

**BYLAWS of
Mankato Area Lacrosse Association (MALA)
Aug 2022**

ARTICLE I - NAME AND PURPOSE

1.1 **Name:** The name of the organization shall be MANKATO AREA LACROSSE ASSOCIATION ("MALA"). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

1.2 **Purpose:** The Mankato Area Lacrosse Association is organized for charitable, religious, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue code or corresponding section of any future federal tax code. The primary purpose of this non-profit voluntary organization, hereinafter referred to as "MALA" or "the Association", is to promote, encourage, direct and/or operate the Lacrosse program for both girls and boys in the Mankato, MN school district and surrounding area. The Association shall also strive to teach players the fundamental skills and techniques that are needed to be successful to succeed on and off the field and to promote ideals of good sportsmanship through its coaches, parents and members of the MALA Board of Directors. It is the intent of the Association to introduce lacrosse to community members of all ages so that they may discover, learn, participate in, and enjoy lacrosse with the ultimate goal being to make the sport of lacrosse a positive and fun experience for the players, parents and coaches.

ARTICLE II - MEMBERSHIP

2.1 **Eligibility:** Any adult whose child is a member of a MALA lacrosse team or league, and/or any adult who is actively involved as a player or coach of a MALA lacrosse team or league, or a member of the MALA Board of Directors are eligible to be a member of the Association. Interested adults in the community (without a MALA player) may be nominated for a Board of Director position.

2.2 **Termination:** The Board of Directors shall, by a 2/3 vote, have the power and authority to expel from membership any person or persons whose activities are determined to be detrimental to or inconsistent with the Bylaws, Code of Conduct, and/or the basic principles of the Association.

ARTICLE III - BOARD OF DIRECTORS ("BOARD")

3.1 **Board Role, Size and Compensation:** The Board is responsible for the overall policy and direction of the Association. The Board shall have up to 15, but not fewer than 4 members and a minimum of two-thirds of the Board of Directors must reside in the Mankato School District. The Executive Officers shall consist of the President, Vice President, Secretary and Treasurer. All Board members shall serve two year terms and there are no limits to the number of consecutive terms any person may serve on the Board. The Board shall act solely in the interest of the Association and shall receive no compensation other than reimbursement for reasonable expenses. Such reimbursement requires approval from the Board and shall be disclosed in the financial statements of the Association. Additionally, the Association members, the Board of Directors and/or Officers of the MALA shall not be personally liable for any debt, liability or obligation of the Association.

3.2 **Powers:** Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of the MALA, the activities and affairs of the MALA shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may, from time to time, allow certain functions of the Board to be exercised by the executive committee whose acts must be ratified by the Board of Directors at the next Board meeting.

3.3 **General Duties:** It shall be the duty of the Board of Directors to perform any and all duties necessary to carry on the business of the MALA imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws and further to appoint and remove, employ, supervise, discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the MALA. Board members are responsible to provide a valid/functioning email address and regularly monitor their email. Timely responses are expected when requested.

3.4 **Meeting and Notice:** The Board of Directors shall meet at such times and places as necessary, preferably monthly, and/or at the request of the President at an agreed upon time and place. An official meeting of the Board of Directors requires that each member of the Board have written notice (when possible) of said meeting at least one week in advance. The President (or Vice President if the President is absent) shall preside over all Board meetings and will present an agenda prior to the start of each meeting. The Secretary shall take minutes of all Board meetings and publish them. The Board may enact by majority vote any policy, procedure, or practice not in violation of these Bylaws or the Operating Policies to regulate the affairs of the Association and may conduct business by conference call or e-mail. When motions are proposed via email, any counter proposals will null the existing proposal, and the motion must be resented in complete form for a new vote. A majority (quorum) vote by conference call or e-mail has the same effect as a majority vote in an in-person meeting, however, no business may take place unless at least three Board members, including but not limited to at least one Executive Officer, are present at said meeting, either in-person or by telephone conference call. A quorum is defined as 51% of filled board voting positions.

3.5 **Board Meeting Attendance:** Members of the Board of Directors are expected to be in attendance at all Board meetings whether it is a regular scheduled meeting or a meeting called by the President. If a Board member cannot attend a meeting, he/she must notify the President, the Vice President or the Secretary at least eight (8) hours before the meeting begins. Failure to notify the above officers and failure to attend meeting will be handled by the President as follows:

First Unexcused Absence - The member must submit in writing to the Board the reason for his/her absence and intentions on where he/she stands with serving as a Board member.

