive Committee. An Officer or Director shall have at least five (5) days written notice prior to permanent removal from office. Immediately upon suspension or removal, the Officer or Director must turn over all rights and access to accounts and social media until the suspension is lifted or position reinstated.

Members of the Club may dissolve the Board by a three-fourths vote at a special meeting, which the Board is obligated to call upon written petition of at least 50% of Member Families.

ARTICLE VII. FINANCES

SECTION 1. FISCAL YEAR

The fiscal year of the Organization shall begin July 1st and end June 30th of the following year.

SECTION 2. BUDGET

Funds raised by the Club shall be spent for the affairs of the Club in meeting its Mission and Goals.

A. Prior to the installation of the new Malone Lacrosse Board, the current MLC Board shall prepare

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a recommended budget to present to the incoming Board. The President and Treasurer shall develop the budget with input from the Board.

B. The Malone Lacrosse Board shall also make proposals concerning the spending of unallocated monies of the current year to be presented at the last Malone Lacrosse Board meeting of the fiscal year, for approval.

C. At the last MLC Board meeting of the fiscal year, following installation of the new MLC Board, the proposed budget will be presented to the new Board for approval.

D. The approved budget shall be presented to the entire general membership at the first MLC general meeting of the upcoming Lacrosse Season. Changes to the approved budget shall first be voted on by the MLC Lacrosse Board and then presented for approval to the general membership.

Prior to the end of the fiscal year, the Treasurer will make recommendations on the review of the Club books, in accordance with current guidelines.

SECTION 3. OBLIGATIONS

The MLC Board may authorize any officer to enter into contracts or agreements for the purchase of material or services on behalf of the Club. Any such obligations shall be recorded by the Secretary.

SECTION 4. FINANCIAL STATEMENTS

The Treasurer shall present a balance sheet and itemized financial statement at each monthly Malone Lacrosse Board meeting.

SECTION 5. COMMERCIAL PAPER

All checks must have the signatures of authorized Malone Lacrosse Board Members. The authorized signers shall be determined by the Board (typically the Treasurer and President).

At least two (2) Members must count all monies collected by the Club, and that amount shall be communicated to the Treasurer. Counted money should be deposited in the Organization's bank account within three (3) business days.

SECTION 6. EXPENDITURES

Budgeted expenditures less than \$250 may be incurred by any Malone Lacrosse Board member with approval from the Treasurer.

Budgeted expenditures over \$250 must receive prior approval of the Treasurer and the President.

Check requests from members should be submitted to treasurer within 30 days of the expenditure.

No two relatives or members of the same household may jointly authorize any disbursement for any reason.

The Club is authorized and empowered to pay reasonable compensation for services rendered and to

make payments and distributions in furtherance of its mission, however no part of the net earnings of the Club shall become operative to the benefit of, or be distributable to, its members, officers, or other private persons.

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No Member of the Club, including Directors, Officers and committee members, may obtain any financial benefit directly or indirectly, without 100% approval of the financial arrangement by the Board. All details of the financial arrangement must be disclosed to the Club and the Board prior to the start of any transaction.

SECTION 7. LIABILITY & INDEMNIFICATION

The elected officers and members of the Malone Lacrosse Board shall not be personally liable for debts, liabilities, or other obligations of the Club.

A Director or an Officer of the Club shall not be personally liable for monetary damages for any action taken, or any failure to act, unless the Director or Officer has breached or failed to perform their duties and the breach or failure constitutes self-dealing, willful misconduct, or recklessness.

The Club shall indemnify any Director or Officer against all expenses (including reasonable attorneys' fees and costs), judgments, fines and amounts paid in settlement, for actions taken or omitted while in office; provided however that no person shall be entitled to indemnification for any instance which the action or omission is found by a court to have constituted willful misconduct or recklessness. The indemnification shall continue and inure to the benefit of any person who has ceased to be a Director or Officer who is otherwise entitled to indemnification as described herein.

SECTION 8. DISSOLUTION

Should the Club be dissolved, the Malone Lacrosse Board shall pay from Club funds all remaining liabilities of the Club, and should any funds remain, in accordance with Section 501(c)(3) of the Internal Revenue Code, the Malone Lacrosse Board shall determine an appropriate 501(c)(3) charitable organization for any remaining funds.

ARTICLE VIII. BASIC POLICIES

SECTION 1. NON-PROFIT STATUS

Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on by a charitable organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or by an organization whose contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code.

SECTION 2. CONFLICT OF INTEREST POLICY

All Malone Lacrosse Board members and delegates will sign and agree to the Club Conflict of Interest Policy.

SECTION 3. CONFIDENTIALITY POLICY

Club Staff shall not discuss or disclose information about the Club or its activities to any person or entity unless disclosure is approved by the Board to meet the Mission and Goals of the Club or is required for dealings with financial institutions or tax authorities.

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ARTICLE VIII. PARLIAMENTARY AUTHORITY

The Malone Lacrosse Club Bylaws shall govern the Club in all cases in which they are applicable. The following "Modified Consensus Model" of Decision Making applies to meetings and resolutions. (Robert's Rules of Order in whole or in part may be referenced for a meeting, as agreed by the consensus process herein.)

All decisions made by the Members, the Board, or any committee shall use the following decision making process. At the annual meeting each year, an explanation of the process will be supplied by the Board of Directors to the Membership.

Consensus is a decision-making process in which all parties involved explicitly agree to the final decision. Consensus decision-making does not mean that all parties are completely satisfied with the final outcome, but that the decision is acceptable enough to all parties to allow them to cooperate and support the group decision.

The Club modifies the consensus process as follows:

- A. When a decision has a timeline or deadline, consensus is attempted two times. If a decision is not reached through consensus, a vote is held, requiring an 80 percent majority of those eligible and present to vote unless stated otherwise herein. For Member votes to accept or reject a decision previously approved by the Board (such as assignment of a committee), Quorum rules apply, meaning that a simple majority of those eligible and present to vote is enough to move forward.
- B. If an individual blocks a consensus decision, that person takes the responsibility of presenting another proposal or working with a committee to present a proposal.
- C. When issues arise that require extended discussion, a separate meeting is called, so people can express themselves on the issue. A report from the committee is then presented at the following monthly meeting.
- D. When issues need further research, a committee is assigned (or formed) to study the issue and present information to the Board.

ARTICLE IX. AMENDMENTS

The power to alter, amend, or repeal these Bylaws or adopt new Bylaws shall be vested in the Malone Lacrosse Board if approved by a two-thirds majority of the elected Executive Committee members at any regular or special meeting. Proposed changes to the Bylaws must be provided to Club membership at least thirty (30) days prior to the meeting during which the changes will be approved, to allow time for careful consideration of the changes.

After changes to the Bylaws are approved, all Board members shall sign the revised Bylaws, and the Secretary shall attest to the signatures. A copy of the Bylaws will be made available to each Malone Lacrosse Board member. The Secretary will maintain the original copy of the signed Bylaws.

