

By-Laws of Southern Indiana Select Lacrosse, Inc.

Article I. Identification

Section 1.01 Name

This organization will be known as Southern Indiana Select Lacrosse, Inc., an Indiana non-profit corporation (hereinafter referred to as "SISL"), located in Newburgh, Indiana, established under the Indiana Nonprofit Corporation Act of 1991.

Section 1.02 Mission

The mission of SISL is to engage as many kids as possible in competitive, travel lacrosse. SISL believes it is important to provide a program where participation is not contingent upon financial means, but rather on **DETERMINATION, COMMITMENT, and DEDICATION.**

Section 1.03 Purpose

The purpose of SISL is to promote interest in the sport of lacrosse among parents and youth in the Metropolitan Evansville Area. Furthermore, SISL will promote, supervise, sponsor and financially assist a disciplined and competitive program of lacrosse, and develop within its players the ideals of good sportsmanship, honesty, and respect for authority and others. SISL shall conduct its activities and programs in a manner consistent with the purposes of US Lacrosse.

Section 1.04 Nonprofit Purpose

SISL is organized exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any Member, Director, Officer, or other private person, except that SISL 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 section 1.03 above.

No substantial part of the activities of SISL shall be carrying on of propaganda or otherwise attempting to influence legislation, and SISL shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-Laws or the Articles of Incorporation, SISL shall not carry on any other activities not permitted to be carried on (a) by a corporation exempted from federal income tax under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any subsequent federal tax laws.

Article II. Membership

SISL membership will be open to any persons without regard to factors such as age, race, religion, disability, color, sex, national origin or other basis protected by law. A "Member" of SISL shall be any Lacrosse Coach, Parent of a Player, or Supporting Member, as those terms are defined in subsections i through iii below.

- (i) "Lacrosse Coaches" are those individuals who regularly provide leadership and training to SISL players on a continuous basis throughout the season.
- (ii) "Parents of Players" are those individuals with a child (whether natural born, adopted, legal guardian, or step-child) officially enrolled in the SISL lacrosse program who has contributed annual membership dues or program fees or has been granted scholarship.
- (iii) "Supporting Members" are non-parent or coaches who, because of time or financial commitments made to SISL, have been granted membership by the Board of Directors. Membership will be reviewed and approved by the Board on an annual basis prior to the Annual Membership Meeting.

Section 2.02 Voting Rights

All Members shall have the right to one (1) vote on matters regarding the election/removal of Directors, or any other voting matter required by Indiana statute or the Board of Directors. Except as otherwise provided by the Board of Directors, all Member voting shall occur during the Annual Membership Meeting. Members shall be entitled to vote in person or by proxy executed in writing.

Section 2.03 Annual Membership Meeting

The annual membership meeting shall be held in May of each year. The annual membership meeting shall be for the purpose of electing Directors and reviewing reports on the operation of SISL during the fiscal year. Notice of the time, place, and purpose of such meeting shall be given by publication, or by written or telephone message, to all Members not less than three (3) days preceding the date of said meeting.

Section 2.04 Member Probation and Termination

All Members must volunteer his/her time during events hosted and participated by SISL and/or participate in SISL fundraising activities (unless excused by the Board of Directors). Any Member that fails to meet said obligations shall be placed on membership probation, and the Board of Directors may (a) revoke his/her Member status, or (b) take any other action it deems just and appropriate, including but not limited to restricting said Member's voting rights or preventing said Member from running for a position on the Board of Directors.

Article III. Board of Directors

Section 3.01 Powers of the Board

All corporate powers shall be exercised by or under the authority of, and the business and affairs of SISL managed under the direction of a Board of Directors. Only the Board of Directors may authorize contracts and loans on the part of SISL. The Directors and each of them shall have no authority to bind SISL except when acting as a Board, or as a duly authorized committee thereof. The Board may employ such agents and servants as it may deem advisable or necessary.

Section 3.02 Number and Term

The Board of Directors (the "Board") shall be composed of four (4) elected Executive Officers and at least one (1) but not more than five (5) At-Large Directors appointed by means of a majority vote by the SISL Officers (collectively referred to as the "Directors"). The board shall be comprised of an odd number of Directors.

Executive Officers will hold two (2) year terms with two (2) officers being elected annually by the Members. Each Director shall hold office for the term for which he/she is elected and until his/her successor is elected and qualified. Starting with the first year post incorporation, President and Secretary shall be elected on odd years and Vice-President and Treasurer shall be elected on even years.

