

Bainbridge Island Lacrosse Association

Bylaws of Bainbridge Island Lacrosse Association, a Washington nonprofit corporation

ARTICLE 1 – THE CLUB

1.1 Name

The name of the corporation is Bainbridge Island Lacrosse Association, and also goes by the names “Bainbridge Boys Lacrosse,” “Bainbridge Boys Lacrosse Club,” “Bainbridge Lax” and “BI Lax”. All references to the “Club” or to any of these names in these Bylaws shall be deemed to refer to the Bainbridge Island Lacrosse Association. Bainbridge Island Lacrosse Association physical address is Bainbridge High School, 9330 High School Road NE, Bainbridge Island, WA 98110.

1.2 Affiliation

Bainbridge Boys Lacrosse is affiliated with, and is a member of US Lacrosse and the WHSBLA. By Board resolution, Bainbridge Island Lacrosse Association may become affiliated with different or additional lacrosse associations.

ARTICLE 2 – PURPOSE

Bainbridge Boys Lacrosse is a nonprofit corporation under Title 24 of the Revised Code of Washington, formed exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. The mission statement of Bainbridge Boys Lacrosse is as follows: “To be a premier lacrosse program in the State of Washington. Recognized for exemplary sportsmanship, scholastic excellence and achieving a high level of competitiveness through a commitment to teamwork.” The purpose of Bainbridge Boys Lacrosse Club is to foster amateur lacrosse competition and to establish, promote, and assist youth lacrosse programs in community, regional and national competition. Additional purposes are to teach, govern, and promote the game of lacrosse for youth, to encourage courtesy, proper conduct and respect for authority by players, coaches, and spectators, to promote sportsmanship and leadership, to develop physical fitness, and to foster a deeper understanding of what it means to participate on a team in a competitive setting.

ARTICLE 3 – MEMBERS

3.1. Members

Everyone associated with the Club as a coach, registered player, parent or legal guardian of a registered player participating on a Bainbridge Boys Lacrosse team, Board Member, employee, administrator, alumni, and any other active volunteers who participate directly in the work of the Club shall be a "Member" for the roster year in which they participate and shall be governed by all provisions relating to Members included in the Articles of Incorporation and/or these Bylaws. As a condition of participating in Bainbridge Boys Lacrosse activities, each Member agrees to abide by the Bylaws, Rules and Regulations of the Bainbridge Boys Lacrosse Club and to act in a manner consistent with the Club's purpose. Members are welcome (and encouraged) to attend Board Meetings to communicate with the Board on any matter of concern which that Member may have relating to the Club. Members shall not have any voting rights or governance authority, except as expressly set forth in the Club's Articles of Incorporation or these Bylaws.

3.2 Member Meetings

The Annual General Meeting of Members shall take place once the high school and middle school lacrosse seasons have concluded, typically in June of any given year. Notice of the meeting shall be provided to all Members by the Secretary at least ten days, but not more than fifty days, prior to the meeting. The notice shall provide a description of matters the Board is set to vote on, including the election of any Board vacancies.

The Board, by a simple majority vote, may hold additional meetings of Members at its discretion by providing at least ten days' notice prior to the meeting. The notice shall provide a description of matters to be voted on at the meeting.

3.3 Nominating Committee

Prior to each Annual General Meeting of Members, the Board shall appoint a nominating committee consisting of at least two (2) Board members and three (3) individuals from the Membership in good standing and not seeking office. The committee shall nominate at least one Member for each vacancy on the Board. The current Board will then vote on those nominations as set forth in Section 4.3 below.

ARTICLE 4 – THE BOARD

4.1 Authority to Govern

The general authority to govern the Bainbridge Island Lacrosse Association shall be vested in the Board of Directors, which shall manage the business and affairs of the Club at all times.

4.2 Composition of Board

The Board shall consist of Members elected by the Board at the Annual General Meeting of Members and additional Members elected subsequently by the Board (each, a "Board Member" or "director"). The total number of Board Members shall be set by the Board of Directors either through an explicit statement or implicitly through the election of Board Members, provided that the Club shall have a minimum of three (3) Board Members and a maximum of nine (9). Any Board Member receiving compensation from the Club for services shall be an ex-officio, non-voting Board Member, but shall otherwise have all of the rights of other Board Members. Notwithstanding the foregoing, no compensation shall be paid to any Board Member for their services as Board Member.

