

FARRAGUT LADIES LACROSSE CLUB BYLAWS

Revised October 28, 2018

ARTICLE 1 NAME

This organization shall be known as the Farragut Ladies Lacrosse Club (hereinafter the "Club"). The Club shall be affiliated with US Lacrosse (hereinafter "USL") and the Tennessee Girls Lacrosse Association (hereinafter "TGLA").

ARTICLE 2 PURPOSE

The Club shall develop, promote and administer a youth lacrosse club for players zoned for the Farragut school system, kindergarten through 8th grade, Knoxville, Tennessee, on behalf of players, coaches, parents and administrators consistent with the bylaws, policies and procedures of USL and TGLA.

ARTICLE 3 OFFICES

The principal office of the Club shall be located in the State of Tennessee. The address of the resident agent of the Club required by the Tennessee Not-For-Profit Corporation Act may be, but need not be, identical with the principal office of the Club. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

ARTICLE 4 SEASONAL PLAYING YEAR AND FISCAL YEAR

The seasonal playing year of the Club shall begin on the first day of August in each year and end on the last day of July in the following year. The Fiscal Year shall be first day of January and end on the last day of December each year.

ARTICLE 5 MEMBERSHIP

The Club will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin and other basis adopted by Knox County Schools.

Membership in the Club shall be comprised of Parent(s), Guardians or Representatives of Players who have joined USL and who have registered and been accepted as Players with the Club. A Player not enrolled in the zoned district for the Farragut school system, kindergarten through 8th grade may be accepted as a Player by action of the Board of Directors with the concurrence of the Head Coach and per TGLA policies.

Membership may also be extended to adults in the local area that want to support the Club and the game of Lacrosse.

Members will adhere to the Bylaws, policies and procedures of the Club, USL and TGLA.

Members who are in good standing with the Club shall have the right to vote at the Annual General Meeting and any special meeting of the membership of the Club. Members may attend and vote by proxy. If a Player's Parents, Guardians or Representative cannot agree, they may split their vote, each being entitled to cast a ½ vote or such other equal fraction which adds up to one vote per player. Any Player's Parent, Guardians or Representative shall be presumed to be authorized to vote the whole vote unless the Club has received written notice from another of the Player's Parents, Guardians, or Representatives to the contrary.

5.1 Membership Meetings

Annual General Meeting of Members

The Club shall have an annual general meeting of its members. The Board of Directors shall determine the date, time and location of that meeting. Notification by mail, e-mail, newsletter, or posting at the playing fields of the Club to all Members shall be made at least ten (10) days prior to the Annual General Meeting.

Special Meetings

The Board of Directors may call a special meeting of the membership at any such time as the Board of Directors deems necessary. Notice of the meeting by: mail, e-mail, newsletter, or posting at the playing fields of the Club must be given to all Members at least three (3) days in advance of the special meeting with the membership.

Quorum

A Quorum shall consist of the smaller of eight (8) Members or thirty percent (30%) of the total number of Members.

Majority Vote Requirement

Action of the membership shall be by majority vote of those constituting a quorum, unless otherwise provided by these bylaws.

ARTICLE 6 BOARD OF DIRECTORS

6.1 General Authority

The business, property and affairs of the Club shall be managed and controlled by a Board of Directors as from time to time constituted. All authority of the Club shall be vested in a Board of Directors unless specified otherwise in these bylaws. The Board of Directors is responsible for developing and enforcing the bylaws, policies and activities of the Club, including but not limited to decisions affecting membership and player status, coach selection, retention, remuneration and reimbursement, if any, game scheduling and appeals procedures. The Board of Directors may delegate responsibility for day-to-day operations associated with any or all of the activities it is

empowered to conduct. Game scheduling and assistant coach appointment are initially delegated to the Head Coach, subject to Board approval. The Head Coach and Assistant Coaches serve at the pleasure of the Board. Assistant Coaches also serve at the pleasure of the Head Coach as the Head Coach is responsible for overseeing actions of the entire coaching staff.

