

## BYLAWS OF

## MONTANA HIGH SCHOOL LACROSSE ASSOCIATION

Mission Statement: to organize, develop, and promote high school lacrosse in Montana, and to honor the game by instilling the values of scholastic achievement, sportsmanship, and individual development.

### Article 1: Name of organization

- A. The name of this organization shall be the Montana High School Lacrosse Association (“Association”)

### Article II: Purpose and objective

- A. The purpose and objective of the Association is to support the Mission Statement.
- B. To promote these goals, the Association will work cooperatively with:
  - a. The Montana Chapter of US Lacrosse
  - b. The boys’ and girls middle school/youth lacrosse organizations in Montana
  - c. Montana Lacrosse Official’s Association
  - d. US Lacrosse
- C. Nonprofit Status and Exempt Activities Limitation.
  - a. Nonprofit Legal Status. The Corporation is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
  - b. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, or other private person, except that the Corporation 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 Articles of Incorporation and these Bylaws.
  - c. Distribution Upon 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 federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court 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 III: General Membership

- A. The General Membership shall consist of high school programs who are General Members of the Association .
  - a. General Members are those programs having been admitted into the Association and not currently on probation, suspension, or provisional status.
  - b. Failure of a General Member to abide by these By-laws and the policies adopted by the Board of Directors shall subject that Member to disciplinary action up to and including suspension and/or expulsion as decided by the Board of Directors.
  - c. Any General Member subject to disciplinary action shall have the right to appeal that decision to the Board for reconsideration and to the General Membership as provided for in these By-laws.
    - i. General Members shall furnish information relevant to any investigation of a possible violation of a MHSLA By-law, policy, or directive when requested to do so by the Board of Directors. Failure to cooperate in this investigation shall subject a General Member to disciplinary action.
- B. General Members must be its own 501(c)(3) non-profit organization not incorporated with any youth programs or teams.
  - a. General Members 501(c)(3) must be governed by a unique board of directors wholly separate from the board of directors governing another lacrosse organization.
    - i. A unique board is defined as a board with two thirds of its board members not affiliated with any other lacrosse organization.
- C. General Membership Meetings:
  - a. All Members of the Association shall attend 3 (Three) General Membership Meetings:
    - i. Spring: Friday of the High School State tournament- scheduling and general business. This meeting must be attended by a coach, board president, or other adult designated by the Member program to represent that Member at the meeting.
    - ii. Fall: first or Second Saturday in November – scheduling and general business. This meeting must be attended by a coach, board president, or other adult designated by the Member program to represent that Member at the meeting.
    - iii. Winter: Second or Third Saturday morning in January - pre-season coaches' meeting. This meeting must be attended by the varsity head or assistant coach(es) for each Member program unless prior approval is granted by the Board for an assistant coach to attend in place of the varsity head coach. This approval will only be granted by good cause, as determined by the Board.
  - b. Special Meetings may be called for by a majority of the Board or when demanded by a majority of the General Membership.
  - c. Failure of a General Member to attend the fall General Membership Meeting shall place that program on probation for the next two Membership meetings.
    - i. Probation shall not bar a program's team(s) from league (and championship) participation.
    - ii. Failure to attend the next General Membership Meeting shall suspend the program) from membership, and the team(s) shall be barred from league competition for one lacrosse season. After the suspension is served, programs

- may re-apply for membership.
- iii. General Members on probation or suspension lose all voting rights except for the selection of players to all-state, all-league, all-conference, or other player honors or recognition as may be designated by the MHSLA in the future.
- iv. Programs may appeal their probation or suspension to the Board of Directors for reconsideration and to the General Membership as provided for in these By-laws.
- d. Failure of the required varsity head or assistant coach(es) to attend the mandatory winter General Membership Meeting (unless excused pursuant to III.B.a.ii. above) shall result in sanctions being taken against that coach or coaches and/or the Member Program up to and including suspension (for all or parts of the season) from the league for the coach(es) and/or the Program as determined by the Board. Such actions by the Board may be appealed to the General Membership as provided for in these By-laws.
- D. General Membership Meetings shall be presided over by the President or Vice President of the Board of Directors.
- E. "Robert's Rules of Order – Newly Revised" shall govern all matters of procedure not covered in these By-Laws.
- F. Voting by proxy is not allowed.
- G. Voting shall be by secret written ballot only. Each General Member not disqualified from voting pursuant to Article III.B.c above shall have one vote.
  - a. The Executive Secretary shall collect and tabulate the votes.
    - i. If no Executive Secretary is present than a member of the Board of Directors agreed upon by a 51% majority of the General Membership may collect and tabulate the votes.
  - b. The Board President or Vice President shall confirm the tabulation and announce the results.
  - c. The ballots shall be retained by the Executive Secretary for 30 days or longer if directed by the majority of the Board.
  - d. The ballots shall not identify the voter.
- H. New General members are Provisional Members of the Association for at least their first year.
  - a. New programs may apply for Provisional Membership prior to the fall membership meeting only.
  - b. Criteria for Provisional General Membership shall include:
    - i. agreement to abide by Association By-laws;
    - ii. a home field for hosting games;
    - iii. a coach meeting qualifications established by the Board of Directors;
    - iv. Must set up its own 501(c)(3) non-profit organization with the explicit purpose of serving the high school program. No youth teams or programs shall be associated with this Organization;
    - v. sufficient organizational support to convince the Board or a provisional general membership committee that the new Program will be viable for the ensuing season; and such other criteria as required by the Board of Directors.
  - c. A program's team(s) not meeting Provisional Membership criteria may still schedule sub-varsity games.
  - d. Provisional Members have no voting rights on matters affecting the Association. They

