

Bylaws

Minnesota Lacrosse Association MN Chapter of US Lacrosse

Article I - Name

Section 1.01. The name of this organization for business purposes shall be the Minnesota Lacrosse Association (MLA).

Article II – Office, Fiscal Year and Corporate Members

Section 2.01. Registered Office. The registered office of the corporation shall be the current President’s address restricted to the state of Minnesota.

Section 2.02. Fiscal Year. The fiscal year of the corporation shall begin on the first day of August in each year.

Section 2.03. Corporate Members. For all purposes of these bylaws and the [Nonprofit Corporation Law], the members of the corporation shall consist of those directors in office who are active members of US Lacrosse, Inc., a Maryland nonprofit corporation.

Article III – Purpose & Goals

Section 3.01. The purpose of the MLA is to unify, promote, develop, and equally represent men’s and women’s lacrosse in Minnesota, operating in compliance with the approved requirements and guidelines of US Lacrosse.

Section 3.02. The goals of the organization shall be to:

- (a) Increase the number of qualified coaches, officials, players and administrators by recruiting and assisting the constituent groups with recruiting and training efforts.
- (b) Collect, develop, and disseminate lacrosse instructional materials to all constituent groups.
- (c) Maintain the integrity of the game of lacrosse and promote sportsmanship.
- (d) Create guiding principles for MLA sponsored events.
- (e) Expand programmatic efforts to establish greater socio-economic, racial, and geographic diversity.
- (f) Sponsor at least one annual event that recognizes and showcases excellence in lacrosse in Minnesota.
- (g) Coordinate the communication of lacrosse-related information across constituent groups.

Article IV - Executive Committee

Section 4.01. Designation. The officers of the MLA shall be designated as the Executive Committee.

Section 4.02. Offices. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. No individual may hold more than one position.

(a) President. The President shall be the chief executive officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the board of directors. The President shall sign, execute and acknowledge in the name of the corporation, contracts or other instruments, authorized by the board of directors, except in cases where the signing or execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the corporation. In general, the President shall perform all duties incident to the office of president, and such other duties as may be assigned by the board of directors. The President shall not serve consecutive terms in office.

(b) Vice President. The Vice President shall perform the duties of the President in the absence of the President and such other such other duties as may be assigned by the board of directors or the President.

(c) Secretary. The Secretary shall record all votes of the directors and the minutes of the meetings of the board of directors; shall ensure that notices are given and records and reports properly kept and filed by the corporation as required by law. The Secretary shall ensure that information related to the corporation is distributed to interest parties, and that the corporation's web site (if any) is maintained according to the wishes of the corporation. The Secretary shall keep (in a place accessible to all interested parties) these approved and current bylaws, along with all minutes of the corporation. The Secretary shall perform all duties incident to the office of Secretary, and such other duties as may be assigned by the board of directors or the President.

(d) Treasurer. The Treasurer shall have or provide for the custody of the funds or other such property of the corporation; shall collect all moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as Treasurer in such banks as the board of directors may designate; shall lead all fundraising efforts. The Treasurer shall, at least annually at the fall meeting, render a report showing all transactions and the financial condition of the corporation. The Treasurer shall perform all duties incident to the office of Treasurer, and such other duties as may be assigned by the board of directors or the President.

Section 4.03. Eligibility. Any individuals involved in the lacrosse community are eligible for election to Executive Committee office and must be members of US Lacrosse.

Section 4.04. Elections. All Executive Committee members shall be elected by the board of directors at the regular fall meeting (typically September).

Section 4.05. Terms. Terms of office will be two years, beginning after the fall meeting. The President and Secretary shall be elected on odd years. The Treasurer and Vice President shall be elected on even years. The past President shall serve one year after his/her term as a mentor to the new President.

Article V - Board of Directors

Section 5.01. Powers. The board of directors (the board) shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the board of directors.

Section 5.02. Positions. The board shall be comprised of the Executive Committee, plus three additional board positions. Members of the Executive Committee shall not hold these other position on the board. The three board members shall represent the following lacrosse constituencies:

- (a) Director of Men's/Boys Constituencies
- (b) Director of Womens'/Girls Constituencies
- (c) Director of Officials

Section 5.03. Qualification and Selection. Directors representing recognized lacrosse organizations shall be appointed based on the rules of their organization. Directors representing areas of lacrosse with no recognized lacrosse organization (e.g., student-athletes, at-large members, etc.) will be appointed through a vote of the remaining board of directors after nominations to fill the position have been requested and received. Directors representing areas of lacrosse with no recognized lacrosse organization, including the Executive Committee, shall either be US Lacrosse members or a parent or guardian of a US Lacrosse member.

Section 5.04. Vacancies.

