

# BAINBRIDGE ISLAND LACROSSE ASSOCIATION

## BY-LAWS

### ARTICLE I

#### Offices

The name of the organization shall be BAINBRIDGE ISLAND LACROSSE ASSOCIATION. The Association may have its principal office or other offices at such place or places, within the State of Washington, as the Boys Board of Directors and Girls Board of Directors may in their discretion provide. The

Association presently has no principal office but its mailing address is BAINBRIDGE ISLAND LACROSSE ASSOCIATION, c/o Bainbridge High School, 9330 NE High School Road, Bainbridge Island, Washington 98110

### ARTICLE II

#### Members

Section 1. MEMBERS. The Association Members shall be parents with children currently or previously involved in Bainbridge Island boys or girls lacrosse activities.

Section 2. ANNUAL MEETING. Annual meetings of Association Members shall be held during the months of May or June of each year, on dates selected respectively by the Boys President and by the Girls President, for the purpose of electing Directors for the Boys Board of Directors and the Girls Board of Directors and for the transaction of such other business as may come before the meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the Association Members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Boys President or by the Girls President or by the respective Board of Directors, or shall be called by a President at the request of any three (3) Members of the Association or at the request of any two (2) Directors.

Section 4. PLACE OF MEETING. The Boys Board of Directors and the Girls Board of Directors may designate the place of meeting for any respective annual meeting or for any special meeting called by the respective Board of Directors.

In the absence of a designation by the Board of Directors, the respective President may designate the place of meeting. In no event shall the location of the meeting be other than on Bainbridge Island.

Section 5. NOTICE OF MEETING. Written or printed notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by email or by United States mail, by or at the direction of the respective President, or Secretary, or officer or persons calling the meeting, to each Member of the Association. If emailed or sent by United States mail, such notice shall be deemed to be delivered when notice is sent or deposited in the United States mail, with postage prepaid, and addressed to the Member at his or her address

as it appears on the last registration application filed by a member's child. In the event only one parent provides their name on the child's last application, notice need only be given to that one parent, although both parents may appear at a meeting and vote as a single Member.

Section 6. PROXIES. At all meetings of Association Members, a member may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. Such proxy shall be filed with the respective Secretary before or at the time of the meeting. No proxy shall be valid after one (1) month from the date of its execution unless otherwise provided in the proxy.

### ARTICLE III

#### Board of Directors

Section 1. GENERAL POWERS. The business and affairs of the Association shall be managed by its respective Boys Board of Directors or Girls Board of Directors.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of Directors of the Association for the Boys Board of Directors and for the Girls Board of Directors shall each not be more than fifteen (15). Directors shall be elected at the respective annual meeting of Boys Members and Girls Members, and the term of office of each Director shall be until the next annual meeting of Members and the election and qualification of his or her successor. Directors must be residents of Bainbridge Island and Members of the Association.

Section 3. REGULAR MEETINGS. Regular meetings of the respective Board of Directors shall be held without notice, other than provided by these By-Laws, after the annual meeting of Association Members. The respective Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 4. SPECIAL OR JOINT MEETINGS. Special or joint meetings of the Boys Board of Directors and the the Girls Board of Directors may be called by or at the request of the respective President or any Director of a respective Board.

Section 5. NOTICE. Notice of any Directors' meeting shall be given at least 48 hours before the time fixed for the meeting, by written notice delivered personally or emailed or sent by United States mail to each respective Director at his or her residence. Any Director may waive notice of any such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the respective Board of Directors need be specified in the notice or waiver of notice of such meeting

Section 6. QUORUM. One-half of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the respective Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7. BOARD DECISIONS. The act of the majority of the respective Directors present at a meeting at which a quorum is present shall be the act of the respective Board of Directors.

Section 8. VACANCIES. Any vacancy occurring in a respective Board of Directors, including any vacancy to be filled by reason of an increase in directorship, may be filled by the affirmative vote of a majority of the respective Directors. A Director elected to fill a vacancy shall be elected for a term of office until the next annual meeting of Association members and the election and qualification of his or her successor.

Section 9. COMPENSATION. No compensation shall be paid to any Director for

their services as Director.

Section 10. REMOVAL OF DIRECTORS. Any Director can be removed, with or without cause, by an affirmative vote of a majority of the respective Boys or Girls Association Members at any regular or special meeting.

#### ARTICLE IV

##### Officers

Section 1. NUMBER. The Association officers for Boys shall be President, Vice-President, Secretary, and Treasurer and for Girls shall be President, Vice-President, Secretary, and Treasurer, and such officers shall be the Executive Committee of the respective Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. COORDINATION. The Executive Committees of the Board of Director for Boys and Board of Directors for Girls shall meet annually in June to coordinate policies and procedures for the Association's administrative and accounting functions.

Section 3. ELECTION AND TERM OF OFFICE. The officers of the Board of Directors shall be elected by the respective Board of Directors for Boys and for Girls. Each officer shall hold office until his or her successor has been duly elected and qualifies or until death or until he or she resigns or is removed in the manner hereinafter provided.

Section 4. REMOVAL. Any officer or agent elected or appointed by a Board of Directors may be removed by the respective Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the respective Board of Directors for the unexpired portion of the term.

#### ARTICLE V

##### Contracts, Loans, Checks, and Deposits

Section 1. CONTRACTS. The respective Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. LOANS. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the respective Board of Directors.

Section 3. CHECKS, DRAFTS, OR ORDERS. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such respective officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the respective Board of Directors.

Section 4. DEPOSITS. All income received by the Association shall be promptly deposited to the credit of the Association in such banks, trust companies, or other depositories selected by the respective Board of Directors.

#### ARTICLE VI

##### Coaches

No coach shall be eligible to coach for Bainbridge Island Lacrosse Association if

such coach has a son or daughter on the team being coached, unless unanimous approval has been given by the respective Board of Directors.

#### ARTICLE VII

##### Certificates

No certificate shall be issued to any member.

#### ARTICLE VIII

##### Fiscal Year

The fiscal year of the Association shall be as adopted jointly by the Boys and Girls Board of Directors as deemed appropriate.

#### ARTICLE IX

##### Seal

No Corporate seal shall be required of the corporation.

#### ARTICLE X

##### Waiver of Notice

Whenever any notice is required to be given to any Member or Director or the Association under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XI

##### Amendments

These By-Laws may be amended or repealed and new By-Laws may be adopted by joint agreement of a majority of the Boys Board of Directors and the Girls Board of Directors at a special meeting.