

BYLAWS OF THE GEORGETOWN YOUTH LACROSSE, INC.

These Bylaws govern the affairs of Georgetown Youth Lacrosse, Inc. (the "Corporation"), a Texas nonprofit corporation.

Article 1. Offices

1.01 Principal Office. The Corporation's principal office in Texas will be located at the home of the presiding President of the Corporation. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors (the "Board") may determine. The Board may change the location of any office of the Corporation.

1.02 Registered Office and Registered Agent. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

Article 2. Eligible Participants

2.01 Eligible Participants. The Corporation will have one class of eligible participants. Persons who meet each of the following qualifications may be an eligible participant:

- A. the person must be at least twenty-one (21) years of age; and
- B. the person must be the parent or guardian of a Player on a lacrosse team within the Georgetown Youth Lacrosse; and
- C. the person must have paid all membership dues of the Corporation; and
- D. the person must not reside with another existing eligible participant—with the intent that there shall only be one eligible participant per household regardless of the number of Players that Member may have within his or her household.

2.02 Voting Rights. Each eligible participant is entitled to one vote on each matter submitted to a vote of the eligible participants.

2.03 Waiving Interest in Corporate Property. The Corporation owns all real and personal property, including all improvements located on the property, acquired by the Corporation. A Board Member has no interest in specific property of the Corporation. Each Board Member waives the right to require partition of all or part of the Corporation's property.

ARTICLE 3 Meetings of Members

3.01 Annual Meeting. The Board will hold at least two annual open meetings of Georgetown Youth Lacrosse.

3.02 Special Meetings. Special meetings of the Board of Directors or eligible participants may be called by the President, or the Board.

3.03 Place of Meeting. The Board may designate any place inside Texas as the place of meeting for any annual meeting or for any special meeting called by the Board.

3.04 Notice of Meetings. Written, digital or printed, notice and agenda of meeting will be provided to all eligible parents and board members at least 5 days in advance.

3.05 Eligibility to Vote at Open Meetings. All eligible participants are eligible to vote on any business before the two annual open meetings of Georgetown Youth Lacrosse.

3.06 Actions of Membership. Georgetown Youth Lacrosse will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting Members in good standing, present and entitled vote at a meeting is enough to constitute the act of Georgetown Youth Lacrosse. Voting will be by ballot or voice, except that any election of Directors will be by ballot if demanded by any eligible participant at the two annual open meetings of Georgetown Youth Lacrosse before the voting begins.

Article 4 Board of Directors

4.01 Management of Corporation. The Board will manage corporate affairs.

4.02 Number, Qualifications, and Tenure of Directors. The number of Directors will be no less than three (3). The Officers of the Corporation shall be Directors for the year, in which such person serves as an Officer of the Corporation, and shall elect and appoint such additional Directors from the eligible participants or coaches of the Corporation. Each Director will serve for a term of one (1) year.

4.03 Nominating Directors. The nominations of candidates for the Board of Directors shall be organized by the standing nominations committee of Georgetown Youth Lacrosse.

4.04 Electing Directors. A person who meets the qualifications for Director and who has been duly nominated may be elected as a Director. Directors will be elected by the vote of the eligible members of the Corporation. Each Director will hold office until a successor is elected and qualifies. A Director may be elected to succeed himself or herself as Director. Each eligible participant may cast a single vote for each position on the Board of Directors.

4.05 Vacancies. The Board may fill any vacancy in the Board and any Director position to be filled due to an increase in the number of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board, or if it is a sole remaining Director. A Director selected to fill a vacancy will be serve for the unexpired term of his or her predecessor in office.

4.06 Regular Meetings. The Board may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

4.07 Special Meetings. Special Board meetings may be called by, or at the request of, the President or any two Directors. The person or persons calling a special meeting will inform the Secretary of the Corporation of the information to be included in the notice of the meeting. The Secretary of the Corporation will give notice to the Directors as these Bylaws require.

4.08 Quorum. A majority of the number of Directors then in office constitutes a quorum for transacting business at any Board meeting. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting once without further notice.

4.09 Duties of Directors. Directors will discharge their duties, including any duties as committee Members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including Officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.10 Interested Directors. Contracts or transactions between Directors, Officers, or Members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director, Officer, or Member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose.

