

US LACROSSE, INC.

MEMORANDUM TO START-UP YOUTH LACROSSE LEAGUES

US Lacrosse, Inc., frequently receives inquiries from individuals interested in establishing a youth lacrosse league. In order to assist in the establishment of a youth lacrosse league through the formation of a nonprofit corporation, US Lacrosse has prepared the attached standard form provisions to be included as part of the Articles of Organization or Articles of Incorporation that are filed with the Secretary of State for the state where the youth lacrosse league is being organized. You should be able to obtain the standard form for the preparation and filing of these Articles from the Secretary of State for the state where the corporation is being organized. The attached standard provisions can be made a part of the Articles and are intended to satisfy the requirements of Section 501(c)(3) of the Internal Revenue Code. There is typically a nominal filing fee and you are typically required to state the purpose of the organization which can be the same as the purpose set forth in Section 1.2 of the form By-laws. You are also typically required to identify the initial officers and directors of the organization, the fiscal year of the organization and the initial principal office of the organization.

In addition to the standard provisions to be included with the Articles of Organization or Articles of Incorporation, we have also prepared standard form by-laws for a youth lacrosse league, a copy of which is attached. These form by-laws are intended to provide you with a starting point for the development of your own by-laws. In connection with your review of these form by-laws, please note the following:

1. The provisions of Section 2 and Section 3 relating to voting and non-voting members may be affected by the laws of the state in which your league is being organized. Although most states permit non-profit corporations to be organized with or without voting members, you should confirm that this is permissible under applicable state law.
2. The attached by-laws are structured to provide for the representation of the various programs participating in the youth lacrosse league on the Board of Directors of the corporation. While this is only a suggested approach to the establishment of the Board of Directors of the organization, it is necessary to include in the by-laws some mechanism for the appointment or election of directors. The directors are the individuals with overall responsibility for the affairs of the corporation.
3. The committee structure set forth in Section 4.4 should be examined carefully and appropriate changes should be made to reflect the local organization. The committee structure incorporated in the attached form by-laws is intended to establish standing committees that are responsible for the main aspects of an effective organizational structure to operate a youth lacrosse league.

4. The provisions of Section 4.4.1 relating to meetings of the executive committee and Section 4.8 relating to meetings of the Board of Directors should be reviewed and modified consistent with local requirements.
5. The concept of major decisions set forth in Section 4.12.1 is not mandatory and should be reviewed locally and either included in your by-laws after such a review or deleted.
6. The indemnification provisions set forth in Section 8 may or may not be acceptable under the laws of the state in which your league is organized, and you should review these indemnification provisions in relation to the particular requirements of the state.