



St Paul Lacrosse Club
BY –LAWS
Established 2014

ARTICLE I Definitions

Section 1.1

The name of the Association shall be known as: St Paul Lacrosse Club. The association shall also do business as (*dba*): St Paul Lacrosse Association, or, (SPLAX).

Section 1.2

SPLAX is a 501(c)(3) non-profit organization. SPLAX EIN is 41-1991587.

Section 1.3

The official colors of the Association are Navy Blue, Columbia Blue, White, and Black.

Section 1.4

SPLAX is the official designation of the St Paul Lacrosse Association. The Board of Directors shall authorize the use of this name only.

Section 1.5

The Board of Directors is the governing body of SPLAX.

Section 1.6

The fiscal year for the SPLAX shall be from January 1st of the current year through December 31st of the current year.

ARTICLE II Purpose

Section 2.1

The purpose of SPLAX is to offer all boys and girls in St Paul at the youth through high school levels, the opportunity to learn play the sport of lacrosse in a safe, respectful, and fun environment. SPLAX strives to teach, develop, and improve lacrosse skills and encourage teamwork. SPLAX emphasizes sportsmanship, fair play and leadership on and off the field. All players receive equal playing time for equal participation. SPLAX is dedicated to building a community program that offers opportunities for all St. Paul youth to enjoy the sport.



ARTICLE III Location

Section 3.1

The official address of SPLAX on file with the IRS is:
1117 Goodrich Avenue
St Paul, MN 55105

The Board of Directors may determine to acquire and use a p.o. box for the purpose of future correspondence, tax-filings, marketing and fundraising activities as appropriate. The address of the p.o. box shall be incorporated into the Association's Operating Procedures manual.

ARTICLE IV Non-Profit

Section 4.1

SPLAX shall be non-profit. In the event that SPLAX ceases to be in operation, all excess funds will be turned over to the U.S. Lacrosse Association, YLM or another local non-profit lacrosse focused organization as determined by the Board of Directors at that time.

Section 4.2

SPLAX shall have no capital stock and shall not be conducted for pecuniary profit for the Association or any of its members.

Section 4.3

All moneys, donations or charitable contributions collected on behalf of SPLAX shall be subject to the approval of the Board of Directors for their specific use.

ARTICLE V Membership

Section 5.1

The membership of SPLAX shall consist of one class of Members, which shall include the following: (a) any member of a lacrosse team affiliated with the Association, provided that the player has paid his or her membership fee, if any; (b) any individual designated by the Association as a Team Coach or Assistant Coach; and (c) any individual who serves as a member of the Association's Board of Directors or any committee or advisory board so designated by the Association. Said membership entitles a person to vote at the Annual Meeting subject to ARTICLE IX, Section 9.1. The voting rights of any member who is less than 18 years of age at the time of a vote may be exercised by that member's parent or legal guardian.

Section 5.2

The term of membership shall be for one year (February 1st through January 31st), and SPLAX shall annually compile and hold in safe-keeping such general membership roster as is necessary to identify those members of the Association who are in good standing with the Association.



Section 5.3

Meetings of the Members shall be held annually on the second Monday of September of each year, or at such day and time as determined by the Board of Directors. Notice need not be given of the annual membership meeting referenced herein, unless the annual time and date is changed, in which case Members shall be given five (5) days prior written notice of the meeting, with the notice containing date, time and place of the meeting. In the event at least twenty (20) Members with voting rights demand a special meeting by written notice provided to an officer of the Association, within thirty (30) days after receipt of the demand, the Board of Directors shall cause a regular meeting of the Members to be called and held following written notice no later than ninety (90) days after receipt of the demand from the Members. The Secretary of the Association shall provide notice to the Members that nominations will be received for Directors to serve for the year following the annual meeting, with each Member permitted to submit names of Members to be nominated to serve on the Association's Board of Directors.

Section 5.4

Unless otherwise provided by law, or these Bylaws, a quorum for a meeting of the Members is the lesser of (a) fifteen members or (b) five percent (5%) of the Members entitled to vote at the meeting.