However, every Director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other Members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Directors or other group with the authority to authorize the transaction.

4.11 Actions of Board of Directors. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of Directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

4.12 Proxies. A Director may vote by proxy only after that proxy has received majority vote of seated board members.

4.13 Removing Directors. The Board may vote to remove a Director at any time, for good cause. A meeting to consider removing a Director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors or the Members of the Corporation. The notice of the meeting will state that the issue of possibly removing the Director will be on the agenda and the notice will state the proposed cause for removal. At the meeting, the Director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director. A Director may be removed by the affirmative vote of seventy-five (75%) percent of the Board of Directors.

Article 5 Officers

5.01 Officer Positions. The Corporation's Officers will include a President, 1st Vice President, 2nd Vice President, 3rd Vice President, 4th Vice President, a Boys Coach's Representative, a Girls Coach's Representative, Secretary, and a Treasurer. The Board may create additional Officer Positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may not hold more than one office on the Board of Directors.

5.02 Election and Term of Office. The Corporation's Officers will be elected annually by the Club Membership at the annual open meeting following the regular Spring season. If Officers are not or elected at this time, they will be appointed as soon thereafter as possible. Each Officer will hold office until a successor is duly selected and qualifies. An Officer may be elected to succeed him or herself in the same office.

5.03 Removal. Any Officer elected or appointed by the Board may be removed by a majority of the members of the Board only with good cause.

5.04 Vacancies. The Board may select a person to fill a vacancy in any office for the unexpired portion of the Officer's term.

5.05 President. The President is the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the Members and of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Corporation's behalf if this power is expressly delegated to another Officer or agent of the Corporation by the Board, these Bylaws, or statute. The President will perform other duties prescribed by the Board and all duties incident to the office of President. The President will have a tie breaking vote.

5.06 1st VP of Girls High School Program. Act as a liaison between the board and the team. Provide pertinent information to both team and board to help the board make informed decisions regarding the best interest of the team.

5.07 2nd VP of Boys High School Program. Act as a liaison between the board and the team. Provide pertinent information to both team and board to help the board make informed decisions regarding the best interest of the team.

5.08 3rd VP of Boys Youth Program. Act as a liaison between the board and the team. Provide pertinent information to both team and board to help the board make informed decisions regarding the best interest of the team.

5.09 4th VP of Girls Youth Program. Act as a liaison between the board and the team. Provide pertinent information to both team and board to help the board make informed decisions regarding the best interest of the team.

5.10 Secretary. The Secretary will: (a) give all notices as provided in the bylaws or as required by law; (b) take minutes of the meetings of the Members and the Board and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and seal; (d) affix the corporate seal to all documents as authorized; (e) keep a register of the mailing address of each Member, Director, Officer, and employee of the Corporation; (f) perform duties as assigned by the President or the Board; and (g) perform all duties incident to the office of Secretary.

5.11 Treasurer. The Treasurer will: (a) have charge and custody of--and be responsible for--all the Corporation's funds and securities; (b) receive and give receipts for moneys due and payable to the Corporation from any source; (c) deposit all moneys in the Corporation's name in banks, trust companies, or other depositaries as these Bylaws provide or as the Board or President directs; (d) write checks and disburse funds to discharge the Corporation's obligations as provided by the Board of Directors; (e) maintain the Corporation's financial books and records; (f) prepare financial reports at

least annually; (g) perform other duties as assigned by the President or the Board; and (h) perform all of the duties incident to the office of Treasurer.

5.13 Boys Coaches Representative. Act as a liaison between the board and the coaching staff. Provide pertinent information to both teams and board to help the board make informed decisions regarding the best interest of the teams and the coaching staff.

5.14 Girls Coaches Representative. Act as a liaison between the board and the coaching staff. Provide pertinent information to both teams and board to help the board make informed decisions regarding the best interest of the teams and the coaching staff.

ARTICLE 6 Committees

6.01 Establishing Committees.

A. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing Members of a committee. A committee will include two or more Members. The Board may also delegate to the President its power to appoint and remove Members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee. Establishing a committee or delegating authority to it will not relieve the Board, or any individual Director, of any responsibility imposed by these Bylaws or otherwise imposed by law.

