

**WARREN AREA
LACROSSE ASSOCIATION
EIN 26-1314921**

BYLAWS

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ARTICLE I

NAME AND PURPOSE

SECTION 1 NAME

This Corporation shall be known as the WARREN AREA LACROSSE ASSOCIATION, and it is hereafter referred to as the "ASSOCIATION".

SECTION 2 PURPOSE

The Association is a not-for-profit Corporation that has for its purpose to serve exclusively charitable, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Law), including, for such purposes, receiving and investing funds and property, and distributing voluntarily and gratuitously said funds and property, together with the income therefrom, solely to or for the benefit of youth lacrosse in the Warren Township area . The Warren Area Lacrosse Association has such powers as are now or may after be granted by the General Not-for-Profit Corporation Act of the State of Illinois.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1 MEMBERS

The Association shall have no members. All rights which would otherwise rest in the members shall rest in the Board of Directors.

SECTION 2 POWERS AND DUTIES

The Board of Directors shall manage the affairs of the Association: establish all policies, rules, and regulations for the conduct of the lacrosse program: determine the charges, if any, to be made to player families and initiate and approve all fund generating activities and expenditures of the Association. The Board of Directors shall have the power to accept or refuse to accept any bequests, memorials, gifts or grants which are proposed to be made to the Association based upon the discretion and judgment of the Board of Directors, taking into consideration the nature of any proposed gift, any conditions or restrictions placed upon any gift and the appropriateness of any gift to the purposes of the Association.

SECTION 3 NUMBER OF DIRECTORS

The Board of directors shall consist of an odd number with a minimum of five (5) and a maximum of nine (9) elected at the annual meeting. Any change in the number of Directors shall be accomplished in accordance with Section 9.

The initial Board of Directors of the Association shall be as specified in the Articles of Incorporation.

SECTION 4 TERMS OF DIRECTORS

The initial Board of Directors as named in the Articles of Incorporation shall hold office until the first election of Directors. Thereafter, Directors will be elected for a term of two (2) years. Each Director shall hold office for the term for which elected and until a successor has been elected and qualified.

The terms of office of all initial Directors shall begin on the first day of the Association's incorporation. All newly elected Directors shall be formally seated at the annual meeting of the Association's Board of Directors —as set forth in Article V, Section 1.

The Board of Directors may elect to stagger the terms of office of one or more Directors in order to insure continuity and avoid all terms expiring on the same date.

SECTION 5 QUALIFICATION OF DIRECTORS

Each Director, in order to be eligible to act, must be a resident of the State of Illinois and a resident of Warren Township.

SECTION 6 NUMBER OF VOTES

At all meetings of the Directors of the Association, each Director shall have one (1) vote.

SECTION 7 COMPENSATION

Members of the Board of Directors or committees, as such, shall not receive compensation for their services rendered to the Association in any capacity. No Director or committee member shall accept any personal gift or gratuity in any amount.

SECTION 8 POTENTIAL CONFLICT OF INTEREST

No Director may vote on any item that directly affects them or their immediate family. Specifically, but not limited to, they may not vote on the hiring, payment to a vendor for the association if said vendor is a member of their family, and they may not vote on player discipline matters related to a member of their family.

ARTICLE III

OFFICES

SECTION 1 PRINCIPAL OFFICERS

The principal officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer and Registrar, and such additional officers as the Board of Directors may from time to time deem desirable. The officers shall be elected by the Board of Directors at their annual meeting and shall serve two (2) year terms. A person may hold only one office at a time.

SECTION 2 PRESIDENT

The President shall be elected from the membership of the Board of Directors, shall be principal executive officer of the Association and shall preside over all meetings of the Board of Directors and the Association. The President shall perform such other duties as may be specified from time to time by the Board of Directors.

SECTION 3 VICE PRESIDENT

One Vice President shall be elected from the membership of the Board of Directors and shall perform the duties and exercise the powers of the President during any absence or disability of the President. The Vice President shall perform such other duties as may be specified from time to time by the President or the Board of Directors.

SECTION 4 TREASURER

The Treasurer shall be elected from the membership of the Board of Directors. The Treasurer shall keep accurate records of all property, receipts and disbursements of the Association in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the Association with such depository or depositories as shall be designated by the Directors; shall disburse the funds of the Association and render to the Directors such reports as they shall prescribe.