Section 5.5

Except where a larger portion or numbers required by law or these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

Section 5.6

All Members shall be entitled to one vote on any matter properly presented to the Members. In situations where more than one Member resides together in a family unit (which may consist of multiple households), only one vote shall be allowed for that family unit. Voting by proxy shall not be permitted, except in the case of a parent or guardian exercising the vote of a minor child or of a family unit as provided above.

Section 5.7

An action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by the number of Members required to take the same action at a meeting of the Members at which all Members were present. The written action is effective when it has been signed by all of those Members, unless a different effective time is provided in the written action.

Section 5.8: Termination - Membership shall terminate at the end of the stated term of membership. A Member shall not be expelled or suspended, and membership may not be terminated or suspended before the end of the stated term, other than for a non-payment of dues or fees (if any), except where the Member is given: (a) not less than fifteen (15) days prior written notice of the expulsion, suspension or termination, and the reason therefore; and (b) an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by a person authorized by the Board of Directors to rule upon the proposed expulsion, termination or suspension.



ARTICLE VI Board of Directors

Section 6.1

The governing body of SPLAX shall be the Board of Directors. The membership shall vote for the members of the Board of Directors at the annual meeting, through a vote to fill any officer vacancies. Only members of the Association, who are in good standing, according to Section 5.1, shall be eligible to serve on the Board of Directors. All Board members shall hold office for the term of two (2) years, unless otherwise noted. Any member of the Board who has been absent for three (3) consecutive meetings without a valid reason may, at the discretion of the Executive Committee, be removed from the Board of Directors

Section 6.2

The President, Past-President, Vice-President, Treasurer, Secretary, Boys Youth Director, Girls Youth Director and Two (2) Officers-at Large shall comprise the Board of Directors and serve as officers of the Association. Officers shall be elected by the membership at the Annual Meeting and shall hold office for the terms as follows: President- one-year term filled by outgoing Vice-President. If the current Vice-President is unable to fulfill this obligation, then the membership must vote in a new President for the term of one (1) fiscal year. Past President – one-year term filled by outgoing President. Vice-President - one year term filled by general membership election annually. Treasurer - two year term filled by general membership election on even years. Secretary - two year term filled by general membership election on odd years. Boys Coaching Coordinator – two-year term filled by general membership election on even years. Girls Coaching Coordinator – two-year term filled by general membership election on odd years. Officers at Large – two-year term filled by general membership election on alternate even/odd years. If necessary, one person may hold more than one office, but there shall not be less than five (5) separate persons holding some or all of the offices detailed herein. Current coaches may only hold the position of Boys Coaching Coordinator or the Girls Coaching Coordinator. Board members may not serve consecutive terms and will be required to be off the board one year before being elected to a new term. The Board may elect by means of a unanimous vote to waive the non-consecutive term requirement if seats would otherwise remain unfilled after an exhaustive search for suitable candidates has occurred. The Board may appoint Boys and Girls High School Representatives as ex-officio members. The High School Representatives would not have voting privileges. The Board may also appoint a Group of Advisors (ex-officio, 3-13 members total) to the Association. This Group shall be non-voting and meet with the Board of Directors in an advisory capacity only, on a semi-annual or quarterly basis.

Section 6.3

The Board of Directors shall determine the policies and activities of the Association, must approve the annual budget at the November Board meeting, approve monthly treasurer reports, meet with committees, have general management responsibilities for the Association and shall determine the official depository for the Association funds.

Section 6.4

A Director may resign at any time by giving written notice of the Director's resignation to the Association. The resignation is effective when received by the Association, unless a later date has been specified in the notice.



Section 6.5

A Director may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting; provided, however, that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that the removal of the Director is to be on the agenda for the meeting shall be given to each Director.

Section 6.6

Vacancies on the Board shall be filled by appointment made by the Board of Directors. In the event that the President shall not be able to complete his/her term, the Vice-President shall serve the remainder of that term and the following year. Any vacancy other than that of President shall be filled by a vote of the Board of Directors on an interim basis.

