

# Chapter By-Laws

[NOTE: THIS IS A SUGGESTED FORM FOR USE BY AN INCORPORATED CHAPTER OF US LACROSSE, INC. THE ACTUAL TEXT SHOULD BE MODIFIED, IF NECESSARY, TO CONFORM TO THE NONPROFIT CORPORATION LAW OF THE STATE IN WHICH THE CHAPTER IS INCORPORATED.]

B Y L A W S  
OF  
[NAME OF CHAPTER]  
(a \_\_\_\_\_ Nonprofit Corporation)

## ARTICLE I

Office; Fiscal Year and [Corporate Members]

Section 1.01. Registered Office. The registered office of the corporation shall be [\_\_\_\_\_].

Section 1.02. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January in each year.

(Section 1.03. 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 from time to time who are active members of U.S. Lacrosse, Inc., a Maryland nonprofit corporation.)\*

∞ This provision is needed only if the Chapter is a "Membership" corporation under state law.

## ARTICLE II

Board of Directors

Section 2.01. Powers. The board of directors 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 2.02. Qualification and Selection. The directors shall be elected by [specify]. Nominees for directors shall be limited to those persons nominated by the Nominating Committee and such additional nominees as may be nominated in writing by at least five Members of US Lacrosse, Inc. who reside within the region of the Chapter at least 10 days prior to the date when directors are to be elected. When selecting nominees the Nominating Committee shall seek to identify and nominate persons who will help achieve or maintain balance on the board of directors with respect to various lacrosse constituencies (including, but not limited to, youth groups, high schools, colleges, clubs and officials/referees). [add divisional balance statement]

Section 2.03. Number and Term of Office. The board of directors shall consist of such number of directors not less than [five or more than 25], as may be determined from time to time by resolution of the board of directors. Each director shall hold office for three years and until a successor shall have been elected and qualified, except in the event of death, resignation or removal. Notwithstanding the foregoing, by resolution of the board of directors, the directors in office when these bylaws are adopted shall be divided as evenly as possible into three groups, one group to serve for one year, one group to serve for two years, and one group to serve for three years, in each case until a successor shall have been elected and qualified.

Section 2.04. Vacancies. (a) The board of directors may declare vacant the office of a director if such director is declared of unsound mind by an order of court, or convicted of felony, or for any other proper cause, or if within 60 days after notice of selection, the director does not accept such office either in writing or by attending a meeting of the board of directors.

(b) Any vacancy or vacancies in the board of directors because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, may be filled by a majority of the remaining members of the board of directors though less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 2.05. Place of Meeting. Meetings of the board of directors may be held at such place as the board of directors may from time to time appoint, or as may be designated in the notice of the meeting.

Section 2.06. Regular Meetings. Regular meetings of the board of directors shall be held [every other month from September through June] at such time and place as shall be designated from time to time by resolution of the board of directors. At such meetings, the directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws.

Section 2.07. Special Meetings. Special meetings of the board of directors shall be held whenever called by the president or by two or more of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least 24 hours (in the case of notice by telephone) or 48 hours (in the case of notice by telegram) or five days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 2.08. Quorum, Manner of Acting, and Adjournment. A majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of the corporation.

Section 2.09. Executive and Other Committees.

(a) The board of directors may, by resolution adopted by a majority of the directors in office, establish the following committees:

- (1) Finance/Fundraising, and
- (2) Programs.

The board of directors may also establish such other committees as the board of directors may deem appropriate from time to time. Each committee shall consist of two or more directors of the corporation.

(b) The board of directors may have an Executive Committee consisting of those directors who also serve as the president, vice president, treasurer, and secretary, together with the director, if any, who served as the immediate past president. The Executive Committee shall have and exercise all of 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 filling of vacancies in the board of directors.
- (2) The adoption, amendment or repeal of the bylaws.
- (3) The amendment or repeal of any resolution of the board.
- (c) The board of directors shall have a Nominating Committee which shall be formed in advance of each annual election of directors. The board of directors shall, by resolution adopted by a majority of the directors in office, designate at least three directors to serve on such committee.
- (d) No committee of the board of directors, other than the Executive Committee, shall, pursuant to resolution of the board of directors or otherwise, exercise any of the powers or authority vested by these bylaws or the Nonprofit Corporation Law of 1988 in the board of directors as such, but any other committee of the board of directors may make recommendations to the board of directors or Executive Committee concerning the exercise of such powers and authority.
- (e) The establishment of any committee of the board of directors and the delegation thereto of power and authority shall not alone relieve any director of the fiduciary duty of such director to the corporation.
- (f) A majority of the directors in office designated to a committee shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the directors in office designated to a committee shall be the acts of the committee.

