

Bylaws of the Iowa Lacrosse Association,

an Iowa nonprofit 501(c)3 corporation



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Article I. Registered Office

The registered office of the corporation required by the Revised Iowa Nonprofit Corporation Act to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the board of directors in accordance with Chapter 504, Iowa Code, the Revised Iowa Nonprofit Corporation Act. The corporation for the purpose of these bylaws is further defined, and will be referred to as the Iowa Lacrosse Association (“The Association”).

Article II. Membership

Section A. Composition. The Association shall be composed of member lacrosse organizations that share in a common mission of supporting each other and growing the sport of lacrosse. Sole control of the Association shall be vested in the board of directors of the Association. The board shall strive to have all member organizations represented on the board until such time as the growth in the number of member organizations reaches the maximum prescribed in Article III, Section C.

Section B. Election of Members. A prospective new member organization wishing to join the Association shall do so in writing specifying their region of operation, acknowledging the commitment to the values, mission and obligations of the Association, and agreeing to abide by Associations' Policies and Rules. This statement shall be provided to the President. The President will bring the petition to the Board of Directors at the next scheduled meeting at which time a majority vote will be sufficient to add the petitioning organization to the Association.

Article III. Board of Directors

Section A. Management of the Association. The business and affairs of the Association shall be managed by its board of directors. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances except as otherwise provided by law or the Articles of Incorporation.

Section B. Qualification and Selection. Each member organization will petition the Association to nominate their board president as a member of the Association board of directors. Member organizations may also nominate a second individual to represent them. No member organization will have more than two (2) members of the board of directors. Directors shall be elected by a majority of the then-existing board of directors at its annual meeting. Nominees for directors may be made by any director, provided such nomination is made at least five (5) days before the date when directors are to be elected. Nominees should have experience with various lacrosse-related constituencies, including but not limited to, persons involved with boys and girls youth lacrosse.

Section C. Number and Tenure. Each member organization of the corporation will have equal representation on the board. President Emeriti, may continue to serve, with full powers and responsibilities of other directors, even if their member organization has filled their director positions with other individuals. The number of directors constituting the board of directors shall initially not be less than five (5) or more than fifteen (15) members.

Each director elected at the annual meeting of the board of directors shall hold office for a term of two (2) years that commences as of July 1 of that year and ends on June 30 two years later, except in the event of death, resignation or removal from office.

Directors elected at any time other than the annual meeting of the board of directors shall serve a term that commences at the time of election and ends on the June 30 two years later, except in the event of death, resignation or removal from office. Directors may be re-elected to successive two-year terms without limitation.

The number of directors may be increased or decreased from time to time in the manner provided by the bylaws for the amendment thereof, but no decrease shall have the effect of shortening the term of any incumbent director. Directors need not be residents of the State of Iowa.

Section D. Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section E. Participation. Due to the important and timely work of the Association and the need for each member organization to be adequately represented, all directors shall make a good faith effort to attend all Association board meetings, be open to serve on its executive committee, and to volunteer their time in support of Association activities. The Association board of directors may take disciplinary action including removing a director that fails to regularly attend meetings and/or volunteer their time to the Association.

Section F. Removal. A director may be removed from office by a majority of the other directors of the Association, with or without cause.

Section G. Annual Meeting. The annual meeting of the board of directors shall be held in the month of July of each year at such date, time and place as shall be determined by the president of the Association for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein (or by resolution of the board of directors) for the annual meeting of the board of directors, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the board of directors as soon thereafter as may be conveniently held.

Section H. Regular and Special Meetings. Meetings of the board of directors, regular or special, may be held within or outside the State of Iowa. Regular meetings may be held upon such notice, if any, and at such time and place as shall be determined by resolution of the board of directors.

Special meetings of the board of directors may be called by the president or by any two directors on seven days' notice to each director, which notice either may be in writing, delivered by email, or may be verbal given either in person or by electronic device.

Any board action to remove a director or to approve a matter which would require approval by members of the Association shall not be valid unless each director is given at least seven days' written notice that the matter will be voted upon at a directors' meeting or unless notice is waived pursuant to the Revised Iowa Nonprofit Corporation Act.

Section I. Virtual Meetings. Members of the board of directors or any committee designated thereby may participate in a meeting of such board or committee by means of a audio or video conferencing so that all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section J. Conduct of Meeting. All directors, to the extent possible, shall personally attend regular and special meetings of the board of directors to ensure a quorum is reached and business can be conducted. A director participating in a meeting by audio or video conferencing defined above is deemed present in person at the meeting.

The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with law or these bylaws.