can vote for all-state and other awards specific to the players.

- e. After one year, the Board shall determine if General Membership status is warranted.
- I. General Membership meetings must be attended by a representative as outlined above in person.

#### Article IV: Association Governance

- A. The affairs, property, and operation of the Association shall be governed and managed by an elected Board of Directors as limited by these Bylaws.
  - a. Such operations could include, but not be limited to:
    - i. The establishment of annual league dues;
    - ii. Classification of individual programs;
    - iii. Admission and creation of new teams;
    - iv. Player eligibility and team assignment;
    - v. Team roster requirements;
    - vi. Coaching qualifications;
    - vii. Discipline for players, coaches, teams;
    - viii. Field/equipment/uniform requirements;
    - ix. Game rules modifications/officiating;
    - x. Playoff scheduling/hosting/qualification issues;
    - xi. Recording of Statistics;
    - xii. All-State selections and other awards; and
    - xiii. Scheduling of games, tournaments, and other events.
- C. All amendments to these By-laws and any change to the current classification structure for post season championships are to be made by the General Membership as outlined in section E below.
- D. Once adopted by the General Membership, these Bylaws can only be amended by the General Membership.
  - a. Amendments to the By-laws or classification structure for post season championships must be presented in writing, by e-mail, or other acceptable form of electronic communication to the General Membership at least 20 days prior to any regularly scheduled General Membership Meeting.
  - b. Amendments to the By-laws or classification structure for post season championships shall require a two-thirds vote of the General Membership for passage at a General Membership Meeting.
- E. Any policy or decision enacted by the Board may be overturned by a two-thirds vote of the General Membership at either a General Membership Meeting or a Special Membership Meeting.

- a. Any motion to overturn such a policy or decision must be endorsed by a minimum of one-third of the General Membership and be presented in writing, by e-mail, or by other acceptable form of electronic communication to the Board at least 20 days prior to any regularly scheduled General Membership Meeting. It is the responsibility of the moving party to obtain the required one-third endorsement.
    - i. Any motion to overturn shall include a brief statement in support of the motion and be submitted to the Board Secretary at the time the motion is filed.
    - ii. The Secretary will forward the motion and supporting statement to the General Membership in writing, by e-mail, or by other acceptable form of electronic communication at least 10 days before the General Membership Meeting.
    - iii. The Board may, but is not required to, submit a brief statement in support of the policy or decision subject to the motion to overturn.
  - b. If the policy subject to overturn was enacted less than 20 days before any regularly scheduled General Membership Meeting, the time deadline for presenting a written motion is reduced to 10 days and the Secretary shall forward the motion and supporting statement to the General Membership at least 7 days before the General Membership Meeting.
- G. The Board of Directors shall consist of no less than 5 members and not to exceed 18 members:
- a. There are two types of Directors: Principal and At-Large. The number of Directors of the corporation shall be no less than five (5) and no more than eighteen (18). The maximum number of At-Large Directors is limited to two (2). Each Director will have one (1) vote. General Members, as defined in Article III, above, will designate a Director to represent them at all regular board meetings and at the General Membership meetings in writing to the Executive Secretary at the Fall General Membership Meeting.
  - b. The notice shall be in the form of Board Minutes approving to their Director.
  - c. The General Member may submit to the Board Secretary a proxy naming an alternate authorized to vote on behalf of the General member if its designated Director is unable to attend a meeting. Such designation shall be made seven (7) days in advance of such meeting. At-Large Directors will be voted on at the Fall General Membership meeting and serve a three-year term. At-Large Directors cannot utilize a proxy. Each Director shall hold office until the expiration of their term or until removed in accordance with Article IV.G.d. If an At Large Director's term expires, the Director shall continue to serve until the members have elected and qualified a successor or until there is a decrease in the number of Directors.
  - d. A Director may be removed, with or without cause, if two-thirds (2/3) of the Directors then in office vote at a duly constituted meeting for the removal. Removal is effective only if it occurs at a meeting called for that purpose pursuant to the Montana Nonprofit Corporation Act.
  - e. A Director may not attend board meetings nor vote if their General Member is on probation or has outstanding financial balances owed to the league or the Lacrosse Officials Association.
    - a. A General Member will be considered on probation upon the board being notified by the Executive Secretary of a rule violation.
  - f. An at-large director vacancy may be replaced by the Directors then in office for the remainder of the vacated term. If a vacancy results from an increase in the number of

