

BYLAWS FOR NORTHFIELD LACROSSE ASSOCIATION

September 1, 2010

MISSION STATEMENT:

The Northfield Lacrosse Association (NLA) is a not-for-profit organization whose objectives are to encourage, promote and foster the growth of lacrosse for the youth of Northfield and surrounding areas.

NLA seeks to provide youth with a positive character building experience by honoring and respecting the sport and traditions of lacrosse.

NLA will provide a quality lacrosse program that encourages sportsmanship, skill development and friendly competition.

WHEREAS, the Board of Directors of the Northfield Lacrosse Association have incorporated the Northfield Lacrosse Association (the "Association") for the purpose of administering funds coming into the custody of said Association exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), so that all donations to said Association shall be tax deductible to the donor as well as tax exempt to the Association.

NOW THEREFORE, the Board of Directors of the Northfield Lacrosse Association, in order to simplify and promote the orderly administration of the funds which are now in the custody of said Association or which may hereafter come into its custody, do hereby adopt these Bylaws.

ARTICLE I MEMBERSHIP

SECTION I. Eligibility

Any adult interested in promoting amateur youth lacrosse in Northfield and surrounding areas shall be eligible for membership in the Association. Membership shall lapse unless renewed annually.

SECTION II. Admission to Membership

Any adult may be admitted to membership upon payment of the annual dues to the Association. All parents or legal guardians who have children enrolled in the Association's programs are automatically members of the Association. Any adult by virtue of serving on the Board and/or a committee of the Association automatically becomes a member of the Association. The Board reserves the right to waive the annual dues for individuals, members of board and members of committee.

SECTION III. Prerogatives

All members shall enjoy the same rights and privileges. Each member shall be entitled to vote on all questions at the Annual Meeting of the Association. Each member is eligible to serve as an officer or board member of the Association.

SECTION IV. Classes of Members

There shall be no classes of members.

SECTION V. Dues

The Association reserves the right to charge annual dues as may be appropriate to offset costs of operation.

SECTION VI. Removal

Any member may be removed from the membership at any time by a two thirds majority vote of the membership present, in person, at an Annual Meeting or Special Meeting. The Secretary of the Association shall serve upon such member written notice of the removal and the reasons therefore at least thirty days before the Annual Meeting or Special Meeting. The member may within twenty-five days after such notice present to the Secretary a statement in opposition to the proposed action.

ARTICLE II MEETING OF MEMBERS

SECTION I. Annual Meetings

The annual meeting of the Board of Directors shall be held between October 1 and December 31, to be designated each year at a time and place determined by the Board. The purpose of the Annual Meeting shall be the election of the Board of Directors, presentation of an Annual Report by the President, and such other business as may come before the meeting.

SECTION II. Special Meetings

Special meetings of the members may be called by the President on motion and must be called by the President at the written request by a majority of the Board or one-fourth of the Association's members.

SECTION III. Notice of Meeting

Notice of the purpose, time and place of all Annual and Special Meetings shall be given by the Secretary to all members. Such notice shall be affected by publication in the Northfield News or such other publication of similar type and circulation as may be appropriate, not less than 10 days prior to the Annual Meeting and not less than five days prior to a Special Meeting.

SECTION IV. Quorum

For an Annual Meeting or Special Meeting a quorum shall consist of such members of the Association present, in person, and entitled to vote at such meetings.

SECTION V. Voting

Each member having the right to vote shall be entitled to one vote. Except as otherwise provided by law or these Bylaws, a majority of the votes cast by the members at a meeting duly called shall be sufficient to take or authorize action upon any matter which may be properly before the meeting. Voting shall be conducted in person. There shall be no proxies.

SECTION VI. Authority

Except where inconsistent with these Bylaws or the laws of the State of Minnesota, Robert's Rules of Order (latest edition) shall govern the conduct of the meetings of the Association.

ARTICLE III DIRECTORS

SECTION I. Composition

The Board of Directors of the Association (referred to in these Bylaws as the "Board") shall consist of at least three and not more than nine persons, elected by the membership at the Annual Meeting for two year terms. Initially an even number of the Board members shall have one year terms.

SECTION II. Powers

The Board shall be the governing body of the Association. The Board shall have all lawful powers necessary to carry out the purpose of, and to conduct the business of, the Association.

