

**BYLAWS
OF
SHAKOPEE LACROSSE CLUB**

Approved by the voting membership on August 6th, 2015.

**ARTICLE I
VOTING MEMBERS**

Section 1. Voting membership. Voting members shall meet the qualifications set by resolution of the Board of Directors, and pay dues, if any, according to a schedule established by the Board. A list of the voting membership of this corporation shall be kept by the Secretary of the corporation pursuant to Article III, Section 4 of these By-laws.

Section 2. Voting rights. Each voting member has 1 (one) vote.

Section 3. Altering classes of members. The Board of Directors may establish additional, or restrict existing, classes of voting members, but no changes to existing voting members' rights shall be effected without such members' approval.

Section 4. Membership year and dues. The Board of Directors shall have the right to determine the dues or other payments to be made by the members of this corporation. The membership year for the members of this corporation shall be the same as the fiscal year of this corporation.

Section 5. Interest in property. The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation

Section 6. Resignation. Any member may resign their membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns membership shall not be entitled to a refund of any dues or other payments made to this corporation.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. Appointment or election. Except as otherwise provided herein, the Board of Directors of this corporation shall consist of natural persons in a number no less than three, and not to exceed 10. No Director can serve if a member of their family will be serving on the board as of the first day of the new board member's term. Directors shall be elected by the members.

Section 2. Number and method of appointment/election. Election of directors shall be accomplished, pursuant to Section 1 of this Article, at each annual meeting.

Section 3. Terms. Subject to the provisions of Sections 1 and 4 of this Article, and the remainder of this paragraph, each director of this corporation shall be appointed or elected to serve for a term two

years, unless a different term is designated at the time the director is elected. A director shall hold office for the term for which he or she was appointed or elected and until the end of the meeting at which her or his successor has been appointed or elected and until such successor has qualified, or until the director's prior death, resignation or removal. Directors shall be limited to three consecutive two year terms. At the time of his or her election, each director shall be assigned to Class A or Class B, and an effort shall be made to keep each class of directors of approximately equal size:

- a. Directors in Class A shall be comprised of those current board members whose terms expire in even years;
- b. Directors in Class B shall be comprised of the remaining members and have their term expire in odd years.

Any Director either assigned to a class that prevents them from serving a full term, or a Director elected to fill an unexpired term, shall not have the partial term counted against their term limits. These Directors shall be eligible for three additional two year terms.

Section 4. Removal and vacancies. Any director may at any time be removed with or without cause by the members. Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the voting members, if any, originally entitled to fill the seat by election, or by the individual(s) who appointed the director, for the unexpired term of such director.

Section 5. Interim board. Until the first annual meeting to be held after the adoption of these By-laws, the Board of Directors of this corporation shall be comprised of the natural persons enumerated in the attached Exhibit A, hereby incorporated by reference and made a part of these By-laws. A vacancy occurring because of the death, resignation or removal of a director on the interim board shall be filled by the remaining directors.

ARTICLE III MEETINGS OF THE MEMBERS

Section 1. Annual meeting. The annual meeting of the members shall be held at the principal office of the corporation, or at any other location, as designated in the notice thereof, during the month of July, at a date and time to be determined by the Board of Directors.

Section 2. Special meetings. Special meetings of the members of this corporation may be called at any time (a) by the President, (b) by the Board of Directors, (c) upon written request of ten percent, or fifty (whichever is less), of the voting members of this corporation. Anyone entitled to call a special meeting of the members may make a written request to the President to call the meeting, who shall thereafter give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the President fails to give notice of the meeting within thirty days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 3. Notice. Written notice of each meeting of the members, stating the time and place thereof, shall be mailed, postage prepaid, not less than five nor more than sixty days before the

meeting, excluding the day of the meeting, to each member of this corporation at the last known address of the member. Notice may also be given by facsimile communication, directed to a telephone number at which the member has consented to receive notice; by electronic mail, when directed to an email address at which the member has consented to receive notice; or by any other form of electronic communication by which the member has consented to receive notice, when directed to the member. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing or by attendance. Attendance by the member at a meeting is deemed a waiver by the member unless an objection is proffered by such individual to the transaction of business because the meeting is not lawfully called or convened, or an objection is made before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

Section 4. Members list for meeting. The Board of Directors shall fix a date not more than sixty days before the date of a meeting of the members as the date for determination of the members entitled to notice of the meeting; if the Board fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for the meeting, the Secretary shall prepare a list of the names (in alphabetical order) and addresses of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

Section 5. Voting, proxy voting and quorums. The presence of ten percent of the voting members shall constitute a quorum at any meeting thereof. If a quorum is not present, the members present and entitled to vote at any meeting may take no official action. If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment. A majority of the total number of votes held by the members present and entitled to vote at any meeting at which a quorum is present must be cast to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. No proxy voting shall be allowed.