Section 6.7

The President and Board of Directors will call an Annual Meeting of the Members of the Association scheduled the second Monday in September, at such a place as designated by the Board of Directors. Notice of the meeting shall be published in the local newspaper(s) of general publication and the SPLAX website. The purpose of said meeting will be election of officers for the ensuing year, to vote on any changes to the by-laws, and for directors to present their annual reports.

Section 6.8

Meetings of the Board of Directors:

Regular meetings of the Board of Directors shall be held at least monthly (October, November, December, January, February, March, April, May, June, July, August, September) at date, time, at and place determined by the Board of Directors. Regular meetings may be held on a more frequent basis should the President and at least one other officer deem it necessary in order to perform the work required of the Board in a timely manner. Regular meetings may be rescheduled as necessary or cancelled (no more than three thus per year) if the President determines that there is no business or action required by the Board and approved by a majority poll of the Board of Directors. Meetings are open to all members of the Association in good standing. Each team may be represented at each regular meeting of the Board of Directors that occurs while the team is active with preseason practice to post season play. This need not be the team manager or the same person each month but can be any parent or guardian of any player on the team.

Section 6.9

Special meetings of the Board of Directors may be called at any time upon request of the President or any two Directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set a date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) days or more than thirty (30) days written notice of the time, place and purpose of the special meeting.

Section 6.10

At all meetings of the Board of Directors, a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of the Association's business. Except where otherwise required by law, the Association's Bylaws, the affirmative vote of a majority of the Directors present at the duly held meeting shall be sufficient for any action.



Section 6.11

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors required to take the same action at a meeting of the Board of Directors at which all Directors were present. The written action is effective when signed by the required number of Directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the Directors, all Directors shall be notified immediately of the written actions text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 6.12

Order of business for the Annual General Membership Meeting:

- A. Call to Order
- B. Reading and acceptance of the minutes of previous annual meeting.
- C. Treasurer's Report
- D. Director's Reports
- E. Old Business
- F. New Business.
- G. By-law amendments
- H. Election of Officers
- I. Adjournment

Robert's Rules of Order shall be the parliamentary authority for all meetings. The Board will follow a Dynamic Governance process by which proposals are delivered to the Board in advance of meetings when they are to be formally presented. All Board members are able and required to ask clarifying questions and profess an opinion on the proposal prior to voting.

Section 6.13

There shall be no compensation from the Association to or for members of the Board of Directors, save and except for expense reimbursements, unless otherwise approved by the Board of Directors and as subject to Section 4.2 herein. This provision shall not apply to any member of the Boys Youth Director or Girls Youth Director who also serves in the capacity of a coach or other vendor to the Association. Compensation of coaches and other vendors to the Association shall be determined by a vote of the Board of Directors.



Section 6.14

Currently, the following Board positions are eligible to vote on motions brought to the Board of Directors:

1. President
2. Past-President
3. Vice-President
4. Treasurer
5. Secretary
6. Boys Coaching Coordinator
7. Girls Coaching Coordinator
8. Officer-at-Large
9. Officer-at-Large

ARTICLE VII
Voting and Elections

Section 7.1

At the Annual Meeting of the general membership, each member of the Association is entitled to one (1) vote for each office then open, which office holder shall also serve on the Board of Directors, provided the general membership roster compiled each year and held by the Association shows each such member who desires to vote is in good standing with the Association. No absentee ballots will be accepted.

Section 7.2

The general membership affirmative vote of a simple majority of those present and entitled to vote, shall be required to carry any motion or resolution, except for amendments to the By-laws which will require a two-thirds majority vote of those present and eligible to vote.

Section 7.3

The President, during the Annual Meeting, shall appoint two (2) members of the Association to be judges of the election on the day of said election. At the close of balloting, the votes shall be counted and the results reported to the President, who shall announce these results to the membership. In the case of a tie in the number of votes cast, leaving the election undetermined of one or more persons as officers, a second ballot will be cast, etc., until a member is elected. Incoming officers will set a time and place for an organizational meeting to facilitate transition and transact any pending business.

Section 7.4

At the meeting of the Board of Directors or special meetings of the Board of Directors, each Board Member is entitled to one vote upon each subject properly submitted to a vote. Non-board members attending these meetings are not entitled to vote.



