

BYLAWS Of
BUFFALO GIRLS LACROSSE BOOSTER ASSOCIATION

ARTICLE I

Name

The name of the Corporation shall be Buffalo Girls Lacrosse Booster Association ("BGLBA") and shall conduct its business subject to and in compliance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, as amended.

ARTICLE II

Non-Profit Purposes

The BGLBA is organized exclusively for one or more of the purposes as specified in Section 317A of the Minnesota Statutes and Section 501(c)(3) of the Internal Revenue Code. The specific objectives and purposes of the BGLBA shall be:

A. Promoting and supporting amateur athletes ages 18 and younger in the sport of lacrosse within the Buffalo School District (the "District") in Minnesota.

B. Facilitating a safe and competitive activity for athletes in the district from different backgrounds, both ethnically and financially.

C. Educating the athletes, coaches, and fans in the district about the sport of lacrosse.

and

D. The making of distributions to organizations that qualify as exempt organizations. under Section 501(c)(3) of the Internal Revenue Code, as amended.

No part of the net earnings of the BGLBA shall inure to the benefit of, or be distributed to its members, trustees, officers, directors, or other private persons, except that the BGLBA shall be authorized and empowered to pay reasonable compensation from services rendered and to make payments and distributions in furtherance for the purposes set forth in Article II hereof.

Notwithstanding any other provisions of these Bylaws, the BGLBA shall not engage in activities which are prohibited by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE III

Legislative Activities

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

ARTICLE IV

Fiscal Year

The fiscal year of the BGLBA shall end on the 31st day of December each year.

ARTICLE V

Membership

The members of the Board of Directors of the BGLBA shall be the only members of the Corporation. Each member of the Board of Directors of the BGLBA automatically shall become and be a member of the Corporation concurrently with his or her becoming a member of such Board of Directors, and automatically shall cease to be a member of the Corporation concurrently with his or her ceasing to be a member of the Board of Directors of the BGLBA. If a lacrosse team athlete is not in good standing (whether for failing to pay any fees or otherwise failing to comply with the rules outlined in the Lacrosse Team Handbook or the rules of the sport contained in the Minnesota State High School League Handbook and Team USA-Lacrosse Handbook, to the extent each is applicable), the voting rights of such Team Parent shall be suspended until the athlete is in good standing.

ARTICLE VI

Meeting of Members and Team Parents

Section 1. Unless otherwise changed by the Board of Directors, the annual meeting of the members shall be held on the third (3rd) Monday in August of each year for purposes of electing the Board of Directors, and any other business which may be presented at the meeting, pursuant to the terms contained in these Bylaws.

Section 2. An announcement will be made by the BGLBA, whether posted on the BGLBA's website/social media outlets, posted at the lacrosse team practice location, or e-mailed to all team members and parents giving notice of the annual meeting at least (7) days prior to the meeting. Said announcement shall state the exact day, time, and place of said meeting as determined by the Board of Directors. Section 3. Subject to Article VII below, the Board of Directors shall be elected by a majority vote of the Board of Directors and parents present at the annual meeting. The Board of Directors shall determine whether to proceed with the election by voting in person, by mail or electronic means. If such voting is prescribed by mail or electronic means, a ballot shall be supplied to each director and parents at least seven (7) days before said annual meeting together with instructions for submitting the vote thereon. No vote shall be required for any position with only one candidate. All parents shall have one (1) vote per

lacrosse team member.

Section 4. For purposes of any meeting which allows a vote by the parents, including a vote by ballot, a quorum shall be determined when there is at least ten percent (10%) of the eligible votes present or participating by mail or electronic means. For purposes herein, the Board Members shall be eligible to constitute a quorum. Once a quorum is established, a majority of the votes approving such action or voting in the affirmative shall be sufficient to take action.

Section 5. Special meetings requesting involvement by the parents, for any purpose or purposes, shall be called by the President, or shall be called by the Board of Directors, at the request in writing. Such notice shall state the purpose or purposes of the proposed meeting. Written notice shall be given to the members and parents in the same manner as for an annual meeting. Business transacted at all special meetings shall be confined to the purposes stated in the notice.

ARTICLE VII

Board of Directors

Section 1. The Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) qualified persons, as determined from time to time by the Board of Directors; provided, however, that the Board of Directors shall, at all times, be composed of such persons filling all such officer positions as are filled, each of whom shall be deemed to have been elected according to Article VI.

The officers serving on the Board of Directors shall be elected for a term of two (2) years at the Annual Meeting.

In addition to the officers filling positions on the Board of Directors, the Board of Directors may elect or appoint any other persons as directors and for such terms as they deem necessary from time to time.

A director whose continued service is deemed to be detrimental to the welfare of the BGLBA, or an elected director who no longer resides in the district area, or who has missed three (3) meetings in succession, may be removed as a director at any time upon the majority vote of the directors present at any regular Board meeting.