At-Large Directors, the Directors then in Office may appoint a new director for a term of three years.

- g. A General Member director vacancy will be filled by General Member Organization in good standing and communicated to the Board of Directors at the earliest convenience.
- H. Board members shall serve two year terms with new appointments held at each fall meeting of the association.
  - a. Delegate appointments will offset by one (1) year with each conference being divided between the two years.
    - i. Odd Year appointments: Whitefish, Sentinel, Last Change Lacrosse, Butte, Yellowstone Valley Lacrosse, Bozeman, Jackson
    - ii. Even Year appointments: Glacier, Big Sky Hellgate, Great Falls, Billings High School Lacrosse, Rimrock Lacrosse, Cody, Black Hills
- I. Past President will serve a one year term in an advisory role and will not have a vote nor take up a seat on the Board of Directors.
- J. The Board of Directors shall meet monthly or as deemed necessary by either the President of the Board or a majority of the Board. Meetings may be conducted in-person, by phone, via e-mail correspondence, or by other acceptable form of electronic communication.
  - a. Board meetings, when conducted in-person, shall be at a location which permits attendance by telephone conference call.
  - b. "Robert's Rules of Order – Newly Revised" shall govern all matters of procedure not covered in these By-Laws.
  - c. No business may take place unless a quorum of two-thirds of the Board members is present, either in person, by telephone conference call, or has taken part in the discussion via e-mail, or by other acceptable form of electronic communication when the meeting is conducted by such means.
    - a. The total number of Directors needed to form a quorum will be reduced by the number of General Members on probation.
  - d. The Board may enact by majority vote any policy, procedure, or practice not in violation of these Bylaws to regulate the affairs of the Association.
  - e. Language on expelling a board member for cause pertaining to specifically values, ethics, conduct, or if convicted of a crime. Include in language some form of due process clause.
  - f. Failure of a Board member to attend 2 consecutive unexcused Board meetings shall allow the Board to expel that Board member by majority vote or to take lesser action.
    - i. The position of an expelled Board member shall be filled by a new appointed director of the General Member with and a majority approval vote by current directors or special election called for by the President within 30 days of expulsion for At-large Directors. Special elections may be conducted by e-mail or by other acceptable form of electronic communication, at the discretion of the Board.
    - ii. The Board member expelled may not serve on the Board for a minimum of three (3) years..
- K. Board Subcommittees
  - a. The Board is authorized to create subcommittees to establish policy positions and/or recommendations on various topics for Board action and/or General Membership action.

