

BYLAWS OF THE LEXINGTON YOUTH LACROSSE ASSOCIATION

ARTICLE I – NAME

The name shall be “Lexington Youth Lacrosse Association, Inc.”, known hereinafter as “LYLA.”

ARTICLE II—REGISTERED OFFICE

The registered office of LYLA shall be c/o Terry Justice, 1008 Balsam Drive, Lexington, KY 40504.

ARTICLE III—FISCAL YEAR

The fiscal year of LYLA shall begin on the first day of January in each year.

ARTICLE IV - JURISDICTION

LYLA is the governing body of youth lacrosse programs in Central Kentucky. LYLA is empowered to organize leagues and competitions in various age categories. LYLA is empowered to organize, train and schedule officials for all of its league competitions. LYLA is empowered to collect and disburse dues, sponsorship funds and any other moneys to conduct LYLA business. LYLA is empowered to develop fields and other lacrosse facilities.

ARTICLE V – PURPOSE

Section 1.

The purpose of this organization is to promote and coordinate participation in lacrosse in Central Kentucky.

Section 2.

LYLA is non-profit, and administration will be governed by the Board of Directors of LYLA.

ARTICLE VI - MEMBERSHIP

Members of LYLA shall be those residents of Central Kentucky who are members of US Lacrosse and who pay dues to LYLA.

ARTICLE VII– MEETINGS OF LYLA

Section 1.

An annual meeting of LYLA will be held on the third week of January. Meetings will start at approximately 6:00 p.m. unless otherwise specified. The annual meeting shall be convened for the purpose of reporting LYLA’s fiscal position and electing Board Members to fill vacancies for expired terms. Other business may be conducted upon motion of the President. Special meetings of LYLA may be called by the President.

Section 2.

Official business shall be conducted in the presence of a simple majority of the Board of Directors. A quorum for voting purposes shall consist of a simple majority of the Directors in attendance.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1.

Powers. The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of LYLA. All powers of LYLA are hereby granted to and vested in the Board of Directors.

Section 2.

Qualification and Selection. The Board of Directors shall consist of the Executive Committee of LYLA, the head coach of each team, and one parent representative from each team.

Section 3.

Vacancies.

(a) The Board of Directors may declare vacant the office of a director if such director is declared of unsound mind by an order of court, or convicted of a felony, or for any other proper cause as determined by the Board of Directors, or if within 60 days after notice of selection, the director does not accept such office either in writing or by attending a meeting of the Board of Directors.

(b) Any vacancy or vacancies in the Board of Directors because of death, resignation, removal in any manner, disqualification, or any other cause, may be filled by a majority of the remaining members of the Board of Directors though less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 4.

Place of Meeting. Meetings of the Board of Directors may be held at such place as the Board of Directors may from time to time appoint, or as may be designated in the notice of the meeting.

Section 5.

Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors, but no less frequently than every other month. At such meetings, the Directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws.

Section 6.

Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the president or by two or more of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least 24 hours (in the case of notice by telephone) or 48 hours (in the case of written notice) or five days (in the case of notice by mail) before the time at which the meeting is to be held. E-mail shall be regarded as written notice. Every such notice shall state the time and place of the meeting.

Section 7.

Quorum, Manner of Acting, and Adjournment. Five members of the Executive Committee shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the directors may be taken without a meeting, by regular mail or electronic mail, if approved by a majority of the Executive Committee.

Section 8.

Executive and Other Committees.

(a) The Board of Directors shall establish the following committees:

(1) Executive, and

(2) Finance.

The Board of Directors may also establish such other committees as the Board of Directors may deem appropriate from time to time. Such committees may include, without limitation, membership, communications, fund raising, events and operations. Each committee shall consist of two or more directors of LYLA and as many non-director members as may be required to meet its responsibilities.

(b) The Executive Committee shall consist of the president, vice president, treasurer, secretary, immediate past president, an at-large Board Member representing the women's teams, an at-large Board Member representing the men's teams, and a Board Member representing the officials. The Executive Committee shall have and exercise all of the powers and authority of the Board of Directors in the management of the business and affairs of LYLA, except that the Executive Committee shall not have any power or authority as to the following:

(1) The filling of vacancies in the Board of Directors or disqualification of such directors as specified in Article VIII, Section 4.

(2) The adoption, amendment or repeal of the bylaws.

(3) The amendment or repeal of any resolution of the Board.

(c) The Board of Directors shall have a Nominating Committee which shall be formed in advance of each election of the Officers and the other members of the Executive Committee. The Board of Directors shall, by resolution adopted by a majority of the directors in office, designate at least three directors to serve on such committee.

(d) The term of non-officer members of the Executive Committee shall be the same as that specified for Officers in Article IX, Section 2.

(d) No committee of the Board of Directors, other than the Executive Committee, shall, pursuant to resolution of the Board of Directors or otherwise, exercise any of the powers or authority vested by these bylaws or the Nonprofit Corporation Law of 1988 in the Board of Directors as such, but any other committee of the Board of Directors may make recommendations to the Board of Directors or Executive Committee concerning the exercise of such powers and authority.