- (a) The board may remove a director if such director is declared of unsound mind by an order of the court or convicted of a felony.
- (b) The board may remove a director, either with or without cause, by a majority vote of the board in office.
- (c) Any vacancy in the board because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, may be filled by appointment of the President (in the case the director/vacancy did not represent a recognized lacrosse organization) to fill the seat until the next scheduled election or be appointed based on the rules of the organization represented by the open board vacancy.

Section 5.05. Meetings.

- (a) Regular Meetings. Regular meetings of the board shall be held at least twice each year. One of these meetings must take place in the fall. Notice of regular meetings must be provided at least 14 days prior to the meeting date (via phone, e-mail, fax, or in person).
- (b) Special Meetings. Special meetings of the board shall be held whenever called by the President, with at least 48 hour notice (via phone, e-mail, fax, or in person).
- (c) Electronic Meetings. If needed, the President may allow for board voting on an issue via electronic means (e.g., fax or e-mail).

Section 5.06. Quorum.

(a) Regular Meetings. A quorum shall be defined as a minimum of 4 members of the filled positions of the Board, inclusive of proxies, to include at least 2 members of the Executive Committee (also includes proxies). Except as otherwise specified in these bylaws or provided by statute, the acts of a majority of the directors present at a Regular Meeting shall be acts of the board.

(b) Special Meetings. A majority of the directors in office shall be present at each Special Meeting to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. Except as otherwise specified in these bylaws or provided by statute, the acts of a majority of the directors present at a Special Meeting at which a quorum is present shall be acts of the board.

(c) Electronic Meetings. A majority of the directors in office must participate in the requested electronic voting to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. Sufficient notice, not less than 7 days, shall be allowed to ensure directors have the opportunity to register their vote. Except as otherwise specified in these bylaws or provided by statute, the acts of a majority of the directors voting via electronic means (for which a quorum participates) shall be acts of the board.

(d) Proxies. In the event that a director is unable to attend a Regular or Special Meeting, that director may designate a proxy to attend in their place. This proxy will assume that director's voting rights for that meeting only. Directors must provide notice to a member of the Executive Committee prior to the meeting (via phone, e-mail, fax, or in person) that a proxy will be attending in their place.

Section 5.07. Committees.

The Executive Committee may establish such committees as they deem appropriate (e.g., fundraising, recruiting, web site, outreach, etc.). Each committee will consist of at least 2 board members, and may include other interested individuals not on the board.

Section 5.08. Powers of the Executive Committee vs. the Board of Directors.

(a) The Executive Committee shall have and exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, except that the Executive Committee shall not have any power or authority as to the following:

(1) The adoption, amendment or repeal of the bylaws.

(2) The amendment or repeal of any resolution of the board. All Repeals would require 75% approval of the current sitting board

(3) The commitment of the corporation to activities which will result in charges to the corporation in excess of \$500.

(b) Although the Executive Committee generally has the authority of the board, they are encouraged to utilize board members in their decision-making process and to request a vote of the full board when, in their best judgment, the issue at hand is of enough importance to warrant it.

(c) The establishment of any committee of the board and the delegation thereto of power and authority shall not alone relieve any director of the fiduciary duty of such director of the corporation.

Article VI– Indemnification of Directors, Officers, and Other Authorized Representatives

Section 6.01. Indemnification of Directors, Officers, and Other Authorized Representatives. To the extent that a director, officer, or other agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding in which such person was a party as a result of serving as a director, officer, or agent of the corporation, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Article VII – Miscellaneous

Section 7.01. Chapter Affiliation. The corporation shall at all times conduct its activities and programs in a manner consistent with the purposes of US Lacrosse, Inc. and maintain its status as a recognized chapter of such organization.

Section 7.02. Salaries or Other Payments. No officer, director, committee member or agent of the corporation will receive a salary, bonus or other such payment above and beyond legitimate and documented approved expenses incurred on behalf of the corporation.

Section 7.03. Checks. All checks and notes shall be signed by such one or more officers of the corporation. No expenditure of \$500 or more and no commitment to expend such amount shall be made without the prior approval of the board of directors.

Section 7.04. MLA Website. Any and all web domain names (e.g., www.mnlacrosse.com, www.mnlacrosse.org) utilized by, or funded by the MLA are exclusive property of the MLA. Informational content used on any and all web sites utilized by, or funded by the MLA (except for informational content provided to the MLA by constituent groups for their section of the MLA web site) are exclusive property of the MLA. In the event that the MLA changes its web hosting company or webmaster, all relevant hosting and content information will be passed on by the outgoing web hosting company or webmaster in an expedient manner to the new web hosting company or webmaster.

Bylaws adopted and approved on Dec 19, 2008.