Section 6. Written ballot. An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes Section 317A.447, or its successor.

Section 7. Unanimous Action Without a Meeting. An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the members entitled to vote on that action. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all of those members, unless a different effective time is provided in the written action. Any filing made with the Minnesota Secretary of State reflecting action taken without a meeting must state that the action was taken pursuant to Minnesota Statutes Section 317A.445, or its successor.

Section 8. Remote Communication for Meetings. Meetings of the members may be held solely by one or more means of remote communication, if notice of the meeting is given to every member entitled to vote as provided in Section 3 of this Article III, and if the number of voting members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation by a

member remotely constitutes presence at the meeting. If a meeting of members is held entirely remotely, the meeting must conform to the requirements of Minn.Stat. Section 317A.450, or its successor.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular meetings. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by resolution of the Board. After the time and place of such regular meetings have been so determined, no notice of such regular meetings need be given. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so.

Section 2. Special meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called by the President or at the written request of any director. The business transacted at all special meetings of directors shall be confined to the subject(s) stated in the notice and to matters germane thereto, unless all directors of the corporation are present at such meeting and consent to the transaction of other business.

Section 3. Notice of Meetings; Waiver of Notice. A director may call a board meeting by giving at least five days' notice to all directors of the date, time and place of the meeting. Notice given of a special meeting must state the purpose(s) of the proposed meeting. Notice of board meetings may also be given by facsimile communication, directed to a telephone number at which the member has consented to receive notice; by electronic mail, when directed to an email address at which the member has consented to receive notice; or by any other form of electronic communication by which the member has consented to receive notice, when directed to the member. A Director may waive notice of a meeting of the Board, and such waiver is effective whether given in writing, orally, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Section 4. Quorum. A majority of directors currently holding office is a quorum for the transaction of business, and 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, except where otherwise provided by statute or these By-laws. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 5. Meetings solely by means of "remote" communications and/or participation by "remote" communication. Any meeting among directors or a committee of the Board of Directors may be conducted solely by one or more means of remote communication (defined in the next sentence), if all so participate by such means, the same notice is given of the meeting as is required for those not undertaken by remote communications, and a quorum is present; for other meetings, any director or committee member may participate by conference telephone, or if the Board so authorizes, by other means of remote communication. Remote communications are those made via electronic communication, conference telephone, video conference, the Internet, or other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting by that means constitutes presence at the meeting.

Section 6. Written action (action without meeting). An action, other than an action requiring member approval, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. All directors must be notified immediately of the text of the written action and its effective date. A director who does not sign or consent to the written action is not liable for the action.

ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall consist of, at minimum, a President, a Vice President, Secretary and a Treasurer, all of whom shall be chosen by the Board of Directors.

Section 2. Method of selection. The Board elects officers at their first meeting subsequent to the annual seating of new Directors.

Section 3. Tenure of office and removal. The term of office of each of the offices of this corporation shall be for one year or until the election of successors. Any officer may be removed at any time prior to the expiration of his or her term by affirmative vote of a majority of the directors. Any vacancy occurring in an executive office shall be filled by the Board of Directors.

Section 4. President. The President shall have general active management of the business of the corporation; when present, preside at meetings of the board or of the corporation's nonvoting members, if any; see that orders and resolutions of the board are carried into effect; sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by this corporation's organizational documents or by the board to another officer or agent of the corporation; maintain records of and, when necessary, certify proceedings of the board; and perform other duties prescribed by the board.

Section 5. Vice President. The Vice President shall perform the duties of the President in case of the latter's absence or disability, as well as perform such other duties and exercise such other powers as may be from time to time imposed upon that position by resolution of the board.

Section 6. Secretary. The Secretary shall keep the corporation's records and minutes, fulfill the usual duties required by such office, and perform such other duties and exercise such other powers as may from time to time be imposed upon that position by resolution of the board.

Section 7. Treasurer. The Treasurer shall keep accurate financial records for the corporation; deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the board; endorse for deposit notes, checks and drafts received by the corporation as ordered by the board, making proper vouchers for the deposit; disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the board; and upon request, provide the President and the board an account of transactions by the Treasurer and of the financial condition of the corporation.

ARTICLE VI COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be Directors.