SECTION III. Vacancies

In the event an elected Director dies, resigns in writing, loses membership in the Association, becomes physically unable to carry on his/her duties, or is removed for cause, the Board shall by majority vote, select a successor to serve until the next Annual Meeting.

SECTION IV. Removal

A Director may be found physically unable to carry on his/her duties or be removed for cause in the manner and subject to the noted requirements established for removal of Officers in Article IV, Section VI. Vacancies.

SECTION V. Meetings

The Board shall meet at least four times annually. Board meetings must be called by the President or at the written request of a majority of the Board stating the reason and purpose thereof.

SECTION VI. Notice of Meetings

Notice of meetings shall be given to each member of the Board at least seven days prior to any meeting. Notice may be oral or written.

SECTION VII. Quorum

More than half of the elected Board shall constitute a quorum.

SECTION VIII. Board Action Without a Meeting

Except as otherwise provided in these Bylaws, all action of the Board shall be taken by majority vote of the Board present.

Any action that could be taken at a meeting of the Board shall be taken without a meeting when authorized in writing signed by all of the Directors. Votes may be cast through electronic mail or telecommunications when necessary, and then ratified in person at the next Board meeting.

SECTION IX. Financial Responsibilities

The Board is responsible for preparing an annual budget for the Association and has the authority to set dues, fees, and provide for fund raising to cover the costs of the program.

ARTICLE IV OFFICERS

SECTION I. Officers

The officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer, each of whom shall be appointed by the Board from among the Board for a term of one year or until their successors are elected and qualified.

SECTION II. President

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association and the Board. The President shall have responsibility for the activities of the Association and the powers and duties usually associated with the office of President and shall have such other powers and perform such duties as may be prescribed by the Bylaws. The President shall present a progress report of the year's activities at the Annual Meeting. The President shall be responsible for delegating the operational responsibilities of the Association among the Board and among such committees as the Board may appoint. Excepting the Association's initial year of operation, one term of board experience is required to be elected President.

SECTION III. Vice President

The Vice President shall assist the President in the performance of duties and shall assume such other duties as are assigned by the President and approved by the Board. In the absence of the President, the Vice President shall preside at meetings of the Association and of the Board. The Vice President shall conduct such correspondence as may be requested of him/her by the President of Board. The Vice President is charged with carrying out the Association's child protection – risk management responsibilities.

SECTION IV. Treasurer

The Treasurer shall receive all revenue of the Association, shall deposit the same in the name of the Association in a bank approved by the Board, and shall issue the receipts of the Association. The Treasurer shall disburse funds by check on order of the President or in such manner as the Board may authorize. The Treasurer shall keep regular and accurate accounts of all funds, shall at all times have the accounts open for inspection by the Board, and shall perform such other duties related to the financial management of the Association as are specified by the Board. The Treasurer shall report in writing at the Annual Meeting on the state of the Association's finances and shall submit such other financial reports at such time as the Board may require. The Treasurer is responsible for coordinating the filing of the annual tax return.

SECTION V. Secretary

The Secretary shall keep a complete and accurate record of the proceedings of all meetings of the Association and of the Board. The Secretary shall be custodian of all books and records of the Association except those specifically assigned to others. The Secretary shall, at the direction of the President, cause notices to be published of all meetings of the Association and give notice of the meetings of the Board. The Secretary shall conduct all correspondence as may be requested by the President or by the Board.

SECTION VI. Vacancies

A vacancy in any office may exist for the following reasons:

- Death
- Resignation in writing
- Loss of membership status
- Physical inability to perform the duties of office
- Removal from office for cause

The Board may, by a majority vote of all members of the Board, vacate any office for cause or whenever the Board shall determine that the incumbent is physically incapable of performing the duties of such office. The Officer affected shall be given written notice of any such proposed action of the Board together with a detailed statement of the reasons therefore at least thirty days before removal action by the Board. The Officer shall have the right to respond to such notice within twenty days after receipt of such notice. A vacancy in any office may be filled for the unexpired term by designation of the Board.

ARTICLE V INDEMNIFICATION

To the extent that a director, officer, or agent of the Association 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 Association (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 Association may provide indemnification in other circumstances to the extent permitted by Minnesota Statutes 2007 Chapter 317A.257 Nonprofit Corporations.