- b. These subcommittees may, but are not required, to be headed by Board members.
- L. Board Executive Committee
  - a. At the first Board meeting following the fall General Membership meeting, the outgoing President shall preside over the meeting and the Board shall elect by majority vote one Board member to act as President, Vice President, Secretary, or Treasurer of the Board who will take office after the completion of the meeting.
  - b. The Board of Directors shall elect Officers of the Corporation for a term that the Board determines. If the Board does not specify a term, the Officers shall hold office for two years or, within that year, until they resign, die or are removed in a manner provided in Article IV.G.b. The Board can remove the officer at any time prior to the termination of the officer's designated term.
  - c. Executive Committee Directors will be elected in alternating years. One year the President and Treasurer shall be elected to a 2-year term. The next year the Secretary and Vice-President shall be elected to a 2-year term. This is in order to ensure a smooth transition.
- M. President of the Board
  - a. The President of the Board shall preside over Membership meetings and Board meetings as limited by these By-laws and the policies approved by the Board of Directors.
  - b. The Board may remove the Board President by majority vote and immediately elect another Board member to serve out the remainder of the term.
- N. Vice President of the Board
  - a. The vice president shall preside at meetings of the Directors in the absence of the president.
  - b. The vice president shall have and may exercise such other duties and powers as may be designated by the Directors.
  - c. The vice president shall have and may exercise all of the powers and duties of the president during the absence of the president or in the event of the inability of the president to act, except as otherwise determined by the Directors.
- O. Treasurer of the Board
  - a. The Treasurer of this corporation shall keep and maintain, or cause to be kept and maintained, full and accurate books and records of accounts of this corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily including in financial statements.
  - b. The Treasurer shall send, or cause to be sent, to the Directors of this corporation such financial statements and reports as are required to be sent by law, by these Bylaws or by the Board.
  - c. The Treasurer shall:
    - i. deposit, or cause to be deposited, this Association's funds and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the Board;
    - ii. disburse, or cause to be disbursed, the funds of this association as may be ordered by the Board, taking proper vouchers for such disbursements;
    - iii. participate in the development of the annual budget and in the monitoring of actual financial performance in relation to the budget.
- P. Board Executive Secretary
  - a. The Board is authorized to appoint an Executive Secretary to assist the Board and Board President in conducting the business of the Board and Association.

- b. The Executive Secretary is a non-voting position who will not take a board position and is charged with all duties of secretary and treasurer.
- i. All association checks require two signatures and the Executive Secretary and Board President are authorized signers on the Association account.
  - ii. Full accounting of all receipts and expenditures shall be presented in writing to all General Members at the fall General Membership Meeting and more frequently as required by the Board or as called for by a majority of the General Members.
- c. The Executive Secretary shall issue minutes of all General and Special Membership Meetings and all Board meetings within 45 days of such meetings to the General Membership.
- d. The Executive Secretary shall supervise all elections and tabulate the vote pursuant to III.B.F. Article V: Vacancies
  - A. Vacancies on the Board due to death, resignation, or removal shall be filled within 30 days by special election of the Association for At-Large members or by the General Member who has the vacancy.
  - B. Such special elections can be by e-mail or as otherwise authorized by the Board. Article VI: Compensation:
    - A. All Board members of the Association shall serve without compensation, except they will be allowed reimbursement of expenses incurred in the performance of their regular duties.
    - B. Such reimbursement requires approval from the Board of Directors and shall be disclosed in the financial statements of the association.
    - C. The Executive Secretary shall be compensated at a rate approved by the Board annually. D. The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, or member of a workgroup with Board-delegated powers.

#### Article VII: Fiscal year

- A. For accounting purposes, the fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty first (31st) day of December

#### Article VIII: Financial Responsibility

- A. No member or officer 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. Article IX: Non-liability

- A. The President, Vice President, Executive Secretary, Board of Directors, and Representatives of the Association all serve as volunteers and shall not be personally liable for the debts, liabilities, or other obligations of the Association.

#### Article X: Definitions

- A. Association: the Montana High School Lacrosse Association.
- B. Board Executive Secretary: That person appointed by the Board of Directors to assist the Board and serve as secretary.
- C. Board of Directors: those people elected by the General Membership to govern and manage the affairs, property, and operation of the Association.

- D. General Membership: Those programs admitted to the Association not on probation, suspension, or provisional status.
- E. General Membership Meetings: regularly scheduled spring, fall, and winter meetings of the General Membership.
- F. President of the Board: that individual elected by the Board of Directors.
- G. Probation: non-voting Program status arising from failure to attend one General Membership meeting or for violation of a By-law or written Board policy. A program's teams on probation may still compete in their division.
- H. Provisional Membership: non-voting status for first year programs meeting criteria for Provisional Membership to the Association.
- I. Regional Board Member: those people elected by their respective regions to represent the General Members of that region.
- J. Special Membership Meetings: additional membership meetings called for by a majority vote of the Board of Directors or the General Membership.
- K. Suspension: non-voting program status arising from failure to attend two consecutive General Membership meetings or for violation of a By-law or written Board policy. A suspended Program's teams may not compete for a championship and thus do not qualify for the playoffs.

Current General Members:

Glacier

Whitefish

Big Sky

Sentinel

Hellgate

Last Chance Lacrosse

Great Falls

Butte

Billings High School Lacrosse

Yellowstone Valley Lacrosse

Rimrock Lacrosse

Bozeman

Cody

Jackson Hole