ARTICLE VIII

Officers

Section 8.1

President:

The President shall be the Chief Executive Officer for the Association. The President shall preside at all meetings of the Board of Directors and members. Among the President's other duties, the President shall have general supervision over the business activities of the club, and shall see that all orders, policies and resolutions of the Board of Directors are put into effect. The President shall be an ex-officio member of all standing committees. The President shall work with the Secretary to prepare an agenda for each regular meeting of the Board of Directors and Annual General Meeting. The President and/or the President's delegate shall represent the Association at all appropriate governing or affiliated association meetings; for example; YLM, MSSLax, MBSLA, MSHSLA. The President shall provide the association with periodic updates relative to association activities and give a written and/or oral report of what was accomplished during their term of office at the Annual Meeting and assume the position of Past President after one year.

Section 8.2

Past-President:

The President will assume the office of Past-President upon vote of new President at the Annual meeting. It shall be the duty of the Past President to support the President and Vice President and provide advice in transition to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association.

Section 8.3

Vice-President

It shall be the duty of the Vice-President to preside at all meetings in the absence of the President. In the event of the disability of the President, the Vice-President shall assume the duties of the President's office. He/she shall further perform any assignments given him/her by the President and/or the Board of Directors. He/she shall serve as the President-elect, assuming the office of President after the next Annual Meeting.

Section 8.4

Treasurer:

The treasurer shall have custody of all Association funds and shall keep books belonging to the Association with full and accurate accounts of all receipts and disbursements. He/she shall disburse funds of the Association as may be directed or authorized by the Board of Directors, taking proper vouchers for such disbursement, and account to the President and the Board of Directors whenever requested. He/she shall be able to account for all transactions as treasurer and for the financial condition of the Association. The treasurer shall be bonded for the amount of \$10,000.00. He/she is responsible for developing a preliminary budget of the Association, to be presented by the November Board meeting. All non budgeted requested expenditures in excess of \$100.00 must first be submitted to the Treasurer, which will be brought to the Executive Committee prior to submitting for approval of the Board of Directors. The preliminary annual budget shall be finalized and approved by the Board of



Directors by the November Board meeting. The final budget shall be finalized and approved by the Board of Directors by the February Board meeting in the following fiscal year and modified by Board vote as required at such time as seasonal operational costs are known.

Section 8.5

Secretary:

The secretary shall attend all meetings of the members and the Board of Directors, and shall preserve all records of the Association and true minutes of the proceedings of all such meetings. He/she shall give all notices as required by the by-laws or resolutions. He/she shall perform such other duties as may be delegated, and keep a complete list of all members of the Association, with addresses, telephone number, and e-mail addresses. The secretary shall work with the President to prepare and agenda for all regular meetings and the Annual General Meeting. The secretary also will be responsible for maintaining and updating the Policy and Procedures manual.

Section 8.6

Officers-at Large:

Each officer-at-Large shall serve in an advisory capacity and shall perform such duties as assigned by the Executive Committee. These positions may remain unfilled.

Section 8.7

Boys Coaching Coordinator:

The Boys Coaching Coordinator will be responsible for being the liaison to the YLM, MBSLA, MSHSL or other governing bodies as appropriate for St Paul Lacrosse Boys' Teams and will promote the boys' lacrosse program by developing clinics and other training for all youth male lacrosse players.

Section 8.8

Girls Coaching Coordinator:

The Girls Coaching Coordinator will be responsible for being the liaison to MSSLax or other governing bodies as appropriate for St Paul Lacrosse Girls' Teams and will promote the girls' lacrosse program by developing clinics and other training for all youth female lacrosse players.

Section 8.9

Any person holding more than one officer position described herein shall only be allowed to cast a single vote on any matters duly coming before the Board of Directors or such officers for a vote, and shall not be allowed to cast a vote for each officer position such person holds.



ARTICLE IX Committees

Section 9.1

Within 30 days after the annual elections, the Board of Directors will elect a three (3) member Nominating Committee. The Nominating Committee will include the immediate past President and two current board members. The Finance Committee will consist of the executive committee and be chaired by the Treasurer. The Board may appoint other committees, working groups or task forces as necessary to carry out the business of the organization.