Section 3.03 Board Meetings

The Board of Directors shall at a minimum hold quarterly Board meetings, at a time and place determined by the Board of Directors. Any action that maybe taken by the Board at a quarterly or special meeting of the Board may be taken without a formal meeting by conference call or unanimous written consent executed by all Directors. For the purposes of these bylaws, written consent shall be defined as an electronic communication, including email and text, or letter. Special meetings of the Board may be called at any time by the President, or at the request of any Director.

Section 3.04 Voting and Quorum

All Directors shall have the right to one (1) vote. Directors shall be entitled to vote in person. A quorum of the board shall consist of a simple majority of the Board.

Section 3.05 Elections of the Board

Only Members may run for a position on the SISL Board of Directors (hereinafter "Member Candidate"). To become a Member Candidate, said Member must first submit his/her name to the Board no later than May 1st. All Member Candidates must then be elected by the general membership to become a Director.

Section 3.06 Removal or Resignation

Any director maybe removed, with or without cause, by a two-thirds (2/3) majority vote of the entire Board or Membership. A Director may resign at any time by filing his/her written resignation with the Secretary.

Section 3.07 Vacancies

Vacancies occurring in any position held by a Director shall be left vacant or filled by a majority vote of the remaining Directors. If filled, the Director selected will fill the term of the person he/she is replacing.

Section 3.08 Committees

The Board of Directors may establish committees. Each Committee of the Board (hereinafter "Committee") shall serve at the pleasure of the Board and be overseen by a Board member. (a) No Committee shall exercise any of the powers or authority vested by these by-laws in the Board of Directors as such, but may make recommendations to the Board concerning exercising of such powers and authority. (b) The establishment of any Committee and delegation thereto of power and authority shall not alone relieve any Director of fiduciary responsibility to SISL. (c) Each Committee shall keep regular minutes of its proceedings and report same to the Board at least quarterly. Each committee shall determine its dates, times and places of meeting.

Section 3.09 Conflicts of Interest

Whenever a Director has a financial or personal interest in any matter coming before the Board, the board shall ensure that:

- (i) The interest of such Director is fully disclosed to the Board of Directors.
- (ii) No interested Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.
- (iii) Any transaction in which a Director has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the organization.
- (iv) Payments to the interested Director shall be reasonable and shall not exceed fair market value.
- (v) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article IV. Officers and Directors

Section 4.01 Board Roles and Responsibilities

SISL Directors shall perform his/her duties as such in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position with respect to similar corporation organized under this article would use under similar circumstances.

Section 4.02 Executive Officers

The SISL Executive Officers shall consist of the President, Vice President, Secretary and Treasurer.

(a) President

The principal duties of the President shall include: (a) supervision of all SISL business affairs, (b) the enforcement of all the policies and procedures of SISL, (c) organizing and presiding over the SISL annual membership meeting, meetings of the Board of Directors, and all meetings as may be scheduled by the Board.

(b) Vice President

The principal duties of the Vice President shall include: (a) assisting the President in the performance of his/her duties, (b) serving in the absence of the President or any other Officer, (c) supervision over all SISL fund-raising activities, and (d) performing other duties as maybe assigned by the President of the Directors.

(c) Secretary

The principal duties of the Secretary shall include: (a) keeping the minutes of all Board meetings and the Annual Membership Meeting, (b) preparing any and all written communications of SISL, and (c) maintaining SISL membership lists and information on individual SISL players.

(d) Treasurer

The principal duties of the Treasurer shall include: (a) maintaining the financial records of SISL, (b) preparation and submittal of required state and federal tax filings, (b) ensuring prompt and efficient payment of all SISL bills and/or deposits, (c) providing current financial reports during each Board of Directors meeting, and (d) overseeing the lacrosse signup and validation process.

Section 4.03 At-Large Directors

The SISL At-Large Directors shall consist at a minimum of a Director of Coaching. Additional Directors can be added up to five (5) total at the direction of the Board. Duties for the Director of Coaching and other potential appointments are outlined below:

(a) Director of Coaching

The principal duties of the Director of Coaching shall include: (a) principle point of contact between the Board and Coaching staff, (b) selection of Coaches, establishment of coaching roles and responsibilities, and on-going review of performance and feedback as required, (c) establishment and enforcement of player code of conduct along with creation of any associated policies and procedures, (d) establishment of practice schedules and locations, and (e) identification and procurement of SISL training, practice, and tournament equipment.