Second Unexcused Absence - The member must state his/her reason for the absence to the Board in person at the next scheduled Board meeting and request permission to remain on the Board.

Third Unexcused Absence - The member will be removed from his/her position on the Board with written notification of removal and all correspondence, material, receipts, financial data, equipment, monies due, etc. of the Association must be returned to a member of the Board of Directors within seven (7) days of receipt of written notification of removal.

3.6 **Board Elections:** The Board of Directors shall elect Directors to replace those whose terms will expire or for those who retire and/or resign before the terms for which they were elected expire. The President and Treasurer are elected in odd-numbered years and the positions of Vice President and Secretary are elected in even numbered years.

Elections shall take place during an annual meeting in September prior to the regular September meeting of the Board of Directors, called in accordance with the provisions of these Bylaws. Approximately sixty days prior to the first Sunday in September of each election year, the Secretary shall make known through the appropriate means of communication, including but not limited to e-mail communication, website posting and/or Board meeting minutes, that an election of the Board of Directors will take place at the annual meeting in September and that the Board will receive nominations for Directors which must be submitted in writing (or email) to the Secretary prior to the regular August meeting of the Board of Directors. A nominee must be a member in good standing not in legal dispute with the Association. Prior to the first Sunday in July, the Communications Chair (or Secretary) shall make known through the appropriate means of communication as referenced herein above the names of the nominees for election to the Board of Directors.

The names of all nominees shall be entered on a single ballot and submitted to the members of the Board of Directors and/or members of the Association present at the annual September voters meeting of the Board of Directors. There is no proxy and/or fractional voting and each member is entitled to one vote only. The nominees receiving the greatest number of votes shall be deemed to have been elected as the new members of the Board of Directors effective immediately upon conclusion of the election process and outgoing Board members will aid and support a smooth transition of duties following the election. The President will not vote on the election ballot. In the event of a tie, the President would cast the deciding vote. If the tie vote is for President and the current President is part of that tie, then a coin toss will decide the vote (unless one nominee decides to back out).

3.7 **Officers and Duties:** There shall be 4 Executive Officers of the Board of Directors, consisting of a President, Vice-President, Secretary and Treasurer the duties of which are as follows:

3.7.1 Duties of the President:

- Schedule and preside at all meetings of the Association
- See that all rules and regulations of the Association are executed
- Monitor Association deposits and payments
- Assure MALA is in compliance with non-profit and supervisory group regulations and requirements
- Coordinate all affairs with and between the Minnesota Lacrosse Association, US Lacrosse, MBSLA, MSLax, Homegrown Lacrosse, or any other leagues MALA is involved with
- General supervision of the Association and perform all duties that pertain to this office
- Serve as Treasurer in their absence

3.7.2 Duties of the Vice President:

- Assist the President in any manner necessary to operate the Association
- Act on behalf of the President at all meetings and Association events if the President is absent
- Succeed to the Presidency on the resignation, removal or death of the President until the next regular meeting of the Board of Directors at which time the Board decides to approve the title change from Vice-President or President. If the VP or board decision is a nay, then the election process will be started to fill the President position. Until the election is complete, the Vice President will act as President.

3.7.3 Duties of the Treasurer:

- Receive all funds and be responsible for all funds of the Association and credit the same to the account of the Association
- Pay all bills of the Association as defined in the approved Association budget or as approved by majority of the Board
- Keep accurate and truthful account of all moneys received, paid out, and held for the account of the Association
- File appropriate tax documents and issue 1099 forms when required
- Report at monthly Association meetings to the President and the Board
- Maintain financial archival records of the Association according to IRS standards

3.7.4 Duties of the Secretary:

- Keep a record of all minutes of meetings of the Association and of the Board and make minutes available of all meetings within ten (10) days of such meetings to the Board

- Oversee board activities related to communications, including but not limited to web content, email messaging, and related social media.
- Distribute copies of minutes and the agenda to each member to the Board prior to subsequent board meeting
- Ensure corporate records are maintained
- Assist other Board members with any task
- Supervise all elections, tabulate the vote and announce the results. The Secretary and the President shall validate the voting outcome

3.8 **General Board Member:** Board members are elected to their position on the Board of Directors for a two-year term, and are voting Board members. The Board may create committees as needed and all committee operations and activities shall be subject to the direction and control of the Board of Directors. The Board Committees shall meet as needed to complete assigned tasks or at the request of two or more Executive officers of the Association. No committee shall have the authority to create any indebtedness whatsoever, except on specific authority from the Association's Board of Directors. The following are the responsibility of the Board of Directors and the Committees to be formed from the current Board of directors.

