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**BYLAWS**  
**OF THE**  
**BADGERLAND LACROSSE ASSOCIATION**  
**(A Wisconsin non-profit organization)**



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## **ARTICLE I**

### **Office; Fiscal Year and Membership**

#### **Section 1.01. Registered Office.**

The registered office of Badgerland Lacrosse Association, hereafter referred as BLA, shall be an address designated by the current president, to be defined in Article IV.

#### **Section 1.02. Fiscal Year.**

The fiscal year of BLA shall begin on the first day of January in each year.

#### **Section 1.03. Membership.**

For all purposes of these bylaws, BLA's membership is comprised of regional lacrosse programs bounded by the boundaries of one or more school district boundaries that compete under the guidance of BLA, being defined by the level of competition of teams and a single team within a school or club ("Program"), provided that only one Program may have jurisdiction over lacrosse in any area. These competition levels are boys' youth and girls' youth. Each level of competition within the Program is considered to have voting membership in BLA ("Member").

Example: If a Program supports a boys' youth (senior, junior, bantam or all) and girls' youth, that Program would consist of two Members.

Program Members must be identified and contact information on file with the BLA Secretary no later than May 1 of each year. All Members must be in good standing with BLA. For a Member to maintain its "good standing," it must do all of the following:

- Pay BLA dues
- Be a member of US Lacrosse
- Accept and comply with BLA - Rules and Regulations

Each Member shall appoint one representative to represent it at BLA meetings. This individual shall hold active membership with US Lacrosse; shall act in the best interest of the Member he/she represents and shall have one vote on matters requiring a vote of the BLA membership. The same individual can represent more than one Member within a Program.

#### **Section 1.04. Program or Membership Suspension/Expulsion.**

A Program or Member may face expulsion, suspension or other disciplinary action due to the action of the Program's or Member's coaches, players, fans, or any other type of offense that is deemed by the BLA Board to be in violation of the rules and regulations of US Lacrosse,

Wisconsin Lacrosse Federation and/or BLA. A Program or Member may be suspended from BLA membership or made subject to lesser disciplinary action by the BLA Board. A Program or Member may be expelled from BLA membership only by 2/3 vote of the BLA membership.

**Section 1.05. New Programs.**

A new Program may request BLA recognition by submitting such request in writing and presented to the BLA board of directors. A Program requesting BLA recognition, must comply with Section 1.03 of the bylaws, not infringe upon any existing Program boundaries, and show good cause for wanting to be a BLA recognized Program.

A majority vote of the BLA Board of Directors present at a regular meeting, or special meeting called for the purpose of adding a new Program, provided a quorum exists, is needed to recognize a new Program into BLA.

## **ARTICLE II**

### **Board of Directors**

#### **Section 2.01. Powers**

The Board of Directors shall have full power to conduct, manage and direct the business and affairs; and all powers of BLA are hereby granted to and vested in the Board of Directors, except for those actions required by these bylaws to be taken by the BLA membership.

#### **Section 2.02. Qualification and Selection.**

Members of BLA shall elect the directors. Nominees for the Board of Directors should be persons who will help achieve or maintain balance on the Board of Directors with respect to various lacrosse constituencies (including, but not limited to, youth groups, high schools, individual clubs and game officials). Nominees, if elected, will be required to be registered members of US Lacrosse prior to taking office.

#### **Section 2.03. Number, Qualifications and Designation.**

(a) Each office must be held by a different person and it is preferred, but not required, that each of the directors shall be associated with a different Program.

(b) In lieu of the standards of conduct otherwise provided by law, directors of BLA shall be subject to the same standards of conduct, including standards of care and loyalty and rights of justifiable reliance, as shall at the time applicable to directors of The Wisconsin Lacrosse Federation. A director of BLA shall not be personally liable, as such, to BLA for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under the articles of incorporation, these bylaws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a director pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

#### **Section 2.04. Number and Term of Office**

The Board of Directors shall consist of eight (8) voting directors: President, Vice President- Boys' Youth, Vice President-Girls' Youth, Secretary, Treasurer, Sportsmanship Director and Communications & Marketing Director, and one (1) non-voting ex officio director: Immediate Past President. The term of each director shall be as set forth in Section 2.05.

#### **Section 2.05. Term of Office.**

The directors of BLA shall be elected for terms as follows;

- a. **President** – The president will be elected every two years, in the odd year, by the BLA membership and shall hold office until June 30th of the subsequent odd year and until a successor shall have been elected and qualified, or until death, resignation, or removal.