6.2 Board Composition

There shall be five (5) Directors of the Club, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board of Directors shall never be reduced to less than three (3) nor increased to more than eleven (11) Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

6.3 Restrictions on Service on Board of Directors

A. No person convicted of a felony within the previous ten (10) years may serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime; a crime involving the sale, manufacture or delivery of a controlled substance; robbery; murder; perjury; burglary or a crime involving the abuse of a child. Any person who is charged with a criminal act shall be suspended from the Board pending outcome of the charges.

B. Any Board member missing 3 consecutive regularly scheduled Board meetings may be deemed to have immediately resigned as a member of the Board. Furthermore, the Board may remove or dismiss from office any appointed or elected member of the Board for reasonable cause by due process followed by a two-thirds (2/3) vote of the Board unless otherwise provided in these Bylaws.

C. The authority to determine breaches of duties of care, loyalty or candor shall rest with the Board. Generally, no Board member may financially gain as a result of any activity of the Club or the Board, or be associated with any company or organization contracting or doing business with the Club or potentially in conflict with the Club in any form, unless the Board member has provided full disclosure and the transaction is authorized, approved or ratified by a majority of non-interested members of the Board.

D. The Head Coach shall serve as ex-officio member of the Board of Directors with no vote. The Assistant Coach(s) may serve as ex-officio member of the Board of Directors with no vote.

6.4 Head Coach and Coaching Staff Selection Process

Selection of the Head Coach for the upcoming season should be made by June 1. Assistant Coaches should be selected with input of the new Head Coach by July 1. The Head Coach is selected via an open interview process. Interviews will be scheduled by the President and a quorum of the members of the Board shall be present and have a vote in selecting the Head Coach.

Qualifications for Head Coach

1. The Head Coach must be able to pass a Criminal Background check.
2. The Head Coach should be a member in good standing with US Lacrosse as a Level 1 Certified Coach (after 2015) or agreeing to pursue such certification.
3. The candidate should have lacrosse playing experience whether it is in High School or College.
4. The candidate should have at least one year of head coaching experience as a lacrosse coach.
5. The Head Coach must possess knowledge of the game. * Exceptions to requirements 3 - 5 may be made at the discretion of the Board of Directors.

6.5 Meetings

6.5.1 Regular Meetings

The Board shall hold regular meetings at least once each calendar quarter. The President shall determine the date, time, and location of these meetings and give reasonable notice of the meetings. Reasonable notice as it relates to "regular meetings" shall mean not less than seven (7) days. Such notice shall include but not be limited to the agenda, date, time and place of the meeting. These shall be open meetings. Only Board members shall vote.

6.5.2 Special Meetings

Meetings for a special purpose may be called by the President or upon written application by one quarter of the Directors. A minimum twenty four-hour notice of meetings for a special purpose shall be given and this notice shall state the purpose.

6.5.3 Written Consents In Lieu Of Meetings

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such action, a written consent thereto is signed by two-thirds (2/3) of the members of the Board (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board.

6.5.4 Teleconferencing

A Board Member may participate in any meeting by, or conduct any meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

6.5.5 Meeting Minutes

Minutes of all meetings shall be maintained.

6.6 Quorum and Voting Requirements

6.6.1 Quorum

A quorum, consisting of the majority of the Board, must be present at all times during Board meetings in order to conduct business.

6.6.2 Votes

A member of the Board shall have one (1) vote.

6.6.3 Vote Required

A majority vote of the Board shall be required for any action of the Board, unless otherwise specified in these Bylaws.

6.7 Officers

The Officers of the Club shall consist of the President, Vice President, Secretary, Treasurer, and Registrar (up to three Registers). **Officers shall be elected by vote of the Board of Directors following the Annual General Meeting.** One person may serve as the Vice President, Secretary and Registrar but the Club shall at all times have at least three officers, to wit: a President, a Treasurer and one other officer. All officers of the Club shall be residents of Tennessee, unless otherwise specified in these Bylaws.

6.7.1 President

The President of the Club shall have the following duties and responsibilities:

- A. To oversee and coordinate the activities of the Club, the Board of Directors, and designee(s) of the Board of Directors.
- B. To preside at all Board and membership meetings.
- C. To serve (or delegate to other Board members to serve) as an ex-officio member of all the Club's committees, except the Nominating Committee.
- D. To appoint special or ad hoc committees, subject to Board approval.
- E. To sign checks on behalf of the Club, provided, any expenditure in excess of \$200.00 must be approved in advance by the Board, either as part of its budget approval process or by specifically approving a particular expenditure.
- F. To appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- G. To perform all other duties as shall be necessary to promote and uphold the welfare of youth lacrosse and to positively affect "the good of the game" within the State of Tennessee.