3.8.1 General Operations

- Design and implement association wide curriculum that includes playing format for in-house and traveling teams
- Conduct ongoing assessment and evaluation of MALA program performance and recommend changes to the board as necessary
- Help Association create protocol and procedures for in-house and traveling teams
- Development of business plan for expansion of program/teams in coordination with Growth and Expansion Chair
- Coordinate with Coaching Chair and In-House Coordinators on technical program administration
- Develop training priorities for each age group and level
- Assist in design of Code of Conduct for players/coaches/and parents with Coaching and Grievance Chairs
- Lead Operations Committee and report to MALA board meetings monthly
- Lead Equipment Managers, Field Managers, and In-house Coordinators
- Lead tournament Coordinators
- Serve as Secretary in their absence

3.8.2 Scheduling:

- Schedules all Association games for in-house and traveling teams
- Works on field availability
- Schedules tournaments as needed and provides tournament recommendations
- Updates and maintains website schedules
- Works with Registration Chair to schedule registration events

3.8.3 Coaching Coordination:

- Assist with recruitment, retention and development of coaches and serve as primary contact for all coaching matters
- Develop & promote coaching expectations, guidance, mentoring, and ensuring positive coaching practices are applied
- Assure coaches are meeting MALA and league training requirements
- Maintain accurate records of MALA coaches and required training
- Lead required coaching pre-season meetings, and mid-season meetings as necessary
- Coordinate with Operations Chair and In-House Coordinators on technical program administration, training priorities for each group and level, and design of Coaches Code of Conduct
- Make recommendations to board for needed coaching resources, training, and pay scale

3.8.4 Communications:

- Responsible for official communications to membership in coordination with President, including emails, Facebook, and other social media
- Lead and assist webmaster, and assure website is maintained and updated
- Provide approval of all flyers and media communication (paper, radio, TV) prior to execution

3.8.5 Registrations

- Responsible for registration of youth at all levels
- Develop new registration forms as needed and work with Webmaster and Treasurer to coordinate on-line registration
- Schedule and supervise registration events working with Scheduling Chair and Treasurer

3.8.6 Grievance:

- Creates a process and assures implementation of conflict resolution between Association and parents/players/coaches
- Works with Operations Chair and Coaching Chair on Code of Conduct guide for players/coaches/parents

3.8.7 Fundraising:

- Develop and execute MALA's annual fundraising plan
- Secure financial support from individuals, foundations and businesses
- Develop and maintain ongoing relationships with donors
- Create and implement strategy for a sustained base of annual donors

3.8.8 Growth and Expansion:

- Responsible for creating community awareness of MALA in the Mankato area with forward thinking as to the expansion of lacrosse
- Provide leadership and vision in improvement and development of existing program to better meet needs of members and community
- Develop methods for player, coach, and volunteer recruitment and retention
- Works toward increasing number of lacrosse fields as well as future field improvements
- Facilitates media public relations articles for Association and individual teams in coordination with Communications chair
- Recruit and retain players

3.8.9 Equipment

- Keep accurate inventory of equipment and ensure teams have the necessary and safe equipment to play.
- Maintain vendor relationships and arrange for timely purchase of necessary equipment within the annual budget as approved by the board
- Distribute necessary equipment and uniforms to players, coaches, managers, and field manager and maintain a tracking list of where assets reside. Collect deposits or contracts when necessary
- Collect distributed equipment and uniforms at season end and re-inventory.
- Arrange for replacement equipment and uniforms as necessary
- Maintain and organize storage unit
- Attend Operations Committee and ADHOC Board meetings as requested

3.8.10 Field

- Monitor all fields to insure the fields are adequate for play and safe for use
- Manage field use to reduce the potential for damage or overuse
- Work with Vice-President to ensure the appropriate numbers of volunteers are available for spring field prep and fall field takedown, including painting and nets.
- Manage spring field preparation and direct volunteers assisting
- Work with equipment manager to assure there are enough field-related supplies to maintain effective practices and games
- Work with equipment and team managers to assure game equipment needed is available and at field (Cones, scoreboard, table, etc.)
- Maintain field sprayers and assure adequate paints supply available.
- Make recommendations to Operations Chair and Board regarding club needs on field maintenance and equipment
- Attend Operations Committee and Board meetings ADHOC as requested

3.10 **Vacancies:** When a vacancy on the Board exists the Secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to members of the Board with the regular Board meeting announcement and the vote shall occur at the next regular Board meeting.

