

AMENDED BY-LAWS OF EDEN PRAIRIE LACROSSE ASSOCIATION
A NOT-FOR-PROFIT CORPORATION

ARTICLE I – ORGANIZATION AND AFFILIATION

- 1.1 Name. The name of the organization shall be Eden Prairie Lacrosse Association (“EPLA”).
- 1.2 Affiliation. The EPLA is a member of US Lacrosse, national governing body of men’s and women’s lacrosse, and other state, regional and local lacrosse governing bodies.

ARTICLE II – PURPOSES

- 2.1 Purposes. The purposes of the EPLA shall be:
- 2.1.1. To promote the development and grow the sport of lacrosse through the formation of lacrosse programs in Eden Prairie, Minnesota.
- 2.1.2. To promote and develop the knowledge of the rules and skills of lacrosse, the qualities of sportsmanship, teamwork and respect for coaches, officials and players through programs for boys and girls participating in youth lacrosse.

ARTICLE III – MEMBERSHIP

- 3.1 Membership Eligibility.
- 3.1.1. Any adult whose child is a member of an Eden Prairie lacrosse team or league.
- 3.1.2. Any adult who is actively involved as a player, coach or board member an Eden Prairie lacrosse team or league.

ARTICLE IV – DIRECTORS

4.1 The Board of Directors (or “Board”) shall have twelve elected Directors. In addition, the Eden Prairie High School Boys and Girls Lacrosse teams shall each have one ex-officio non-voting representative on the Board.

4.2 Powers. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these By-Laws relating to action required or permitted to be taken or approved by the members, if any, of the EPLA, the activities and affairs of the EPLA shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may, from time to time, allow certain functions of the Board to be exercised by the executive committee, whose acts must be ratified by the Board of Directors at the next meeting of the Board.

4.3 Duties. It shall be the duty of the Directors to:

- (a) Perform any and all duties necessary to carry on the business of the EPLA imposed on them collectively or individually by law, by the Articles of Incorporation, or by these by-laws.
- (b) Appoint and remove, employ, supervise, discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the EPLA.
- (c) Meet at such times and places as necessary, preferably monthly.
- (d) Hold an Annual Meeting in October of each year at which all members are invited to attend.

4.4 Selection. Directors shall be selected by vote of the membership at the annual meeting of the Eden Prairie Lacrosse Association. Members will elect four voting Directors at each annual election to replace those Directors whose terms have expired. Each Director so elected shall serve three years.

4.4.1. Vacancy between elections.

In the event of a vacancy on the Board of Directors prior to the next annual meeting election, the Board of Directors shall appoint a new Director to fill the departing Director’s term. Any member may be nominated by any Director and upon a majority vote of the Board, said member shall hold the office of the departing Director.

4.4.2. Initial Board.

For the first election following the approval of these Amended By-Laws by the Board of Directors, the entire Board shall be elected at the annual meeting. Prior to the time period in section 4.5, the Board shall determine which initial board positions will be a one, two and three year term consistent with the staggered terms discussed in Section 4.4.

4.5 Notification of Election.

The secretary shall make known to the membership through the website approximately sixty days prior to the annual meeting that an election of the Board of Directors will take place and that the Board of Directors will receive nominations for Directors.

- (a) Nominations of members for the position of Director should be submitted to the Secretary at least thirty days prior to the annual meeting.
- (b) The secretary shall make known to the membership through the website and Board minutes the names of the nominees for board election.

4.6 Officers.

The officers of the EPLA shall be a President, a Vice President, a Treasurer, a Secretary, a Boy's Youth Director, a Girl's Youth Director and a Field Coordinator.

- (a) The President shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be determined by the Board of Directors.
- (b) The Vice President of the EPLA shall preside at meetings of the Board of Directors in the absence of the President. The Vice President shall have and may exercise such other duties and powers as may be designated by the Board of Directors.
- (c) The Treasurer shall be the chief financial officer and the chief accounting officer of the EPLA. The Treasurer shall be in charge of its financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the Board of Directors

- (d) The Secretary shall record and maintain records of all proceedings of the Board of Directors which shall be open for inspection by any member.
- (e) The Boy's Youth Director shall be responsible for planning and executing programing for boy's EPLA programs.
- (f) The Girl's Youth Director shall be responsible for planning and executing programing for girl's EPLA programs.
- (g) The Field Coordinator shall be responsible for obtaining sufficient field space for EPLA programs and shall be responsible for scheduling and tracking field use.

- 4.7 Liability. The members, Board of Directors and officers of the EPLA shall not be personally liable for any debt, liability or obligation of the EPLA.
- 4.8 Indemnification. The Directors and officers of the EPLA shall be indemnified by the EPLA to the fullest extent permissible under the laws of this state. The EPLA shall purchase insurance consistent with this obligation.
- 4.9 Removal/
Resignation. Any Director may be removed, either with or without cause, by the Board of Directors, at any time by 2/3 vote of the Directors then in office. Any Director may resign by giving written notice to the Board of Directors, President or Secretary.

ARTICLE V – MEETINGS

- 5.1 Regular Meetings. Regular meetings of the Board of Directors shall be held approximately monthly. The Board shall determine the date, time and place of the regular meetings at the meeting prior to said regular meeting and shall post said date, time and place on the website as soon as practicable after being determined..
- 5.2 Special Meetings. Special meetings of the Board shall be held whenever called by the President, each Director shall be notified at least and said notice shall also be placed on the website 48 hours before the meeting.

5.3 Quorum. At least one-half of the voting Directors in office must be present at a Regular Meeting or Special Meeting to constitute a quorum for the transaction of business. Every Director present shall be entitled to one vote, except ex-officio members, except as otherwise specified in these by-laws or provided by statute, the acts of a majority of the Directors present at a Regular or Special Meeting shall be acts of the Board. The secretary shall keep a record of the votes on each Board action in the minutes.

5.4 Minutes. Minutes of each Board meeting shall be publically posted on the EPLA website and shall be delivered to any entity who, by contract or ordinance, shall be entitled to a copy of the minutes.

ARTICLE VI – COMMITTEES

6.1 Committees: The EPLA shall have committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

6.2 Meetings: Meetings and action of the committees shall be held in accordance with the direction of the Board of Directors.

ARTICLE VII – CORPORATE RECORDS

7.1 Maintenance of EPLA records shall be kept by the Secretary, including, but not limited to:

- (a) Minutes of all meetings of the Board of Directors.
- (b) A conformed copy of the EPLA Articles of Incorporation and by-laws.

7.2 Financial records of the EPLA shall be kept by the Treasurer, including, but not limited to:

- (a) Adequate and correct books and records of its financial transactions and corporate bank account(s).
- (b) Copies of all correspondence and filing with the IRS and state and local taxing authorities.

ARTICLE VIII – AMENDMENT OF BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws adopted by approval of the Board of Directors by a vote of two-thirds (2/3) of Directors present and voting at any such meeting. Notice of a proposed amendment or repeal of these by-laws in whole or in part shall be mailed to all Directors at least fourteen (14) days prior to the date of such meeting.

ARTICLE IX – CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these by-laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these by-laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these by-laws shall be unaffected by such holding.

Adopted by vote of the EPLA Board of Directors:

On August 30, 2011