Section K. Quorum. A majority of member organizations represented by duly-elected and qualified directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority of member organizations is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section L. Proxies. At any annual, special or monthly meeting of the directors, any director entitled to vote may vote either in person or by proxy. The proxy must be in writing, signed by the director, or submitted via approved electronic transmission, and delivered to the secretary of the Association prior to or at the start of the meeting. Each proxy shall be valid only for the specific meeting designated therein (and any adjournment of such meeting). A proxy is revocable at any time before it is voted, either by the director attending the meeting to vote in person or by submitting a written revocation or newer proxy to the secretary.

Section M. Acts of the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section N. Resignation of Director. Any director may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section O. Compensation. The directors of the Association shall serve without compensation, but by resolution of the board of directors may receive a reasonable amount as reimbursement of expenses incurred in attending to their authorized duties. To the extent deemed necessary or appropriate by the directors, however, a director may be employed by the corporation and compensated for his services other than as a director as the directors may from time to time determine to be necessary or desirable, but such employment shall always remain terminable at the discretion of the directors.

Article IV. Committees

Section A. Permanent and Temporary Committees. The board of directors may establish such permanent and/or temporary committees as it deems necessary and proper.

Section B. Executive Committee. The board of directors by resolution adopted by a majority of the full board will annually elect officers of the Association who shall serve as the Association's executive committee. The executive committee may exercise all of the authority of the board of directors except to the extent, if any, that such authority shall be limited by the resolution creating the executive committee and shall not have the authority of the board of directors to amend the articles of incorporation, adopting a plan of merger or consolidation, a voluntary dissolution of the Association or revocation thereof, or amending the bylaws of the Association.

The election of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law.

Article V. Officers

Section A. Positions. The officers of the Association shall be elected by the board of directors and shall consist of a president, one or more vice-presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section B. Election and Term of Office. The officers of the Association shall be elected by the board of directors at its annual meeting. Each officer shall hold office at the pleasure of the board of directors from the date of his or her election until the next annual meeting of the board of directors and until his or her successor shall have been duly elected and qualified or until his death or he shall resign or shall have been removed from office in the manner hereinafter provided, but in no event shall any one term be in excess of two years from election.

Section C. Vacancies. A vacancy in any office may be filled by the board of directors.

Section D. Removal. Any officer may be removed by the board of directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section E. Duties of Officers. The officers of the Association, if and when elected by the board of directors of the Association, shall have the following duties:

(a) President. The president shall be the chief executive officer of the Association and shall, subject to the control of the board of directors, supervise and control the business and affairs of the Association. He or she shall, when present, preside at all meetings of the board of directors. He or she may sign contracts or other instruments on behalf of the Association except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Association. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

(b) Vice-Presidents. In the absence of the president or in the event of his or her

death or inability to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order determined by the board of directors) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such duties as from time to time may be assigned to him or her by the president or the board of directors.

(c) Secretary. The secretary shall keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or the board of directors. If there is no treasurer of the Association, the secretary shall assume the authority and duties of treasurer.

(d) Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as may be designated by the board of directors, and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

(e) President Emeriti. Past presidents of the Association whose member organizations have filled their allotted representation with other individuals may continue to serve on the board to provide continuity and context to guide decision making and consideration of issues affecting the corporation. President emeriti may not hold any office of the Association, but may serve as committee chair or other roles designated to them by the president.

Section F. Compensation. All officers shall serve without compensation.

Article VI. Authority

The officers and members of the board of directors of the Association are hereby authorized to interpret its Bylaws and Policies and Rules, and to exercise all the powers and duties expressed or implied in the Bylaws and Policies and Rules, and to act as an administrative board in the interpretation of and final decision on all questions and appeals arising from the directing of the activities of member organizations.

Article VII. Financial Policy

Section A. Fiscal Year. The fiscal year of the Association shall be the calendar year ending December 31.

Section B. Dues, Fees, and Assessments. The board of directors shall be authorized to levy and collect annual dues, officials fees, tournament fees, and other assessments from all member organizations to support Association activities. Such dues, fees, and assessments shall be adequate to meet the total expenses involved in the conduct of such activities and such proportionate share of overhead as is deemed necessary. Such dues, fees, and assessments shall be considered current funds of the Association, and shall be used by the board of directors in financing the various activities of the Association.

Section C. Checks. All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section D. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in one or more banks, trust companies or other depositories as the board of directors may from time to time designate, upon such terms and conditions as shall be fixed by the board of directors. The board of directors may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these bylaws, as it may deem necessary.

Section E. Written Instruments. Subject always to specific directions of the board of directors, all deeds and mortgages made by the Association to which the Association shall be a party shall be executed in its name by any officer and attested by any officer. All other written contracts and agreements to which the Association shall be a party shall be executed in its name by any officer.

Section F. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section G. Gifts. The board of directors may accept on behalf of the Association any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Association.