Section 9.2

Standing committees will be designated in the operational policy documents. Two volunteers will manage each standing committee with nominations for one volunteer position each year. The volunteer in the second year of their term will serve as the chair of the committee. A board member will be designated to support each standing committee.

Section 9.3

Other Committees:

The President may, from time to time, appoint other committees for specific purposes subject to approval by the Board of Directors. Directors, as defined in Article VI Board of Directors are empowered to request that the Board create additional committees to help execute duties and aid in the decision making process. Each such additional committee must keep the Board of Directors informed regarding the general functions of any such committees so created. This should be done at a minimum by providing activity reports at the regular monthly Board of Director meetings.

ARTICLE X Fees

Section 10.1

The Board of Directors shall determine the annual registration fee of the Association. A preliminary determination is to be made no later than the regularly scheduled board meeting in November for the current fiscal year. The final annual registration fee shall be determined no later than February of the following year. If unusual circumstances arise prior to registration, the registration fee can be changed by a majority vote of the Board and communicated to all members.

Section 10.2

The registration fee for the members shall be payable no later than the first game of each season.

Section 10.3

Failure to pay the annual registration fee or team fees shall subject players to be restricted from participating or removed from the team roster unless special arrangements are made with the Executive Board.



Section 10.4

The Executive Committee has the authority to waive the annual registration (partially or in full) fee for what they determine to be valid hardship reasons. In the event of such a determination of hardship, the executive committee may require the member to participate in additional fundraising/volunteer activities.

Section 10.5

No members of the Association may extend credit of any kind, including Boosters and Concessions, without the authority of the Executive Committee.

ARTICLE XI
Policies

Section 11.1

Policies approved by the Board of Directors during the current fiscal year will be incorporated into the procedures manual per above. Policies passed by the general membership will be effective as passed and will be effective until rescinded by the general membership.

ARTICLE XII
Violations

Section 12.1

Failure to comply with the by-laws by any member of SPLAX shall be subject to review by the Executive Committee.

Section 12.2

If a member of the Board is up for review of a By-law violation and removed as a result thereof, the remaining Board of Directors shall choose his/her replacement by a majority vote.

ARTICLE 13.
Indemnification

Section 13.1

To the full extent permitted by the Minnesota Non-Profit Association Act, as amended from time-to-time, or other provision of law, each person who was or is a party is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by whomever brought, whether civil, criminal, administrative or investigative by reason of the fact that the party is or was a member, director or officer of the Association, or was serving at the request of the Board of Directors of the Association, shall be indemnified and defended (including attorney fees and costs) by the Association to the fullest extent permissible under the laws of the State of Minnesota. This indemnification shall inure to the benefit of the members, directors and officers, heirs, executors and administrators. The Association may purchase and maintain insurance on behalf of any member, officer or director against any liability inserted and incurred with respect to such positions.



ARTICLE 14.
IRC 501(C)(3) Exemption

Section 14.1

All purposes of the Association shall be confined and exercised so that the Association's operation shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code, as amended. No substantial part of the activities of the Association shall include lobbying or other attempts to influence legislation, and the Association shall not participate in any political campaign on behalf of or in opposition to any candidate for public office, except to the extent (if any) permitted by the Internal Revenue Code of 1986, as amended, and negotiations issued thereunder.

Section 14.2

No Member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer or director of the Association (or other private individual) shall be entitled to share in the distribution of corporate assets upon liquidation, distribution or winding up of the Association. No part of the net earnings of the Association shall be paid or distributed to the Association's members, directors, officers or trustees, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered on behalf of the Association and make payments and distributions in furtherance of the legitimate business purposes of the Association.

ARTICLE XV
SPLAX Documentation / Articles

Section 15.1

The undersigned, Marisa Patrin, Secretary of the St Paul Lacrosse Club (SPLAX) hereby certifies that the foregoing by-laws were adopted as the complete revised by-laws of the Association at a duly called meeting of the Board of Directors of said Association, on October 13, 2014, to become effective immediately.

Marisa Patrin
Secretary

Date