6.7.2 Vice President

The Vice President of the Club shall have the following duties and responsibilities:

A. To assume the duties of the President in the case of the resignation of the President until the next Annual General Meeting following the resignation or during a temporary absence; or during the inability of the President to perform the functions of that office.

6.7.3 Secretary

The Secretary of the Club shall have the following duties and responsibilities:

A. To oversee communication between the Club and its Members to insure that all are kept informed of the activities of the Club.

B. To maintain the official records of the Club.

C. To be responsible for recording the minutes of all the Club meetings except for committee meetings and to report such actions taken at these meetings to all Club Members.

D. To be responsible for informing members of meetings, handling correspondence of the Club, and carrying out such other duties as shall be delegated.

6.7.4 Treasurer

The Treasurer of the Club shall have the following duties and responsibilities:

A. To ensure the sound financial operation of the Club.

B. To oversee the financial (including budget process) policies and procedures for the Club.

C. To sign checks on behalf of the Club, provided, any expenditure in excess of \$200.00 must be approved in advance by the Board, either as part of its budget approval process or by specifically approving a particular expenditure.

D. To present a statement of account at every regular meeting of the Club or the Board and at other times when requested by the Board and make a full report at the Annual General Meeting.

E. To serve as Chair of the Finance Committee.

6.7.5 Registrar(s)

The Registrar(s) of the Club shall have the following duties and responsibilities:

A. To be responsible for the registration of the Club's Players and the certification thereof.

B. To be responsible for enforcing all State and National Rules, Bylaws, and policies and procedures governing Player registration.

C. To be responsible for the storage and maintenance of records of the Club regarding the registration of Players within the Club, and ensure the confidentiality of Player information.

D. Inform the Club of the activities of the TGLA and USL as it relates to the operations of the Club.

6.7.6 Ad Hoc Committee

The following functions may be fulfilled by ad hoc committee or an individual appointed by the President, subject to Board approval:

A. Travel Coordinator. Shall make arrangements for hotel/motel accommodations at each team travel site and communicate information regarding same to Members. When appropriate, to obtain and deliver to the Board quotations for bus transportation for Players and Coaches to any site designated by the Head Coach. Travel arrangements paid for by the Club shall be subject to Board approval.

B. Head Coaches. Shall manage field issues, create schedules for the playing and practice fields; act as liaison with property owner; submit field equipment needs to the Board.

C. Referee Coordinator: Oversee all referee issues; acquire and assign referees for all scheduled games; arrange for payment of referee fees.

D. Equipment/Uniforms. Responsible to recommend uniforms and equipment, ensure uniform fees are collected from Members; order/manage playing equipment.

E. Risk Management. Review Club practices and procedures for compliance with USL guidelines.

Coordinate all aspects of Club risk management; including annual background checks on all coaches. Review Club operations and bring to the attention of the Board any potential risks and liability.

F. Fund Raising. Develop and implement fundraising efforts, sponsorship program; solicit logo sponsorships on uniforms; solicit sponsorships to underwrite Club costs and to raise capital for field development and operation. No solicitations to Members shall be permitted without prior Board approval.

G. Webmaster- Develop, implement and administer all Club internet sites. All sites will conform to best practices and standards. No solicitations to Members shall be permitted without prior Board approval.

H. Alumni Representative- Responsible for coordinating the annual alumni game and be responsible for maintaining correspondence with alumni throughout the year.

An individual or committee, including a non-member coach may be appointed to act in one or more or all of the above capacities.

6.8 Executive Committee

The officers serve as the members of the Executive Committee. The Board of Directors

may authorize the executive committee to act on its behalf from time to time. In such cases, the executive committee will only retain such power and authority as specifically directed by the Board of Directors.