4.3 Election; Officer Positions.

All Board Members shall be elected by the Board of Directors then in office. Voting for Board Members shall be conducted in the manner deemed by the Board to be the most fair and appropriate, provided that, to be elected, a new Board Member must receive at least a simple majority vote of the Board Members then in office. The primary election of Board Members shall occur at the Annual General Meeting of Members, using the slate of candidates recommended by the nominating committee. At that vote, the Board shall elect the following officer positions from among the Board Members: President, Vice-President, Treasurer, and Secretary. In addition, the Board may choose, in its discretion, to elect Board Members to the following positions: Web and Social Media Manager, High School Coordinator, Youth Coordinator, Equipment Manager, Administrator, Alumni Coordinator, Web/Social Media Coordinator, and at-large positions. Any two or more offices may be held by the same person, except for the offices of President and Secretary.

At any subsequent time throughout the year, the Board may elect additional at-large Board Members. All such additional Board Members shall be considered first by the nominating committee, which shall determine whether to recommend such Members for Board membership. Following the recommendation of the nominating committee, the additional at-large Board Members shall be elected, at any Board meeting, by simple majority of the Board Members then in office. The Board, by a simple majority vote of the Board Members then in office, may increase or decrease the number of Board Members or change the title and/or duties of any Board Member in accordance with the terms hereof, providing that a decrease in the number of Board Members shall not have the effect of shortening the term of any Board Member.

4.4 Duties and Authority of Board.

It shall be the duty of each Board Member to be thoroughly familiar with the Bainbridge Boys Lacrosse Bylaws, Rules and Regulations.

At any time, the Board may interpret the Bylaws, Rules and Regulations or render decisions on matters not covered by the Bylaws, Rules and Regulations. Such decisions or interpretations shall be binding on all teams and members for the current season of play.

4.5 Board Committees

There shall be an executive committee of the Board (the "Executive Committee") consisting of five members: President, Vice President, Secretary, Treasurer, and Alumni Coordinator. The Executive Committee may be convened by the President or by any other two members of the Executive Committee. The Executive Committee shall have and may exercise the authority of the Board of Directors, except as limited by applicable law.

The Board, by resolution adopted by a majority of Board Members then in office, may create one or more additional committees, each consisting of two or more Board Members. Any such committee shall have all the authority of the Board to the extent provided in the Board resolution, provided that such committee may not: (a) fill vacancies on the Board; (b) create any other committees of the Board; or (c) otherwise take any action prohibited by Washington state law.

All committees shall be governed by the same rules regarding meetings, action without meetings, notice, quorum, and voting as applicable to the Board of Directors. The creation of the Executive Committee and other committees under this Section 4.5, and the delegation of authority to the Executive Committee and other committees hereunder, shall not relieve the Board of Directors, or any Members thereof, of any responsibility imposed by law.

4.6 Spokesperson

The President, or another Board Member in the absence of the President, with express approval from the Board, shall be the public spokesperson for Bainbridge Boys Lacrosse. No other Member or Board Member shall represent his or herself as the spokesperson for Bainbridge Boys Lacrosse or attempt to act on behalf of Bainbridge Boys Lacrosse without prior approval of the Board. Furthermore, no person shall use their position or affiliation with Bainbridge Boys Lacrosse for personal gain. Nor shall any person use their position or affiliation to influence others without prior approval by the Board, and unless such person is acting in accordance with the policies of organizations that Bainbridge Boys Lacrosse is a member of and with the laws of Washington State.

4.7 Term of Office

Each Elected Board Member shall serve for a two-year term commencing on the date of their election by the Board. Each two-year term is renewable upon completion, provided that such

Board Member is re-elected in accordance with Section 4.3 above.

4.8 Inability to Complete Term of Office; Removal

A Board Member unable to complete his or her term for any reason shall notify the President as soon as possible in writing (which includes email). If the Board determines a Board Member is neglecting his or her duties, acting in bad faith, causing harm, or otherwise causing detriment to the Club, the Board may remove such Board Member by a majority vote of the Board Members then in office. The Board may fill any vacant Board position for the remainder of the unexpired term or until the next Annual General Meeting of Members, whichever occurs first.

ARTICLE 5 – MEETINGS OF THE BOARD

5.1 Board Meetings

Meetings of the Board shall be held at any place designated by the President, or the Board Member designated by the President, in the notice of Board meeting.

The President, or another Board Member in the absence of the President, shall preside over Board Meetings. The Board shall hold a monthly meeting at which Bainbridge Boys Lacrosse business shall be conducted. The Board may, at its discretion, hold additional or fewer meetings by providing reasonable advance notice, as dictated by the circumstances, to all Board Members. The Board will look to the current edition of Robert's Rules of Order for guidance on meeting structure and format.

5.2 Quorum/ Voting

One-half of the number of Board Members fixed in accordance with these Bylaws shall constitute a quorum for the transaction of any business at any meeting of Board Members. Every action taken or decision made by a majority of those Board Members present and entitled to vote at a duly held meeting at which a quorum is present shall be an act of the Board unless the Bylaws or a Board resolution or Washington law provides more stringent requirements. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of one or more Board Members, if any action taken or decision made is approved by at least the requisite number of Board Members (i.e., simple majority) of the required quorum for that meeting.