- b. **Vice presidents Boys' Youth and Girls' Youth** – These vice-presidents will be elected every two years and shall hold office until June 30th of their election year and until a successor shall have been elected and qualified, or until death, resignation, or removal. The Girls' Youth vice president will be elected during odd years, and Girls' High School and Boys' Youth vice presidents will be elected during even years, by the BLA membership.
- c. **Secretary** – The secretary will be elected every two years, in the even year, by the BLA membership, and shall hold office until June 30th of the subsequent even year and until a successor shall have been elected and qualified, or until death, resignation, or removal.
- d. **Treasurer** – The treasurer will be elected every two years, in the odd year, by the BLA membership, and shall hold office until June 30th of the subsequent odd year and until a successor shall have been elected and qualified, or until death, resignation, or removal.
- e. **Sportsmanship Director** – The sportsmanship director will be elected every two years, in the even year, by the BLA membership, and shall hold office until June 30th of the subsequent even year and until a successor shall have been elected and qualified, or until death, resignation, or removal.
- f. **Communications & Marketing Director** – The communications & marketing director will be elected every two years, in the odd year, by the BLA membership, and shall hold office until June 30th of the subsequent odd year and until a successor shall have been elected and qualified, or until death, resignation, or removal.
- g.

#### **Section 2.06. Annual Meeting and Election.**

The directors of BLA shall be elected at an annual meeting of the BLA membership. The annual meeting of the BLA Membership shall be held at the regularly monthly meeting in July or at such other time as may be determined by the board of directors, for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

- a. The voting individuals shall be representatives of the current BLA Members ("Voting Individual"). Each Voting Individual representing a Member shall be entitled to one and only one vote unless the Voting Individual informs the meeting's presiding director BEFORE any votes or nominations are taken that the Voting Individual represents more than one Member from a Program.

- b. A quorum at the annual meeting shall be the Voting Individuals in attendance.
- c. The agenda of the Annual Meeting shall include the nomination of the directors followed by an election vote for each director position to be voted on at the meeting. Any Voting Individual may nominate another Voting Individual to any position which is up for election at the meeting.
- d. A simple majority vote shall carry or defeat a motion except as otherwise provided for in these by-laws.
- e. Insofar as the election of directors, in the case of tie votes, succeeding votes will be taken until the tie is broken.

#### **Section 2.07. General Powers.**

All directors of BLA, as between themselves and BLA, shall have such authority and perform such duties in the management of BLA as may be determined by resolutions or orders of the BLA membership, or, in the absence of controlling provisions in resolutions or orders of the BLA membership, as may be provided in these bylaws. All members of the Board of Directors shall maintain the integrity of these bylaws.

#### **Section 2.08. The President.**

The president shall be the chief executive director of BLA and shall have general supervision over the activities and operations of BLA. The president shall sign, execute, and acknowledge, in the name of BLA, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the BLA membership, or by these bylaws, to some other director or agent of BLA; and, in general, shall perform all duties incident to the office of president, and such other duties as may be assigned by the Board of Directors. The president is the liaison to The Wisconsin Lacrosse Federation. The President will preside at monthly BLA meetings.



#### **Section 2.10. The Vice President- Boys' Youth.**

The vice president shall perform the duties of the president at the break-out meetings for the boy's youth division of BLA and such other duties as may be assigned to him or her by the BLA membership or the president. The Vice President-Boys' Youth shall oversee the boy's youth leagues and the officials of their respective divisions and shall work with the coordinators and the director of officials to schedule games. The Vice President-Boys' Youth shall work with coaches' representatives, Referee Coordinator and to schedule games / enforce rules / recruit and maintain teams.

#### **Section 2.11. The Vice President- Girls' Youth.**

The vice president shall perform the duties of the president at the break-out meetings for the girl's youth division of BLA and such other duties as may be assigned to him or her by the BLA membership or the president. The Vice President-Girls' Youth shall oversee the girl's youth leagues and the officials of their respective divisions and shall work with the coordinators and the director of officials to schedule games. The Vice President-Girls' Youth shall work with coaches' representatives, Referee Coordinator and to schedule games / enforce rules / recruit and maintain teams.

#### **Section 2.12. The Secretary.**

The secretary shall record all the votes of the directors and the minutes of the meetings of the BLA membership and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by BLA as required by law; shall be the custodian of the seal of BLA and see that it is affixed to all documents to be executed on behalf of BLA under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may be assigned by the BLA membership or the president. The secretary will directly supervise the web master, set dates, times, and locations for board meetings, distribute board meeting dates and notes to board members and member representatives to the board and compile and maintain BLA directory of board members, member representatives, member parent representatives, coaches, and other persons related to the business of BLA.