Section 2.10. Interested Directors or Officers; Quorum. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the board of directors which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

- (1) The material facts as to such relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (2) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors which authorizes a contract or transaction specified in this section.

## **ARTICLE III**

Notice - Waivers - Meetings

Section 3.01. Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, or the [Nonprofit Corporation Law], it may be given to the person, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier services, charges prepaid, or by facsimile or electronic transmission to his or her address (or to his or her facsimile number) supplied by the person to the corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws.

Section 3.02. Waivers of Notice.

(a) Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the [Nonprofit Corporation Law], a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by Section 6.05, neither the

business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

(b) Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the articles or these bylaws or the [Nonprofit Corporation Law], the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.04. Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of the articles or these bylaws, or the [Nonprofit Corporation Law] or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with that person is then unlawful, the giving of the notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 3.05. Conference Telephone Meetings. One or more persons may participate in a meeting of the board or a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

## **ARTICLE IV**

### Officers

Section 4.01. Number, Qualifications and Designation.

(a) The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be designated by the board of directors. Any number of offices may be held by the same person. Only directors of the corporation shall be eligible to serve as officers. The board of directors may elect from among the members of the board a chairman of the board who shall also be an officer of the corporation.

(b) In lieu of the standards of conduct otherwise provided by law, officers of the corporation shall be subject to the same

standards of conduct, including standards of care and loyalty and rights of justifiable reliance, as shall at the time be applicable to directors of the corporation. An officer of the corporation shall not be personally liable, as such, to the corporation for monetary damages for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of his or her office under the articles of incorporation, these bylaws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of an officer pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

Section 4.02. Election and Term of Office. The officers of the corporation shall be elected every other year by the board of directors, and each such officer shall hold office until the second annual organization meeting of directors following such election and until a successor shall have been elected and qualified, or until death, resignation, or removal.

Section 4.03. Removal. Any officer, committee, employee or other agent of the corporation may be removed, either for or without cause, by the board of directors or other authority which

elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 4.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 4.05. General Powers. All officers of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be determined by resolutions or orders of the board of directors, or, in the absence of controlling provisions in resolutions or orders of the board of directors, as may be provided in these bylaws.

Section 4.06. The 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 and the chairman. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the board of directors or the chairman. The president shall not serve consecutive terms in office.

Section 4.07. The Vice President. The vice president shall perform the duties of the president in the absence of the president and such other duties as may from time to time be assigned to him or her by the board of directors, the chairman or the president.

Section 4.08. The Secretary. The secretary shall record all the votes of the directors and the minutes of the meetings of the board of directors and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors, the chairman or the president.

Section 4.09. The Treasurer. The treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of 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 or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors, the chairman or the president.

## **ARTICLE V**

### Indemnification of Directors, Officers and Other Authorized Representatives

Section 5.01. Indemnification of Directors, Officers, etc. To the extent that a director, officer, or 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 the result of servicing as a director,

officer or agent of the corporation (or in defense of any claim, issue or matter therein), such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith. In addition the corporation may provide indemnification in other circumstances to the extent permitted by [the Nonprofit Corporation Law].

## **ARTICLE VI**

### Miscellaneous

Section 6.01. 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 6.02. Checks. All checks and notes shall be signed by such one or more officers or employees of the corporation as the board of directors may from time to time designate. 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 6.03. Contracts. Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.04. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees of the corporation as the board of directors shall from time to time designate.

Section 6.05. Amendment of Bylaws. These bylaws may be amended or repealed, or new bylaws may be adopted, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Such proposed amendment, repeal or new bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.