B. No committee has the authority of the Board to:

1. Amend the Corporation's Articles of Incorporation;
2. Adopt a plan of merger or of consolidation with another Corporation;
3. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets;
4. Authorize voluntary dissolution of the Corporation;
5. Revoke proceedings for voluntary dissolution of the Corporation;
6. Adopt a plan for distributing the Corporation's assets;
7. Amend, alter, or repeal these Bylaws;
8. Elect, appoint, or remove a Member of a committee or a Director or Officer of the Corporation;
9. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined by these Bylaws; or
10. Take any action outside the scope of authority delegated to it by the Board.

6.02 Term of Office. Each committee Member will continue to serve on the committee at the pleasure of the Board of Directors and until a successor is appointed. However, a committee Member's term may terminate earlier if the committee is terminated or if the Member dies, ceases to qualify, resigns, or is removed as a Member. A vacancy on a

committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee Member's term.

6.03 Chair and Vice-Chair. One member of each committee will be designated as the committee Chair, and another member of each committee will be designated as the Vice-Chair. The Chair and Vice-Chair will be appointed by the President. The Chair will call and preside at all meetings of the committee. When the Chair is absent, cannot act, or refuses to act, the Vice-Chair will perform the Chair's duties. When a Vice-Chair acts for the Chair, the Vice-Chair has all the powers of--and is subject to all the restrictions on--the Chair.

6.04 Notice of Meetings. Written notice of a committee meeting is not required.

6.05 Quorum. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the Chair may adjourn and reconvene the meeting once without further notice.

6.06 Actions of Committees. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

6.07 Rules. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE 7 Transactions of Corporation

7.01 Insurance. The board should be cover by Bond insurance and liability insurance.

7.02 Contracts. The Board may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

7.03 Deposits. All the Corporation's funds will be deposited to the credit of the

Corporation in banks, trust companies, or other depositaries that the Board selects.

7.04 Gifts. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

7.05 Potential Conflicts of Interest. The Corporation may not make any loan to a Director or Officer of the Corporation. A Member, Director, Officer, or committee member of the Corporation may lend money to—and otherwise transact business with—the Corporation except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from—or otherwise transact business with—a Member, Director, Officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from--or otherwise transact business with Member, Director, Officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

7.06 Prohibited Acts. As long as the Corporation exists, and except with the Board's prior approval, no Member, Director, Officer, or committee member of the Corporation may:

- a. Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- b. Do any act with the intention of harming the Corporation or any of its operations.
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- d. Receive an improper personal benefit from the operation of the Corporation.
- e. Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- f. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- g. Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- h. Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 8 Books and Records

8.01 Fiscal Year The fiscal year of this club will be August 1st – July 31st

8.02 Required Books and Records. The Corporation will keep correct and complete books and records of account. The books and records include:

- a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- b. A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- c. Minutes of the proceedings of the Members, Board, and committees having any of the authority of the Board.
- d. A list of the names and addresses of the Members, Directors, Officers, and any committee members of the Corporation.
- e. A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- f. A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.
- g. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- h. The Corporation's federal, state, and local tax information or income tax returns for each of the Corporation's three most recent tax years.

ARTICLE 9 Dissolution Clause

9.01 In case of the dissolution of the Georgetown Youth Lacrosse Inc. , the executive board shall, after settling all outstanding accounts and disposing of all equipment, assign all of the funds to an agreed upon program.

ARTICLE 10 Non Discriminatory Disclosure

10.01 Georgetown Youth Lacrosse is committed to providing an environment that is free from discrimination in opportunity because of race, color, creed, national origin, ancestry, disability, gender, sexual orientation, or age.

ARTICLE 11 Amending Bylaws

11.01 These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Membership. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

Dated: _____, 2015.	_____
	Name, Director Title
Dated: _____, 2015.	_____
	Name, Director Title
Dated: _____, 2015.	_____
	Name, Director Title
Dated: _____, 2015.	_____
	Name, Director Title
Dated: _____, 2015.	_____
	Name, Director Title
Dated: _____, 2015.	_____
	Name, Director Title

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Corporation and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted on the _____ day of _____, 2015, at a meeting of the Board of Directors.

Name, Secretary