

Bylaws of Katy Lady Cavalier Lacrosse Club

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ARTICLE 1.0 NAME

1.1 Katy Lady Cavalier Lacrosse Club, herein referred to as the “club”.

ARTICLE 2.0 OBJECTIVE

2.1 The club believes that athletics can play a vital role in the development of young adults. The club’s mission is to provide an environment for players to compete at a high level while promoting the game of lacrosse through sportsmanship, responsibility, and respect.

ARTICLE 3.0 REGISTERED OFFICE

3.1 Registered Office and Agent. The registered office and registered agent of the club shall be as set forth in the Articles. The registered office or the registered agent may be changed by resolution of the Board, upon making the appropriate filing with the Texas Secretary of State.

3.2 Other Offices. The club may also have offices at such other places as the board of directors may determine or the club may require.

ARTICLE 4.0 MEMBERS

4.1 Registered players and their parents/guardians constitute the members of the organization. Membership is granted after receipt of a complete player registration and payment of the program registration fees. Once registered for a program the player is considered a member for the season. Membership in the club is not transferable or assignable.

4.2 Affiliations. The club and its members shall affiliate and comply with the authority of US Lacrosse and the Texas Girls High School Lacrosse League (South District), hereinafter referred to as “USLAX” and “TGHSL”. All players must have a current USLAX membership; it is the member’s responsibility to ensure their USLAX membership is always current.

4.3 Code of Conduct. Players are expected to adhere to the essential elements of the “Code of Conduct.” The emphasis on winning should never be placed above the value of good sportsmanship, concepts of fair play, or the skills of the game.

4.4 Discipline. The Board of Directors shall have the authority, to suspend, terminate or otherwise discipline any member, coach, player, or other persons whose conduct is considered detrimental to the best interest of the club.

4.5 Reinstatement. Upon written request signed by an expelled player, and/or family member submitted to the board, the board may, upon the affirmative vote of majority of the board, reinstate such expelled person(s) under reasonable and appropriate terms.

ARTICLE 5.0 DIRECTORS

5.1 Management of the affairs of the club shall be vested exclusively in the Board of directors and not in the members. The board may delegate management duties to committees and volunteers, provided that the Board remains responsible for the management of the club. The Board of Directors shall be responsible for and have the final authority, except as otherwise provided, for the following:

5.2 Number. The number of directors of the club will be at least four (4). The number may be increased or decreased from time-to-time by an amendment to these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director.

5.3 Term. Except as expressly provided herein, a Director shall hold office until the next annual election of Directors and until his successor shall have been elected, appointed, or designated and qualified.

5.4 Resignation. A Director may resign by providing written notice of such resignation to the board. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

5.5 Removal. The Board of Directors, by affirmative majority vote of all members of the Board, may suspend or expel a member for cause after an appropriate hearing.

5.6 Vacancies. If any vacancies occur in the Board of Directors, a majority of the directors then in office may choose a successor at a special meeting of members, each successor director so chosen shall be elected for the unexpired term of the predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be chosen and installed by a majority of the duly elected directors then in office.

5.7 Fiduciary Responsibility. Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity.

- Determine and advance the mission of the club
- Follow and enforce the organization's bylaws and board resolutions
- Establishes club policies and procedures
- Participate in strategic and organizational planning
- Understand club's financial position
- Selecting / evaluating performance of the staff
- Assessing its own performance as the governing body
- Escalate potential issues, including conduct, conflict of interest
- Maintain confidentiality about all internal matters

ARTICLE 6.0 MEETINGS OF BOARD OF DIRECTORS

6.1 Annual Meeting. An annual meeting of the members shall be held no later than the 31st of May each year, at a time and place selected by the Board of Directors; at which annual meeting, the voting members shall elect the board of directors for the following year, effective June 1st of that year. A complete list of members entitled to vote shall be available at the meeting of the organization.

6.2 General Meetings. Two general meetings of the members shall be held each year.

- The first meeting of the season should be held prior to start of player registration, usually coordinated with the beginning of the school year. The board shall present a full and clear statement of financial condition and annual operating plan of the club during the first meeting.
- The second meeting should be held in January, prior to the start of league play. During general meetings, the members may also transact any other business as allowed by these Bylaws that is necessary for the benefit of the Association.

6.3 Special meetings of members, for any purpose or purposes unless prescribed by these Bylaws, may be called by any member of the board. The President and Secretary are suggested to attend, but not required.

6.4 Written notice to all voting members for meetings. Notice shall be given stating the purpose, date, time, and location of the annual meeting or of a special meeting.

6.5 The attendance of a director at any meeting shall constitute a waiver of notice of 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.

6.6 At all board meetings, the presence of all but one of the Board shall be necessary to constitute a quorum for the transaction of business. When such a quorum is present at any meeting, the act of the majority of Directors present shall be the act of the Board of Directors except as may be otherwise specifically provided by these Bylaws.