In the event of death, resignation, incapacity or removal of an elected or appointed director, the remaining directors shall appoint a successor to fill the unexpired term of the director. The Board of Directors may vote to remove a director at a meeting where such a vote is on the agenda for the meeting.

Section 2. The Board of Directors shall be the general governing body of the BGLBA. It shall approve the budget of the BGLBA and require such reports from each Board member to efficiently deal with the business of the BGLBA. In addition to the powers and authorities conferred upon them by these Bylaws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to the conduct of the business of the BGLBA, that are not conferred upon the officers by these Bylaws, or by the Articles of Incorporation, or by statute.

Section 3. The Board of Directors shall hold annual meetings and such additional meetings as may from

time to time be called by the President or upon written request to the President by any three (3) or more directors. Unless otherwise changed by the Board of Directors, the annual meeting of the Board of Directors shall be held on the third (3rd) Monday in August of each year, following adjournment of the annual meeting of the members for purposes of electing the officers for the ensuing year and any other business which may be presented at the meeting, pursuant to the terms contained in these Bylaws. The President shall preside at all meetings of the Board of Directors. Unless the date, location and time are determined at a prior Board meeting, notice of a Board meeting must be given to all directors at least twenty-four (24) hours prior to such meeting. The notice shall indicate the time and place of the intended meeting and subject matters to be discussed. A director may waive notice of a meeting, before, during or after such meeting. Attendance at a meeting shall be equal to a waiver of a notice of a meeting. Any action which may be resolved at a meeting of the Board of Directors may be taken without a meeting if done in writing, signed by at least the minimum number of directors as would be required if a meeting was held and a quorum was established.

Section 4. For all meetings of the Board of Directors, a majority of all the directors shall constitute a sufficient quorum to transact business and majority vote of the directors present shall be sufficient to adopt such matters as may come before the meeting.

ARTICLE VIII

Officers

Section 1. The BGLBA shall have at least three (3) officers filling the following positions: President, Secretary and Treasurer, but ideally additional officers filling the positions of Vice President and Fundraising Coordinator (collectively, such officers shall constitute the "Executive Board"). One or more persons may fill the officer positions, but the offices of President and Treasurer shall not be held by the same person. Said officers shall be elected by the Board of Directors as provided in Article VII and shall automatically become members of the Board of Directors. In addition to the duties and powers set forth below, the Board of Directors may designate and delegate such additional duties and powers as determined by the Board of Directors from time to time.

Section 2. The Board may appoint such other officer positions and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors or as indicated in the handbook for the BGLBA. Such additional officers shall not automatically be members of the Board of Directors but may be appointed as members of the Board of Directors. Section 3. The President shall be the chief executive officer of the BGLBA, shall preside at all meetings of the members and directors, shall have the general active management of the business of the BGLBA, and shall see that all orders and resolutions of the Board are carried into effect. He/she shall execute all bonds, mortgages and other contracts. He/she shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. The President shall not have a vote on the Board of Directors, except to break a tie.

Section 4. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall

prescribe. The Vice President shall temporarily succeed to the Presidency in the event that the President dies, resigns, or is incapable of fulfilling his or her duties. A special election shall then be conducted to elect a President to fulfill the balance of the President's term.

Section 5. The Secretary shall attend all meetings of the Board of Directors and all meetings of parents and shall record all votes and the minutes of all proceedings which are published and archived for public viewing, and shall perform like duties for the standing committees where required. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6. The Treasurer shall have the custody of the BGLBA funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the BGLBA and shall deposit all moneys, and other valuable effects in the name and **to the** credit of the BGLBA, in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the BGLBA as may **be** ordered by the Board, taking the proper vouchers for such disbursements, and shall render to **the** President and directors, at the regular meeting of the Board or whenever they may require it, an account of all transactions as Treasured and of the financial condition of the BGLBA.

Section 7. The Fundraising Coordinator is responsible for coordinating the fundraising activities of the BGLBA and shall submit to the Board of Directors at or prior to each meeting of the Board of Directors, a report of upcoming fundraising activities ("Upcoming Activities Report") and a report of fundraising activities ("Completed Activities Report") which took place since the last Completed Activities Report.

The Upcoming Activities Report shall include as much of the following information as is obtained before the date of the report:

- (i) a list of the upcoming fundraising activities.
- (ii) the projected number of volunteer hours needed for each activity.
- (iii) the projected cost estimate of the activity.
- (iv) the projected income to be generated by the activity; and
- (v) the date (or date range) and time, if applicable, of the activity.