6.8.1 Terms of Office

Directors of the Club shall take office at the close of the meeting at which they are elected by the Membership at the applicable Annual General Meeting, or immediately upon appointment by the Board in order to fill a vacancy. Directors should serve two year staggered terms of office. Approximately one-half (50%) of Directors, in order to provide for staggered terms, will be elected each year. An initial term schedule, approved by the board of directors, will be used to establish staggered terms.

6.8.2 Vacancies

Vacancies during the term of any Director shall be filled by appointment by the President, subject to ratification by a majority vote by the Board. However, the Vice President shall fill a vacancy in the Office of the President and the Board will then elect a new Vice President. Any person appointed to fill a Director vacancy shall serve for the balance of the term of the vacating Director.

6.8.3 Nominations and Elections

Each year at the Annual General Meeting, all Directors positions needing to be filled will be elected in accordance with these Bylaws. The Nominating Committee shall present a list of proposed candidates for each position to the members at least 30 days prior to the Annual General Meeting of the membership. The Nominating Committee shall prepare a ballot of Directors for consideration by the members at the Annual General Meeting, which shall include at least one (1) name for each position to be filled. Any Member in good standing may make additional nominations for each position from the floor. The elections of Directors shall occur at the Annual General Meeting by ballot, which may be secret at the option of the Nominating Committee. Each Director shall be elected by a majority vote of those members present and voting, provided that a quorum of members is first determined to be present.

6.9 Committees

The Club shall have standing committees and may establish special committees. The President shall appoint all standing and special committee chairs, subject to Board approval, except that the Treasurer shall always serve as the chair of the Finance Committee. The Chair of the committee may select the other members of the committee. Except for the Chair of the Finance Committee, all committee chairs serve at the pleasure of the President of the Club. The Club has the following standing committees.

A. Finance Committee

The Treasurer is chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with other Board members. The Board must approve the budget and any major change in

the budget. All expenditures must be within the budget. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the members, Board members and the public.

B. Nominating Committee

The Nominating Committee will consist of four (4) Board members and is responsible for the preparation of priorities for Board positions. The Committee will meet with prospective Board members, recommend candidates to the Board, recommend a slate of officers to the Board, conduct orientation for new Board members, and suggest non-Board members for special committees formed by the Board.

ARTICLE 7 INDEMNIFICATION

To the extent not inconsistent with the laws of the State of Tennessee, every person (and the heirs estate, executors, administrators and personal representatives of such person) who is or was a Director, officer of or staff of the Club shall be indemnified by the Club to the fullest extent provided by law.

ARTICLE 8 PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised, most recent edition, shall govern the Club in all cases where they are not inconsistent with these Bylaws and any special rules of order the Club may adopt, as well as Tennessee law.

ARTICLE 9 AMENDMENTS TO BYLAWS AND THE CHARTER

A. Any proposed amendments of the Club's Bylaws or Charter shall be submitted in writing to the Board at least sixty (60) days prior to the membership meeting at which the proposed amendments will be submitted for a vote.

B. Notice of any proposed Bylaw amendment must then be given to Members at least thirty (30) days prior to any Annual General Meeting membership meeting called or held to consider such proposed amendment. In order to adopt the proposed Bylaw, a majority of the votes cast at said meeting must vote in favor of the proposed modifications.

C. Any proposed Bylaw or Charter amendment which is approved in accordance these bylaws will become effective on the date specified by the Board in the notice given to members, or at such later date as the Board may propose at the time of the vote (but not earlier) taken by the Members, or unless as otherwise adopted by amendment and approved at the time of the vote by the Members.

D. Abolition of Bylaws or Charter must be proposed to the Board and then voted on in thirty (30) days. After which time a unanimous vote of the Board Members must be reached to abolish the bylaws.

E. An exception is granted during the inaugural year that these By-Laws are officially recorded and filed. During this first year, changes may be made to these By-Laws by majority vote of the Board of Directors.

ARTICLE 10 EXEMPT STATUS

Any and all assets of the Club are permanently dedicated to exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).

The Club shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, Directors, officers or persons having a private interest in the activities of the Club, except that the Club 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 these Bylaws. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the event the Club is dissolved, the Board shall pay, satisfy and discharge all liabilities and obligations of the Club or make adequate provisions therefore and distribute all remaining assets of the Club to an organization or organizations engaged in activities substantially similar to those of the Club and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).