

BYLAWS OF MIDLAND LACROSSE CLUB

ARTICLE I

OFFICES

1.01 Registered Office. The registered office of the corporation shall be located in the state of Michigan, at a location that shall be designated from time to time by the board of directors.

1.02 Other Offices. The corporation may also have offices at other places that the board of directors may from time to time appoint or that the business of the corporation may require.

ARTICLE II

DIRECTORS

2.01 Defined. "Directors" when used in relation to any power or duty requiring collective action means "board of directors."

2.02 Powers. The business and affairs of the corporation shall be managed by, and all corporate powers shall be exercised by, or under the authority of, the board of directors.

2.03 Number and Term of Directors.

- a. As determined from time to time by the then constituted board of directors, the board of directors may be reduced to not less than three (3) members and may be increased to not more than twelve (12) members. The initial board of directors shall consist of the number of directors designated by the incorporators. The minimum and maximum number of members of the board of directors may be changed by amendment to these bylaws.
- b. The initial members of the board of directors have been appointed by the incorporators and shall serve until the first annual meeting of the board of directors. Thereafter, each director, unless otherwise specified in these bylaws, shall hold office for a period of three (3) years, except that the members of the first board of directors shall be divided into three (3) classes with approximately one-third of the members to be selected to serve for a term of one (1) year, one-third of the members to be selected to serve for a term of two (2) years, and one-third of the members to be selected to serve for a term of three (3) years.

2.04 Resignation and Removal.

- a. A director may resign by giving written notice to the corporation at its registered office: The resignation shall be effective upon its receipt by the corporation or at a later date set forth in the notice of resignation.
- b. Vacancies created by the death or resignation of a director may be filled by the remaining members of the board of directors, and the person appointed to fill any vacancy shall serve until a successor is elected, at either the next annual meeting of the board of directors or at a special meeting called for that purpose, and qualified.
- c. Any director may be removed with cause by the remaining members of the board of directors.

- d. When any director or directors are removed, new directors may be elected at the same time by the remaining members of the board of directors to fill the unexpired terms of the director or directors removed.

2.05 Meetings of Directors. The meetings of the board of directors shall be held at the registered office of the corporation or at such other place or places within or without the State of Michigan, as may from time to time be determined by a majority of the directors. An annual meeting of the board of directors shall be held in January or February each year. Special meetings may be held at any time upon the call of the president, or by the secretary upon the request of not less than one-third of the directors then in office, and written notice of the meeting, stating the time, place and purpose of it, shall be (i) delivered personally, (ii) mailed by certified or registered mail, return receipt requested and postage prepaid, (iii) sent by nationally recognized overnight courier, with proof of delivery requested and charges prepaid, (iv) sent by facsimile transmission, with confirmation of receipt received, or (v) sent by email transmission, with confirmation of receipt received, at least 3 days before the date set for the meeting.

2.06 Quorum. A majority of the directors elected and qualified must be present in order to constitute a quorum for transacting any 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 of directors.

2.07 Action. Every act or decision of the board of directors shall be made by majority vote of the directors present at a duly held meeting at which a quorum is present.

2.08 Conduct of Meetings. At every meeting of the board of directors, the president of the corporation, or in his or her absence, a vice president of the corporation, shall preside. The secretary of the corporation shall act as secretary of the board. In the absence of the secretary, the chair of the meeting may appoint any person to act as secretary of the meeting.

2.09 Committees.

- a. The board of directors, by resolution adopted by unanimous vote of the directors actually elected and qualified, may designate one or more directors to constitute an executive committee, and may appoint any other committees from among the directors that it deems necessary. Each committee shall have and exercise the powers conferred or authorized by the resolution appointing it. A majority of each committee may determine its action and may fix the time and place of its meetings unless otherwise provided by the board of directors. The board of directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge each committee.
- b. Each committee shall keep a written record of its acts and proceedings and shall submit the record to the board of directors at the time requested by the board of directors.

2.10 Validation of Meeting Defectively Called or Noticed. The actions taken at any meeting of the board of directors, however called or noticed or wherever held, are as valid as if they had been taken at a duly called and noticed meeting if a quorum is present and if, either before or after the meeting, each of the directors not present signs a waiver of notice or a consent to hold the meeting. All such waivers or consents shall be made part of the minutes of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except when his or her attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.11 Action without a Meeting. Any action required by law to be taken at a meeting of the board of directors, or any other action that must be taken at a meeting of the board of directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors. Decisions of the board may also be made via email votes. Records of the electronic votes will be kept for future reference. The club secretary or president may initiate an electronic vote by sending an email to the board members stating clearly and concisely what the vote will decide. A minimum of 3 days must be allowed for discussion after the vote is initiated before votes can be cast (at which point the secretary or president will call for votes). Only votes sent by email to all of the board members will be counted. The vote will remain open until either the yes or no votes represent a majority of the board or until 7 days have passed since the call for votes. After 7 days, if neither yes nor no votes represent a majority of the board, then the vote is nullified.

2.12 Action Via Electronic Communication Equipment. Directors may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, provided that all participants in the meeting are advised of the use of such equipment and that the names of all participants in the conference call are disclosed to all of the participants. Participation in a meeting pursuant to this section shall constitute presence in person at a meeting of the board of directors.