The Completed Activities Report shall include as much of the following information as is obtained before the date of the report:

- (i) a list of the fundraising activities completed since the last Completed Activities Report.
- (ii) the volunteers and volunteer hours for each completed activity.
- (iii) the actual costs disbursed for each completed activity.
- (iv) the income generated by the activity.
- (v) when the activity took place; and
- (vi) summary of the event over all for discussion at the meeting to determine if we should make changes to the event in the future.

Section 8. If the office of any officer becomes vacant by reason of death, resignation, incapacity or removal from office or otherwise, the Board of Directors shall choose a successor or successors who shall

hold office for the unexpired term; provided, however, that in the case of the President, a special election shall be held within sixty (60) days (unless the annual meeting shall be sooner) to elect a successor President (as provided in Article VI). The term of such interim President shall continue until the next Annual Meeting, subject to the provision of earlier termination set forth herein. The Vice President shall have the duties of the President until such vacancy is filled.

Section 9. Any officer on the Executive Board may be removed by a two-thirds (2/3) vote of all members on the Board of Directors. For purposes herein, the officer under consideration for removal shall not be entitled to cast a vote or be included in the calculation of the number of votes needed.

ARTICLE IX

Committees

The Board of Directors shall appoint members to serve on a Committee for each major fundraising activity, as determined by the Board of Directors. Additional committees shall be authorized by the Board of Directors to serve at the pleasure thereof. The chairman of the committee may appoint or remove members' thereof on subcommittees and name their chairperson. The budget of any such committee or committees shall be submitted to the Board of Directors for approval and authorization, which submission may be included in the Upcoming Activities Report.

ARTICLE X

Books and Records

Directors and parents shall be permitted to inspect the books of the BGLBA at reasonable times, which books shall be stored at the treasurers office of the BGLBA.

ARTICLE XI

Robert's Rules

In the event of a conflict during any meeting held pursuant to these Bylaws, Robert's Rules of Order shall govern.

ARTICLE XII

Audit of Books

The Board of Directors may designate a competent person to audit the BGLBA's books at least once annually and as otherwise determined by the Board of Directors.

ARTICLE XIII

Amendments of Articles and Bylaws

The Articles of Incorporation and these Bylaws may be amended or altered by a two-thirds (2/3) vote of

the Board of Directors at any meeting where a quorum is present, provided that notice of any proposed amendment is given at least twenty-four (24) hours prior to the meeting to the directors and parents who may voice concerns about such amendments prior to the Board of Directors voting.

ARTICLE XIV

Conflict of Interest Policy

The purpose of this conflict-of-interest policy is to protect the tax-exempt status of the BGLBA when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the BGLBA or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

A. Definitions.

1. An "interested person" for purposes of this conflict-of-interest policy is any director, officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest:
2. A person has a "financial interest" if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the BGLBA has a transaction or arrangement,
 - b. A compensation arrangement with the BGLBA or with any entity or individual with which the BGLBA has a transaction or arrangement,or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the BGLBA is negotiating a transaction or arrangement.
3. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes Board action. As provided in Article XIV, the Board shall determine whether a conflict exists.

B. The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of the BGLBA is a director, officer or legal representative, or in some other way has a material financial interest unless:

1. In connection with any actual or possible transaction or contract, the interested person discloses

the existence of the financial interest and is given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors considering the proposed transaction or arrangement.

C. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

D. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the BGLBA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

E. Violations of the Conflicts of Interest Policy

1. If the Board of Directors or committee has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

2. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

3. The interested person may be present for discussion to answer questions but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

ARTICLE XV

Anti-Discrimination Policy

This BGLBA 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 Bylaws, the BGLBA's handbook, if any, and as otherwise adopted by the Board of Directors from time to time.

ARTICLE XVI

Disposition of Assets upon Dissolution

Upon the dissolution of the BGLBA, all assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to federal, state or local government bodies, for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the BGLBA is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XVII

Indemnification of Officers. Directors. Committee Members. Employees and Agents

Section 1. To the fullest extent permitted by Minnesota Statutes, the BGLBA shall indemnify each member of the Board of Directors, officers, committee members, employees, or agent of the BGLBA, and any person serving at the request of the BGLBA as a member of the Board of Directors, officer, employee, or agent of another BGLBA, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person to the fullest extent to which officers and members of the Board of Directors may be indemnified under the terms and conditions of the Minnesota Non-Profit BGLBA Act, or any amendments thereto or substitutions therefore.

Section 2. The BGLBA 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.

CERTIFICATION OF BYLAWS

The undersigned, being the Secretary of the BGLBA, does hereby attest to the adoption of the foregoing Bylaws as and for the Bylaws of the BGLBA, which were duly adopted by a resolution of the Board of Directors of the BGLBA effective on the 20th day of January 2020, and after execution of these Bylaws, the undersigned agrees to place these Bylaws in the record book of the BGLBA.

Buffalo Girls Lacrosse Booster Association

By:

Its:

Kelly Phillips
Secretary