(e) The establishment of any committee of the Board of Directors and the delegation thereto of power and authority shall not alone relieve any director of the fiduciary duty of such director to LYLA.

(f) A majority of the directors in office designated to a committee shall be present at each meeting to constitute a quorum for the transaction of business, and the acts of a majority of the directors in office designated to a committee shall be the acts of the committee.

Section 9.

Interested Directors or Officers; Quorum. No contract or transaction between LYLA and one or more of its directors or officers, or between LYLA and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

(1) The material facts as to such relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even

though the disinterested directors are less than a quorum; or

(2) The contract or transaction is fair as to LYLA as of the time it is authorized, approved or ratified by the Board of Directors.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in this section.

ARTICLE IX--OFFICERS

Section 1.

Number, Qualifications and Designation.

(a) The officers of LYLA shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be designated by the Board of Directors. Any number of offices may be held by the same person. Only directors of LYLA shall be eligible to serve as officers. (I do not think we need a chairman in addition to a president.)

(b) In lieu of the standards of conduct otherwise provided by law, officers of LYLA shall be subject to the same standards of conduct, including standards of care and loyalty and rights of justifiable reliance, as shall at the time be applicable to directors of LYLA. An officer of LYLA shall not be personally liable, as such, to LYLA for monetary damages for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of his or her office under the articles of incorporation, these bylaws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of an officer pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

Section 2.

Election and Term of Office. The officers of LYLA shall be elected every other year by the Board of Directors, and each such officer shall hold office until the second annual organization meeting of directors following such election and until a successor shall have been elected and qualified, or until death, resignation, or removal. Voting will be done by secret ballot by members present.

Section 3.

Removal. Any officer, committee, employee or other agent of LYLA may be removed, either for or without cause, by the Board of Directors or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of LYLA will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 4.

Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 5.

General Powers. All officers of LYLA, as between themselves and LYLA, shall have such authority and perform such duties in the management of LYLA as may be determined by resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in resolutions or orders of the Board of Directors, as may be provided in these bylaws.

Section 6.

The President. The president shall be the chief executive officer of LYLA and shall have general supervision over the activities and operations of LYLA, subject, however, to the control of the

Board of Directors and the chairman. The president shall sign, execute, and acknowledge, in the name of LYLA, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, to some other officer or agent of LYLA; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the Board of Directors. The president will vote only in the event of a tie.

Section 7.

The Vice President. The vice president shall perform the duties of the president in the absence of the president and such other duties as may from time to time be assigned to him or her by the Board of Directors or the president.

Section 8.

The Secretary. The secretary shall record all the votes of the directors and the minutes of the meetings of LYLA, the Board of Directors and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by LYLA as required by law; shall be the custodian of the seal of LYLA and see that it is affixed to all documents to be executed on behalf of LYLA under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the Board of Directors or the president.

Section 9.

The Treasurer. The treasurer shall serve under the president. The treasurer shall be responsible for the liquid assets of LYLA, organize funds, collect all moneys due the organization and deposit same into LYLA bank account(s). The treasurer shall be responsible for disbursements, provide the membership with a monthly report of LYLA's financial condition, and provide the membership with an annual review of all expenses and income. Any disbursement of \$500 or less may be signed by the treasurer alone. All disbursements greater than \$500 must have two (2) signatures: one of the Treasurer, or person acting as treasurer in the treasurer's absence, and the other of any other member of the Executive Committee.

Section 10.

Immediate Past President – This position will serve as counsel to the officers and perform other duties as determined by the Board of Directors.

ARTICLE X

Indemnification of Directors, Officers and Other Authorized Representatives

Indemnification of Directors, Officers, etc. To the extent that a director, officer, or agent of LYLA has been successful on the merits or otherwise in defense of any action, suit or proceeding in which such person was a party as the result of servicing as a director, officer or agent of LYLA (or in defense of any claim, issue or matter therein), such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith. In addition LYLA may provide indemnification in other circumstances to the extent permitted by applicable law.

ARTICLE XI – OPERATING BUDGET

Section 1.

The Executive Committee shall review the previous year's financial results and approve the proposed budget at the January meeting of the Board of Directors.

ARTICLE XII

Miscellaneous

Section 1.

Chapter Affiliation. LYLA shall at all times conduct its activities and programs in a manner consistent with the purposes of US Lacrosse, Inc. and maintain its status as a recognized chapter of such organization.

Section 2.

Checks. All checks shall be signed as provided in Article IX, Section 9. Notes shall be signed by such officers or employees of LYLA as the Board of Directors may from time to time designate. No expenditure greater than \$500 and no commitment to expend such amount shall be made without the prior approval of the Executive Committee.

Section 3.

Contracts. Except as otherwise provided in these bylaws, the Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of LYLA, and such authority may be general or confined to specific instances.

Section 4.

Deposits. All funds of LYLA shall be deposited from time to time to the credit of LYLA in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed as provided in Article IX, Section 9.

Section 5.

Amendment of Bylaws. These Amended and Restated Bylaws shall be effective upon adoption by the Board of Directors, and may be amended or repealed, or new bylaws may be adopted, by vote of at least 60% of the Board of Directors, at any regular or special meeting of directors. Such proposed amendment, repeal or new bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.