(b) Director of Safety

The principal duties of the Director of Safety shall include: (a) identification and procurement of first aid supplies and medical equipment to support SISL activities, (b) establishment and communication of safety related standard operating procedures, and (c) administration of first aid as deemed appropriate when onsite at SISL activities.

(c) Director of Hospitality

The principal duties of the Director of Hospitality shall include: (a) identification and procurement, including coordination of donations, of food, beverage, and comfort supplies, for SISL activities, and (b) administration and onsite coordination for setup, teardown, and cleanup of all SISL hospitality areas.

(d) Director of Travel

The principal duties of the Director of Travel shall include: (a) identification and procurement of overnight accommodations to support SISL activities, including tournaments and showcase, and (b) preparation of communications to the Members concerning room blocks, team dinners, or other activities during SISL travel activities.

(e) Director of Communication

The principal duties of the Director of Communication shall include: (a) development and maintenance of the SISL website, (b) creation and implementation of social media strategy, and (c) assistance with development of marketing and promotional materials.

Article V. Fiscal Policies

Section 5.01 Fiscal year

The President, with the assistance of the other Officers, shall prepare and submit to the Board at its 4th Quarter meeting (generally held in November), a proposed budget for the following fiscal year. The fiscal year for SISL shall begin January 1 and end December 31. The budget shall set forth in detail the anticipated income and expenditures for the next fiscal year. The Board shall approve or amend such budget at its discretion.

Section 5.02 Annual Dues and Program Fees

The Board of Directors shall determine from time to time the amount of annual lacrosse dues and program fees. At minimum, all lacrosse players must be active members of US Lacrosse.

Section 5.03 Funds

The Board of Directors may create such regular and special funds for the operation of SISL as may be required. All funds shall be deposited in a financial institution located within the Evansville Metropolitan Area, subject to examination and/or withdrawal by such Officers or other persons as designated by the Board.

Section 5.04 Requisitions and Disbursements

The Board of Directors must authorize or approve all expenditures of funds. Board approval of budget expenditures shall constitute authority to the President, Vice President, and Direct of Coaching within budgetary limits. No obligation greater than \$250 (two hundred and fifty) against SISL shall be recognized unless a formal order or requisition has been issued for the same. Requisitions must be signed by the Treasurer or President.

Article VI. Dissolution

Upon the dissolution of SISL, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of SISL, dispose of all the assets of SISL exclusively or the purposes of SISL in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Warrick County Circuit Court, exclusively for such purposes as to such organization or organizations, as said Court shall determine are organized and operated exclusively for such purposes.

Article VII. Miscellaneous

Section 7.01 Corporate Book

Except as otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation of SISL or by these By-Laws, the books and records of SISL may be kept at such place or places, within or without the State of Indiana, as the Board may from time to time determine.

Section 7.02 Amendments

The power to make, alter, amend or repeal these By-Laws is vested in the Board of Directors, but the affirmative vote of a majority of the actual number of Directors elected and qualified at the time, shall be necessary to effect any alteration, amendment or repeal of these By-Laws; provided, however, that the affirmative vote of at least two-thirds (2/3) of the entire Board shall be required to amend, alter, change or repeal the provisions of Article VIII of these By-Laws. SISL must provide notice of any meeting of Directors at which an amendment is to be approved stating the purpose of the meeting is to consider a proposed amendment to the By-Laws and accompanied by a copy of summary of the amendment or stating the general nature of the amendment.

Article VIII. Liability and Indemnification

Section 8.01 Liability of Directors

No person shall be liable to SISL for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Director of SISL in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for SISL upon statements made or information furnished by the Directors of SISL which he/she had reasonable grounds to believe to be true.

Section 8.02 Indemnification of Directors

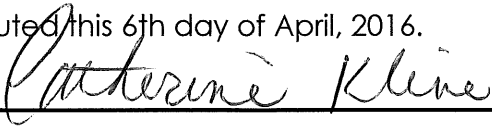
The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.


No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Executed this 6th day of April, 2016.

A handwritten signature in cursive script, reading "Catherine Kline", written over a horizontal line.

Catherine Kline, Secretary

Attest: A handwritten signature in cursive script, reading "Christine Barnhart", written over a horizontal line.

Christine Barnhart, President