Section H. Limitation on Pecuniary Obligations. No pecuniary obligation of more than \$5,000 shall be undertaken by the Association without sanction by resolution of the

directors duly adopted by the board of directors of the Association.

Section I. Reports. The Treasurer shall submit a report at each meeting of the board, summarizing the financial activity for the period since the last report. The Treasurer shall also report in writing the financial activity for the year at the annual meeting.

Section J. Annual budget. Prior to the end of the current fiscal year, the Treasurer shall prepare, along with the President, an annual budget for the Association for the upcoming season which must be approved by a majority of board members.

Article VIII. General

Section A. Corporate Seal. The board of directors may select a corporate seal at some point in the future, and utilize as necessary.

Section B. Additional Organizations. The board of directors may authorize the formation of such subsidiary, auxiliary, associated and affiliated organizations as will in the opinion of the board of directors assist in effecting the purposes of the Association. The organizational and governing documents and instruments of any subsidiary, auxiliary, associated or affiliated organization so authorized shall be subject to the approval of the board of directors. Each such authorization shall, regardless of its terms, be revocable at any time in the sole discretion of the board of directors.

Section C. Maintenance of Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees, and shall keep at its registered or principal office a record giving the names and addresses of the board members entitled to vote. All books and records of the Association may be inspected by any board member or his or her agent or attorney for any proper purpose at any reasonable time.

Section D. Audits. Upon request by a simple majority of the board of directors, the Treasurer shall have the financial records of the Association audited by an independent Certified Public Accountant (CPA), and shall report the results of such audit to the board at the end of the fiscal year.

Article IX. Exculpation of Directors

Section A. Acts of Director. No director shall be liable to anyone for any acts on behalf of the Association or any omissions with respect to the Association committed by such director, except for his or her own willful misconduct or intentional fraud.

Section B. Acts of Other Directors. No director shall be liable to anyone for any act of willful misconduct or intentional fraud on the part of any one or more of the other directors in the absence of specific knowledge on the part of such director of such willful misconduct or intentional fraud and failure to take reasonable measures to remedy insofar as possible.

Section C. Indemnification of Directors, Officers and Others. The Association shall indemnify any member of the board of directors or officer or former member of the board of directors or former officer, or any person who is serving or who has served at the request of the Association as a director or officer of another Association, whether such other Association be for profit or not for profit, in which the Association owns shares of capital stock or of which it is a creditor, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty with respect to the matter in which indemnity is sought. By order of the board of directors, the Association may, under comparable terms and limitations, indemnify employees and agents of the Association with respect to activities within the scope of their services.

Section D. Insurance. Nothing herein provided shall limit or otherwise affect the power of the Association to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of the Association or is or was serving at the request of the Association in any of such capacities with respect to another Association, against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the Association would have the power or would be required to indemnify him or her against such liability under the provisions of these bylaws or any applicable law. To the extent such insurance operates to protect any person against liability, the Association's obligation to indemnify shall be deemed satisfied.

Article X. Exculpation of Association

Section A. Legal relationship. Each member organization is an independent organization solely responsible for its own governance, operations, finances, facilities, events, coaches, volunteers, participants, and spectators. Membership in the Association shall not create any agency, partnership, joint venture, employment relationship, or other legal relationship between the Association and any member organization.

Section B. Acts of Member Organizations. The Association shall not be liable for any injury, death, loss, damage, claim, or expense arising out of the activities or omissions of any member organization or its directors, officers, coaches, volunteers, employees, agents, participants, or spectators.

Section C. Indemnification of the Association Each member organization agrees to

defend, indemnify, and hold harmless the Association and its directors, officers, employees, committee members, and volunteers from any claims, liabilities, damages, judgments, costs, and reasonable attorney fees arising from the member organization's activities or omissions, except to the extent such claims result from the gross negligence or willful misconduct of the Association.

Article XI. Waiver of Notice

Whenever any notice is required to be given to any director of the Association under provisions of the Articles of Incorporation, bylaws, or the Revised Iowa Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII. Amendment of Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by vote of a majority of all of the directors.

Article XIII. Adoption of Policies and Rules Governing Membership

The board of directors, in its sole discretion, may adopt policies and rules to govern the members of the Association, to best serve the interests of the Association and its members, and to protect the safety of all participants in Association-sponsored activities. Such policies and rules may include, but shall not be limited to those relating to player eligibility, player and coach conduct, field and equipment requirements, team responsibilities, the structure of games, playoff competition, and awards recognizing individuals, teams, and coaches.

Article XIV. Dissolution

The Association may be dissolved at any time by the written consent of not less than two-thirds of the board of directors. In the event of dissolution, all of the remaining assets and property of the Association shall, after necessary expenses thereof, be distributed to current member organizations of the Association, subject to the approval of the court of proper jurisdiction in the State of Iowa.