ARTICLE VII CONFLICT OF INTEREST/INDEMNIFICATION

Section 1. Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization, or (c) an organization in or of which the corporation's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.) The Board of Directors shall adopt a policy specifying procedures to be followed by the corporation to approve any transactions where a conflict exists. However, failure to comply with this Section shall not invalidate any contract or transaction to which this corporation is a party.

Section 2. Conflicts of interest: relevant definitions of relevant parties and interests. For purposes of the prior section, “immediate family” encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children’s spouses or children’s domestic-partners-in-fact, siblings, spouses or domestic-partners-in-fact of siblings, aunts, uncles, first cousins, step-parents and step-children. “Domestic-partner-in-fact” is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per Minnesota law, “material financial interest” encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but for purposes of the prior section “material financial interest” does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.

Section 3. Conflict of interest policy. The need for a conflict of interest policy that staff members, officers, and Directors shall adhere to is established by Section 1 of this Article. Such policy shall be established and annually reviewed by the Board of Directors. At a minimum, such policy shall

require the certification by all individuals who are subject to it that they have read the policy and agree to abide by it, and along with same, shall provide on at least an annual basis to the Secretary of this corporation a list of all organizations and individuals who comprise their “immediate family” or with whom they have a “material financial interest” as such terms are defined in the preceding Article’s Section 2, except that in the case of immediate family, a threshold of “materiality” for what comprises a “material financial interest” shall be set by the Board.

Section 4. Insurance. This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

Sections 5 thru 7 of this Article (concerning indemnification) are incorporated by reference from the separate attachment A to these By-laws.

ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal year. The fiscal year of the corporation shall be from January 1 to December 31.

Section 2. Amendment. The Bylaws shall only be amended by the voting members, in accordance with Article III.

Attachment A

Section 5. Indemnification: Coverage. To the full extent permitted by any applicable law, and subject to the procedural limitations noted in Section 7, following, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, against the expenditures enumerated in Section 6, herein, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee, or member of a committee of this corporation, or
- (b) a governor, director, officer, partner, trustee, employee or agent of another organization (including employee benefit plans), who while a director, officer, employee, or member of a committee of this corporation, is or was serving another organization at the request of this

corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve or involved such service to another organization.

Section 6. Indemnified expenditures. Indemnification is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- 6.1 has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;
- 6.2 acted in good faith;
- 6.3 received no improper personal benefit and section 317A.255 of Minnesota Statutes (2002), as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;
- 6.4 in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- 6.5 in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this corporation acting in such official capacity, reasonably believed that the conduct was in the best interests of this corporation, or in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this corporation who is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve or involved such service to another organization, reasonably believed that the conduct was not opposed to the best interests of this corporation.

Section 7. Indemnification: Eligibility, advances, and ancillary recovery. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

7.1 Determination of eligibility for indemnification payments or advances shall be made in accord with section 317A.521, subd. 6 of Minnesota Statutes (2002), as now enacted or hereinafter amended. In essence, same provides that whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of the relevant proceedings shall be made:

- 7.1.1 by the board by a majority of a quorum; directors who are at the time parties to the proceeding are not counted for determining a majority or the presence of a quorum;
- 7.1.2 if a quorum under 7.1.1 cannot be obtained, by a majority of a committee of the board, consisting solely of two or more directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full board including directors who are parties;
- 7.1.3 if a determination is not made under 7.1.1 or 7.1.2, by special legal counsel, selected either by a majority of the board or a committee by vote constituted under 7.1.1 or 7.1.2, respectively, or, if the requisite quorum of the full board cannot be obtained and the committee cannot be established, by a majority of the full board including directors who are parties;
- 7.1.4 if a determination is not made under 7.1.1-7.1.3 preceding, by the members with voting rights, other than members who are parties to the proceeding; or
- 7.5 if an adverse determination is made under 7.1.1-7.1.4 preceding, or 7.2 following, or if no determination is made within 60 days after the termination of a proceeding or after a request for an advance of expenses, by a court in this state, which may be the court in which the proceeding involving the person's liability took place, upon application of the person and notice the court requires.

7.2 With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a director, officer, or person having, directly or indirectly, the power to direct or cause the direction of the management or policies of the corporation, the determination whether indemnification of this person is required because the criteria in Section 5 of this Article has been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding under section 317A.521, subd. 3 of *Minnesota Statutes* (2002) may be made by an annually appointed committee of the board, having at least one member who is a director (said committee shall report at least annually to the board concerning its actions.)

7.3 Advances of expenses incurred which are payable under Section 5 of this Article shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by the corporation.