ARTICLE VI COMMITTEES

The Board shall designate such other committees and their membership as it determines necessary to achieve the purposes of the Association. There shall be one standing committee which shall be the Nominating Committee. Any member of the Association is eligible for a committee position.

SECTION I. Standing Committees

1. Nominating Committee

A Nominating Committee of three members of the Association, only one of whom is on the Board shall be appointed by the President for a term of one year. The Committee shall nominate one or more persons for each Board position to be filled and shall secure consent of each candidate to serve if elected.

SECTION II. Additional Committees

The Board may, by resolution adopted by a majority of the directors in office, establish additional committees. At least one member of the Board will sit on each additional committee that is formed.

SECTION III. Ad Hoc Committees

The Board may also establish such other committees as the Board may deem appropriate from time to time. Each committee shall consist of one or more directors of the Association.

ARTICLE VII ADVISORY BOARDS

An Advisory Board may be appointed by the President with the advice and approval of the Board. The Advisory Board need not be members of the Association. The Advisory Board shall have no administrative authority unless specifically directed.

ARTICLE VIII ADMINISTRATION

SECTION I. Compensation of Officers and Board

Officers and Board shall not receive any salary or other compensation for services in their capacity as Officers or Board. An Officer or Director may receive compensation for services in a capacity other than that of an Officer or Director provided such compensation is approved by the Board.

SECTION II. Appointments or Employees

The Board, bearing in mind the activities and the financial resources of the Association, may, whenever in its judgment such action is deemed desirable in order to promote achievement of the purpose of the Association as set forth in the Articles of Incorporation and the Bylaws, authorize the appointment or employment of persons to carry out designated duties for the Association on a compensated basis. The rate of compensation of such persons as well as the period of their appointment shall be determined by the Board. Such persons shall perform their duties under the direction of the President and the Board.

SECTION III. Acts of the Association

No Person shall act in the name of the Association except as authorized in these Bylaws or by the Board or the President. No person shall, without the approval of the President or the Board, send any letter, notice or written communication in the name of the Association to the members of the Association or to any other person or entity including any association, public body, or public official.

SECTION IV. Fiscal Year

The fiscal year of the Association shall commence the first day of January and end on the thirty-first day of December.

SECTION V. Grievances

Any member may submit a grievance in writing to the Board President. The member in the grievance may request a private meeting with the Board. The Board shall act upon such requests within 15 days of receipt of the grievance. Otherwise, the Board shall act upon the grievance at the next scheduled meeting of the Board.

ARTICLE IX ADMINISTRATION OF FUNDS

SECTION I. Distributions

The principal and income of all property received and accepted by the Northfield Lacrosse Association shall be administered in accordance with the provisions of these Bylaws. The Association may make payments or distribute funds from income or principal, and in the amount recommended by and approved by the membership of the Association for such charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), including making distributions to organizations that qualify as exempt organizations under said Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). All payments or distributions in excess of \$250.00 must also be approved by the Board of the Northfield Lacrosse Association.

SECTION II. Restrictions

No part of the net earnings of the Northfield Lacrosse Association shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Northfield Lacrosse Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. Notwithstanding any other provision of these Bylaws, the Northfield Lacrosse Association shall not carry on any other activities not permitted to be carried on:

- A. By a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.
- B. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

SECTION III. Contributions

The Association shall have the power to accept and receive any contributions for the carrying out of the purposes of this Association, which may be made by individual members of this Association, monies contributed by the membership, or by any other person, firm or corporation provided that all contributions shall be managed and disbursed by the Association in accordance with the vote of the membership. Should the gift be other than money, the Association shall have the right to hold same or to sell, lease, transfer or exchange all or any part of said donation according to the vote of the membership.

SECTION IV. Funds

All funds of the Northfield Lacrosse Association shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board 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 shall from time to time designate.

SECTION V. Reports

A full and complete report of the actions of the Association and the administration of the funds of the Northfield Lacrosse Association shall be made at each regular meeting of the membership of said Association.

ARTICLE X AMENDMENTS

These Bylaws may be amended by a majority vote of the members the Board.

ARTICLE XI MISCELLANEOUS

The Northfield Lacrosse Association will adhere to the guidelines of US Lacrosse under the umbrella of the Minnesota Chapter. Membership in US Lacrosse is required of all players and coaches.

Adopted by the first Board of Directors on 9/1, 2010

Signed by: 

Secretary: Todd Iverson