All books, records and vouchers of the Association shall be open to the inspection of any Director. The Treasurer shall, at each regular meeting and whenever requested by the Directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the Association and the changes, if any, since the last report of the Treasurer. The Treasurer shall perform such other duties as may be specified from time to time by the President or the Board of Directors.

It shall be the responsibility of the Treasurer to prepare an annual budget under the direction of the Board of Directors.

SECTION 5 SECRETARY

The Secretary shall be elected from the membership of the Board of Directors. The Secretary shall give notice of each meeting of the Board of Directors or committees of the Association for which notice is required; shall record minutes of each such meeting in books kept for that purpose; shall have custody of the records of the Association; and shall perform such other duties as may be specified from time to time by the President or Board of Directors.

SECTION 6 REGISTRAR

The Registrar shall; (a) be responsible for the registration of teams, players and coaches, (b) keep records of all registrations, (c) implement procedures to coordinate registration activities with IHSA & IHSLA and (d) in general perform all duties incident to the Office of the Registrar and such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 7 RESIGNATION

Any Director may resign such office at any time by giving written notice of such resignation to the Secretary of the Association (or if the Secretary resigns, to the President). The resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the notice by the Secretary (or, as appropriate, the President). Acceptance shall not be necessary to render the resignation effective.

SECTION 8 REMOVAL

Any Director of the Association may be removed at any time, with or without cause, by vote of two-thirds (2/3) of the Board of Directors then holding office.

Whenever a member of the Board of Directors has unexcused absences for three (3) consecutive meetings of the Board, the remaining Directors are empowered to declare such member's office vacant and elect a new Director to complete the remainder of the term.

SECTION 9 VACANCIES

In the event of a vacancy on the Board of Directors due to any cause (including a vacancy caused by an increase in the number of Directors), the remaining Directors of the Association, by majority vote, may elect an individual to fill the vacancy. In the case of a vacancy on the Board due to resignation or removal, the newly elected Director shall hold office for the same term as the term of the replaced Director, and shall fulfill the same qualifications (under Section 5 above) as the replaced Director. In the case of an increase in the number of Directors, the additional Director(s) shall be elected by a majority vote of the Board of Directors then in office and shall hold office for a term of three (3) years.

ARTICLE IV

COMMITTEES

SECTION 1 NOMINATING COMMITTEE

Nominations shall be made at the annual meeting by the Board of Directors. A list of parties, who are eligible and willing to serve as Directors, shall be provided to all Directors no less than 14 days prior to the annual meeting. When meeting to discuss and nominate parties eligible and willing to serve as Directors, all Committee members should be present and anyone absent should be fully informed of the possible designees.

SECTION 2 OTHER COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees. The Directors may annually appoint, non-Directors to serve on such committees. Committees shall recommend action to the Board of Directors. A majority of the Board members of the Committee must be present when recommendations for Board consideration are prepared in final form.

ARTICLE V

MEETINGS

SECTION 1 ANNUAL MEETING

The annual meeting of the Association shall be held in the fourth quarter of the fiscal year, of each year to elect Directors and Officers, and transact such business as may be appropriate. Notice of meetings is outlined in Section 8.

SECTION 2 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at such time and place within the State of Illinois as the Board may determine by resolution adopted by a majority of the whole Board of Directors. Notice of meetings is outlined in Section 8.

SECTION 3 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 meetings is outlined in Section 8.

SECTION 4 QUORUM

A majority of all members of the Board of Directors in office shall constitute a quorum for the transaction of business at any of their meetings. Directors may participate in meetings via telephone which shall constitute attendance at the meeting.

SECTION 5 MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 6 ACTIONS WITHOUT MEETING

Any action required to be taken at a meeting of the Directors may be taken without a meeting if a written consent, stating the action so taken, shall be signed by all Directors who are entitled to vote with respect to such action.

SECTION 7 PLACE OF MEETINGS

Meetings of the Directors, whether regular or special, shall be held at a place specified in the notice of meeting.

SECTION 8 NOTICE OF MEETINGS

Written, E-mail or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called.