3.11 **Resignation, Termination and Absences:** Resignation from the Board must be in writing (email) and received by the Secretary and/or any acting Executive Officer. A member of the Board may be removed for other reasons by a majority vote of the remaining Board of Directors.

ARTICLE IV – FINANCIAL MATTERS AND RESPONSIBILITIES

4.1 For accounting purposes, the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December. The financial records of the organization are public information and shall be made available to members of the Board, and the public (upon request).

4.2 The Treasurer shall prepare financial statements for all regular meetings of the Board of Directors and an annual summary of the previous year's spending. The Treasurer will file appropriate tax returns, and will issue 1099 forms when required. Whenever possible, the Treasurer will also have budget projections available for the upcoming season.

4.3 The Association will have the authority to collect annual dues, late fees, fines, or other specific fees from members.

4.4 All members are required to pay all dues and outstanding fees by the specified due dates in the Operating Policies or they may be placed on probation by the Board.

4.5 The Treasurer is authorized to make payments for Association expenses and debts as approved by the Board.

4.6 The Treasurer and President shall be authorized signers on all bank accounts. A dual signature is required for expenses over \$5,000.00.

4.7 An Audit Committee will be formed consisting of 2 Board of Directors (one of which shall be the President or Vice-President, excluding the Treasurer). The committee will be formed by a Board volunteer and affirmed with a vote by the full Board. Audit committee members will be formed at the December meeting with the audit completed and signed by the end of February. The signed report shall be turned in at the March meeting.

4.8 The Board, by majority vote, has the authority to make payments for Association expenses and debts not included in the budget or amounts in excess of the budget, so long as doing so will not place the Association in a financial deficit.

4.9 The Association is not permitted to borrow money, or to make expenditures that would place the Association in a financial deficit.

4.10 No member or Board member of the Association may incur any expense or debt in the name of the Association without specific approval or authorization from the Board of Directors (which may be granted retroactively). No individual, whether on the Board or not, may authorize any other party to incur a debt or expense.

4.11 The Association reserves the right to act as an intermediary to collect officials' fees from members and to make payments to officials on behalf of members. This shall not be construed as the Association employing officials, as all officials used will be independent contractors.

4.12 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, and other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V – BUDGETS

5.1 The Board of Directors shall submit a proposed annual budget to the Association at the regular September meeting, and approve the budget at the regular October meeting of the Board of Directors.

5.2 Expenditures must remain within the budget guidelines approved by the Board of Directors. Expenditures exceeding this must be approved by the Board of Directors, which will be based on the present overall financial position of the Association.

5.3 The Board of Directors and Association must approve all capital expenditures.

5.4 Any equipment and/or capital project purchases exceeding \$500 will require Board approval and, if requested by the Board, a minimum of two quotes for such equipment and/or capital project purchases shall be obtained.

5.5 Any purchase less than \$500 may be carried out by any Board member subject to their approved budget and authorization by the President or Vice President and Treasurer.

ARTICLE VI – CONFLICT OF INTEREST POLICY

6.1 What is a conflict of interest? A conflict of interest arises when a Board member, committee member and/or volunteer of MALA has a personal interest that conflicts with the interests of MALA or arise in situations where a Board/committee member and/or volunteer of MALA has divided loyalties (also known as a "duality of interest"). The former can result in situations that result in inappropriate financial gain to persons of authority in MALA which can lead to financial penalties and violations of IRS regulations. Similarly, situations

or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in MALA decision-making process. Both results are damaging to MALA and are to be avoided.

6.3 Disclosure of Conflicts. Board members, committee members and/or volunteers of MALA will promptly disclose and update any disclosures previously made to the acting President of MALA on a Conflict Disclosure Questionnaire form provided by the Association that requests them to identify their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members as well as other nonprofit organizations.

- In some cases the person with the conflict may be asked to recuse him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict.

ARTICLE VII – DISSOLUTION CLAUSE



7.1 Dissolution: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - AMENDMENTS

8.1 Amendments: These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors on 08/21/2022
by a two-thirds majority and voted on.

	8/21/2022
Secretary	Date
	8/21/22
President	Date

(Keep SIGNED copy of Bylaws in permanent files)