2.13 Compensation. The directors of the corporation shall serve without compensation. The directors may be reimbursed for out-of-pocket expenses incurred for the benefit of the corporation, upon the approval of the Board of Directors.

ARTICLE III

OFFICERS

3.01 Number and Titles. The officers of the corporation shall be a president, a secretary, and a treasurer. The board of directors may also appoint one or more vice presidents and such officers and agents that it deems necessary, each of whom shall hold office for the period, authority and perform the duties to manage the corporation that may be provided in these bylaws or that may be determined by resolution of the board not inconsistent with these bylaws. The officers of the corporation may, but are not required to be, members of the Board of Directors of the corporation.

3.02 Election. The officers of the corporation shall be chosen annually by the board of and each shall hold his or her office until he or she resigns or is removed or otherwise disqualified to serve, or his or her successor is elected and qualified. One person may be elected to hold two or more offices. However, an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the articles of incorporation, or these bylaws to be executed, acknowledged, or verified by two or more officers.

3.03 Powers and Duties of Officers. The officers of the corporation shall respectively have such powers and perform such duties in the management of the property and affairs of the corporation, subject to the control of the board of directors, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the board of directors.

3.04 Removal and Resignation. Any officer or agent may be removed by the board of directors whenever, in the board's judgment, the best interests of the corporation will be served by it; provided, however, that the removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time, giving written notice to the board of directors, the president, or the secretary of the corporation. Any such resignation shall take effect at the date the notice is received or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

3.05 Vacancies. If the office of the president, secretary, or treasurer becomes vacant by reason of death, resignation, removal, or otherwise, the board of directors shall elect a successor who shall hold office for the unexpired term, and until his or her successor is elected.

3.06 Compensation. The officers of the corporation shall serve without compensation. The officers of the corporation may be reimbursed for out-of-pocket expenses incurred for the benefit of the corporation, upon the approval of the Board of Directors of the corporation.

ARTICLE IV

INDEMNIFICATION

4.01 Indemnity. The corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than in an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Determination of any action, suit or proceeding, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Any indemnification by the corporation, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination by the board of directors that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth above. Such determination and indemnification shall be made only if the corporation specifically authorizes the same or unless said indemnification is ordered by a court or otherwise required by law, and any director who may receive indemnification shall not participate in the discussion or vote on the determination.

4.02 Liability Insurance. The corporation may purchase and maintain sufficient policies of insurance to enable it to comply with section 4.01 of these bylaws. The club is covered by the by the General Liability

and Excess Liability policies of the USA Lacrosse Insurance Program. Every player and coach who participates in Midland Lacrosse Club activities must be a current USA Lacrosse member and their membership must be effective for the entire season.

4.03 Expense Advance. Expenses incurred by a director or officer of the corporation in a civil or criminal action, suit or proceeding for which indemnification is or may be claimed by such individual may be paid by the corporation in advance of a written disposition of the action, suit or proceeding on receipt of a written undertaking by or on behalf of the person involved to repay the expenses if it is ultimately determined that the person is not entitled to indemnification by the corporation. The board of directors, in its discretion, shall determine whether such an undertaking shall be required in a particular matter, and shall determine whether the undertaking shall be a secured or unsecured obligation of such person.

ARTICLE V

EXECUTION OF INSTRUMENTS

5.01 Authority for Execution of Instruments. The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers and any agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and the authority may be general or confined to specific instances. The president shall have authority to sign any contract or instrument on behalf of the corporation unless the board of directors by resolution specifically provides otherwise.

ARTICLE VI

FISCAL YEAR AND CORPORATE SEAL

6.01 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

6.02 Corporate Seal. The board of directors may adopt, use, and later alter, a corporate seal. However, use of a corporate seal or a facsimile of it shall not be required and shall not affect the validity of any instrument.

ARTICLE VII

CORPORATE RECORDS

7.01 Records. The corporation shall keep at its registered office, or at the office of its attorneys, a book of minutes of all meetings of the board of directors and books of account. The books of account shall cover the corporation's property and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares.

7.02 Inspection of Records by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation

and of its subsidiary corporations, domestic or foreign. The inspection by a director may be made in person or by the director's agent or attorney, and the right of inspection includes the right to make extracts.

ARTICLE VIII

AMENDMENTS

8.01 Amendments. These bylaws may be amended, added to, or repealed, or other new bylaws may be adopted in lieu thereof by vote of a majority of the members of the board of directors.

ARTICLE IX

INTERPRETATION

9.01 Interpretation. The invalidity or unenforceability of any provisions of these bylaws shall in no way affect the validity or enforceability of the remaining provisions of these bylaws.

CERTIFICATE

The foregoing bylaws, consisting of Articles I through IX, were adopted by vote of the Board of Directors on the ___day of _____, 2006, at which meeting a quorum was continuously present and acting.

President, Midland Lacrosse Club

Date: , 2007

Subsequent Modifications

Section 2.11 was amended by a majority vote of the board on August 22, 2019, to specify a procedure for making board decisions via voting by email.

Section 4.02 was amended by a majority vote of the board on November 7, 2022, to specify that all players and coaches who participate in club activities must be current members of USA Lacrosse.