5.3 Actions by Board Without Meeting; Email Voting

Any action permitted or required to be taken at a meeting of the Board of Directors may be

taken without a meeting if (a) one or more written consents setting forth the action so taken are signed by all the Board Members entitled to vote with respect to the subject matter thereof or (b) electronic transmissions (e-mails) setting forth the action so taken are electronically transmitted to the Secretary or President by all the Board Members entitled to vote with respect to the subject matter thereof. Action taken by written consent is effective when the last Board Member signs the consent, unless the consent specifies a later effective date, or when the last Board Member transmits his or her email to the Secretary or President. All such written consents or electronic transmissions must be filed in the minutebook. Any decisions so made for which the written consents or electronic transmissions are not found in the minutebook shall be deemed null and void.

ARTICLE 6 – BOARD APPROVAL OF AGREEMENTS AND COMMITMENTS

6.0 Officers and Board Members Cannot Bind Bainbridge Boys Lacrosse without Board Approval

All contracts, agreements, and commitments of Bainbridge Boys Lacrosse must be in writing. No Board Member has the legal authority to bind Bainbridge Boys Lacrosse to any contract, agreement, or commitment without Board approval. The Board may grant a particular Board Member such authority for specific categories of contracts, agreements, or commitments by written resolution that is stated in full in approved Board minutes.

ARTICLE 7 – PERSONNEL

Bainbridge Boys Lacrosse, through the Board, may hire employees or engage independent contractors to perform services on behalf of the Club. The Board may authorize the Program Director or a Board committee to hire employees or engage independent contractors. Such authority may be general or confined to specific instances.

The Executive Committee, by simple majority vote, shall have authority to terminate any employee's employment or to terminate the contract of any independent contractor. Unless otherwise provided in a written agreement duly executed on behalf of Bainbridge Boys Lacrosse, termination of an employee's employment or termination of the contract of an independent contractor may be done at any time and for any reason that is consistent with applicable law. Upon written request (including by email) by the affected party delivered to the President, or another member of the Board, within ten days of the termination, the Board shall provide the terminated employee or contractor an opportunity to be heard regarding the facts and circumstances of his or her termination, at the next regularly scheduled Board Meeting or at a special Board Meeting. The opportunity to be heard shall not affect the validity of any personnel decision of the Executive Committee unless the Board modifies or reverses such decision, which the Board may do by a simple majority vote.

ARTICLE 8 – RULES AND REGULATIONS

The Board may adopt and publish rules governing the day to day operation of Bainbridge Boys Lacrosse, including without limitation rules of competition, team formation, assignments and qualification requirements, registration, and conduct review procedures relating to any conduct by players, coaches, spectators, parents or Board Members on or off the playing field. Any provisions in the rules and regulations regarding paid personnel shall be consistent with Article 10.

ARTICLE 9 – INDEMNIFICATION

The Club shall indemnify any Board Member against any claim brought against such Board Member and arising out of the Board Member's official duties if the Board Member acted in good faith and not for his or her own personal financial benefit. Indemnification shall be limited to reasonable expenses actually and necessarily incurred in connection with defending such claim.

ARTICLE 10 - NUISANCE; CIVILITY

All members associated with the Bainbridge Island Lacrosse Club are expected to behave professionally while showing respect to other fans, other teams, referees, everyone within the Bainbridge Island Lacrosse community and the greater lacrosse community in Washington and beyond. All members are expected to adhere to Codes of Conduct, Parent and Student, adopted by Bainbridge Island Lacrosse Association.

When the Club encounters an individual who is dissatisfied in some capacity with the Club, the Club will act in good faith to meet that individual's needs. However, after earnest efforts have been made with respect and honesty to accommodate a Member's concern or complaint, the Club will have met its responsibility. It is within the discretion of the Board to determine that a complaint or concern is merely a component of an individual's unnecessary attempts to disrupt the work of the Club. The Club will communicate to the dissatisfied individual their belief and in appropriate circumstances reserves the right to issue a refund to the individual, who shall thereafter no longer be a Member of the Club.

ARTICLE 11 – AMENDMENTS

These Bylaws may be amended by a simple majority vote of Voting Board Members in attendance at any Board meeting called by the Board pursuant to Section 5.1, subject to the power of the Members to amend or repeal the Bylaws as set forth in the Articles of

Incorporation. Rules and Regulations may be amended by a majority vote at any Board meeting. All amendments will be posted to the Club's website within a reasonable time.