ARTICLE VI

FINANCES

SECTION 1 FIDUCIARY RESPONSIBILITY

It shall be the policy of the Association that the Board of Directors shall assume fiduciary responsibility with respect to all funds held or administered by this Association.

SECTION 2 FISCAL AGENTS

The Association may designate such fiscal agents, investment advisors and custodians as the Board of Directors may select by approval of the Board. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

SECTION 3 DISBURSEMENTS OF FUNDS

Disbursements of funds of the Association shall be made by the Treasurer as authorized by the Board of Directors of the Association.

SECTION 4 CHECKS, DRAFTS AND DEPOSITS

All necessary and reasonable expenses of the Association must be approved by the Board of Directors. The Treasurer is authorized to pay all expenses in an amount not to exceed \$1,000.00 in advance of Board approval so long as said expenditures will be ratified by the Board at the next Association meeting. All checks, drafts or other orders for payment of money issued in the name of the Association shall be signed by two of the following: President, Vice President or Treasurer, all of whom shall be signers on any accounts maintained by the Association in any insured bank, trust company or other depository. All funds of the Association shall be deposited in a timely manner to the credit of the Association account in the insured bank, trust or other depository.

SECTION 5 CONTRACTS AND LOANS

CONTRACTS

The Board of Directors may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute and deliver any instruments in the name and on behalf of the Association and such authority may be general or confirmed to specific instances.

LOANS

No loans shall be contracted on behalf of the Association.

SECTION 6 BOOK OF RECORDS

The Board of Directors of the Association shall maintain the following records:

- 1) Minutes of all meetings of the Board of Directors and its Committees;
- 2) All financial statements of the Association;

- 3) Articles of Incorporation and Bylaws of the Association and all amendments thereto and restatements thereof;
- 4) Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

SECTION 7 AUDIT

There will be an annual independent review for tax purposes, and will be available for inspection upon request.

SECTION 8 FISCAL YEAR

The fiscal year of the Association shall be January 1 to December 31.

SECTION 9 BOND/INSURANCE

The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or Agent of the Association, or who is or was serving at the request of the Association as a Director, Officer, Employee or Agent of another association, partnership, joint venture, trust or other enterprise, against any liability inserted against such person and incurred by such person in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this article.

ARTICLE VII

WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Illinois, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

ARTICLE VIII

INDEMNIFICATION

The Association shall indemnify to the full extent permitted by law any person made party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Director of the Association, against the reasonable expenses including attorneys fees actually and reasonably incurred by him or her in connection with the defense of the action, suit, or proceeding or in connection with any appeal in it. The right to indemnification conferred by this section shall not restrict the power of the Association to make any indemnification permitted by law.

ARTICLE IX

NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities and other obligations of the Association.

ARTICLE X

AMENDMENTS

The power to alter, amend, or repeal the Articles of Incorporation or Bylaws of the Association, or adopt new bylaws, shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given and a quorum is present, upon receiving the affirmative vote of not less than two-thirds of the whole number of Directors; provided, however, that amendment of Sections 3, 4, 5, and 8 of Article II and Section 3 of Article VI of these Bylaws shall be made only with the unanimous approval and resolution of all qualified Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

ARTICLE XI

PARLIMENTARY AUTHORITY

Roberts Rules of Order shall be the parliamentary guide for matters not covered by these Bylaws.

ARTICLE XII

DISSOLUTION

SECTION 1 DISSOLUTION OF THE ASSOCIATION

Dissolution of the Association shall be authorized by the affirmative vote of a majority of Directors then in office. Notice of the meeting to authorize the dissolution shall be given to each Director then in office not less than ten (10) days before the meeting and shall state that the purpose of the meeting is to vote on dissolution of the Association. The notice shall include a copy or summary of the plan for distribution of assets.

If the dissolution is approved, the Association shall cease to conduct its affairs except as may be necessary for the winding up of the Association. It shall immediately cause a Certificate of Dissolution to be executed and filed setting forth: (a) the name of the Association; (b) the date and place of the meeting of Directors approving the dissolution; and (c) a statement that dissolution was approved by the requisite vote of Directors.

SECTION 2 DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the business of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at such time after time qualify as an exempt organization or organizations under Section 501(c)(3) of the

Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.