6.7 Any director who is absent from two consecutive meetings of the Board of Directors without justifiable cause, will be subject to dismissal by the Board of Directors.

ARTICLE 7.0 CLUB ROLES, RESPONSIBILITIES, COMMITTEES

7.1 President - The President, shall see that all orders and resolutions of the Board and the Steering Committees are carried out. Ensure alignment with TGHSL and USLAX, represent club at district meetings. Serve as committee chair as needed. Ensure club risk management policies are reviewed and addressed. Assume or assign the duties of any officer who is unable to perform his/her duties until the vacant office is filled. Review and audit financial records, reports, and assist Secretary/Treasurer with filing any paperwork.

7.2 Vice-President - in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties prescribed by the board. Become familiar with and take responsibility for some of the duties carried out by the President.

7.3 Treasurer - keep full and accurate accounts of receipts and disbursements in books belonging to the club and shall deposit all moneys in the name and to the credit of the club's bank account. Oversee

production of annual budget for Board approval/adoption. File returns and all non-profit paperwork for the club to comply with Federal and State law. Facilitate timely payment of referees and any additional approved game expenses.

7.4 Secretary - attend all meetings of the board and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required.

7.5 Duties to be distributed or shared across board members, committees, and non-voting board positions. The duties will change from time to time and may or may not be standing positions or committees.

- Coaches steering committee
- Coaching and player development coordinator
- Fundraising Coordinator
- Communications from board
- Communications from coach
- Uniforms
- Special Events, functions
- Practice Field Coordinator
- Game Field Coordinator
- Tournament committee
- Website, Social Media
- Player registration application
- Fundraising
- General inquiries & response

7.6 Committee Formation. The Board may establish committees for the business of the club. A director shall chair each committee and establish a charter which will govern the committee's actions. Each committee chair shall enlist member support as needed and shall be responsible for accomplishing the goals/tasks established by the committee's charter. Recommended standing committees

7.7 The coach and assistant coaches report into the board of directors.

ARTICLE 8.0 BOOKS AND RECORDS, MINUTES

8.1 Minute Books. The organization shall keep correct and complete books and records of accounts and shall keep minutes of the meetings with its members and Board of Directors, and shall keep, at its registered office or principal place of business, a record of its voting members.

8.2 No bills shall be accepted from the regular account except those authorized by the Board of Directors.

8.3 Books and records may be audited once a year by an appointed committee of the Board of Directors.

8.4 All checks or demands for money and notes of the organization shall be signed by such Directors or officers or such other person or persons as the Board of Directors may from time to time designate, if not otherwise prescribed by these bylaws.

8.5 It will be a general practice to place all income in a common bank account, with the expenditures of same made in such a manner.

ARTICLE 9.0 FISCAL YEAR

9.1 The fiscal year of the organization shall begin on the first day of August and end on the last day of July on each year.

ARTICLE 10.0 WAIVER OF NOTICE

10.1 Whenever any notice is required to be given under the provisions of the Bylaws of the organization, 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 11.0 MISCELLANEOUS

11.1 This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

11.2 Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

11.3 Upon the winding up and dissolution of this organization after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

11.4 Any contract or other transaction between the organization and any of its directors (or any organization or firm in which any of its directors is directly or indirectly interested) shall be valid for all purposes notwithstanding the presence of such a director at the meeting authorizing such contract or transaction, or his participation in such meeting. The foregoing shall, however, apply only if the interest of each director is known or disclosed to the board of Directors and it shall nevertheless authorize or ratify such contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a majority is present, but not in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or transaction which would be valid in the absence of this section.

11.5 The organization shall indemnify any Directors, coaches, agents or players, or former Director, coach, agent or employee of the organization against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgments in connection with any action, suit or proceedings, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a , Director, coach or employee (whether or not a director, coach, agent or employee at such time costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The organization may also reimburse to any Executive Director, Director, coach, agent or employee, the reasonable costs of settlement or any such action, suit or proceedings it shall be

found by a majority of the committee of the directors not involved in the matter in controversy, whether or not a quorum, that it was to the interests of the organization that such settlement be made, and that such director, coach, agent or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, coach, agent or employee may be entitled by law or otherwise.

ARTICLE 12.0 BYLAWS

12.1 These bylaws may be altered, amended, or repealed at any meeting of the members at which a quorum of voting members is present or represented, by the affirmative vote of a majority of the members present or represented, at such meeting and entitled to vote thereat, provided notice of the proposed alteration, amendment, or repeal be contained in the notice of such meeting and such notice is given no less than one week prior to the meeting.

12.2 If any part of the Bylaws shall be held invalid or inoperative for any reason, the remaining parts so far as possible and reasonable, shall be valid and operative.