#### **Section 2.13. The Treasurer.**

The treasurer shall have or provide for the custody of the funds or other property of BLA; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by BLA; shall deposit all funds in his or her custody as treasurer in

such banks or other places of deposit as the Board of Directors may designate; shall, whenever so required by the Board of Directors, render an account showing all transactions as treasurer, and the financial condition of BLA ; and, in general, shall discharge such other duties as may be assigned by the BLA membership or the president. The treasurer shall collect fees from all teams for BLA sponsored events, pay officials for BLA sponsored events, and work with HS, youth, and Tournament coordinator to set fees for BLA events.

#### **Section 2.14. The Sportsmanship Director.**

The Sportsmanship director will work with all BLA Programs and the game official's representatives to implement and maintain a "Culture Keeper" system for each BLA Program throughout their organization and teams, serve as the primary contact WLF Sportsmanship Director regarding Positive Coaching Alliance (PCA) Clinics and Initiatives, Sportsmanship Card (Blue Card) Program, etc. The Sportsmanship director will be a member of the BLA Rules and Regulations Committee and have primary responsibility on the committee for handling sportsmanship related grievances and complaints.

#### **Section 2.15. The Communications & Marketing Director.**

The Communications & Marketing director will (1) maintain and keep current contact information each Program's Members (representatives) on the BLA website, including each Program's President and Treasurer, (2) work with the BLA youth directors to ensure the coach's listing and contact information for each team is kept current on the BLA website, (3) develop and maintain the BLA marketing budget, (4) report to the BLA board the effects of local marketing efforts, (5) develop local sponsor and media relations for chapter events, programs and initiatives, (6) coordinate all media coverage and publicity of BLA events, (7) be responsible for all programs and other promotional materials for BLA-sanctioned events, (8) give direction to the Webmaster, and (9) serve as the primary contact for the WLF Communications Director for disseminating WLF information to the BLA membership, having such information posted it to the BLA website and emailing it to the BLA membership as appropriate.

#### **Section 2.16. Past-President (a non-voting director).**

The Past-President shall strive to promote continuity and cohesiveness during BLA leadership transitions and shall have such additional powers and responsibilities as may be assigned by the President.

#### **Section 2.17. Advisory Positions**

Advisory positions provide valuable information and feedback to the Board. These positions also perform important tasks that support the function of BLA. As such they are positions that are compensated with an annual stipend in an amount determined established by the Board in the annual budget. To be eligible for the stipend each position shall provide all the tasks outlined the position descriptions below:

- The Referee/Umpire Coordinator(s) shall secure referees for all BLA-sanctioned games and tournaments for high school girls. Shall be responsible for recruitment, training and

certification of all officials. Shall work with other umpire/official associations to ensure on-the-field performance consistency throughout the state. Shall conduct a minimum of two meetings with officials and coaches to go over rules and regulations and shall work with WLF Representative. Shall attend monthly BLA meetings and/or provide reports on activities associated with the position description. This Coordinator(s) will Co-Chair the Officials Committee.

- The Web Master will administer and maintain the BLA website, including all information on the site, administer and maintain the website registration and hosting arrangements, and be responsible for content on BLA website.

#### **Section 2.18. Removal.**

Any director, committee, or other agent of BLA may be removed, either for or without cause, by the BLA membership or other authority which elected, retained or appointed such director, committee or other agent whenever in the judgment of such authority the best interests of BLA will be served thereby, but such removal shall be without prejudice.

#### **Section 2.19. Vacancies.**

(a) The Board of Directors may declare vacant the office of a director if such director is declared of unsound mind by an order of court, or convicted of felony, or for any other proper cause, or if within 60 days after notice of selection, the director does not accept such office either in writing or by attending a meeting of the Board of Directors.

(b) Any vacancy or vacancies in the Board of Directors because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, may be filled by a majority of the remaining members of the Board of Directors though less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.

#### **Section 2.20. Place of Meeting.**

Meetings of the Board of Directors may be held at such place as the Board of Directors may appoint, or as may be designated in the notice of the meeting.

#### **Section 2.21. Regular Meetings.**

Regular meetings of the Board of Directors shall be held monthly at such time and place as shall be designated by resolution of the Board of Directors. At such meetings, the directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws.

#### **Section 2.22. Special Meetings.**

Special meetings of the Board of Directors shall be held whenever called by the president or by two or more board members. Notice of each such meeting shall be given to each director

by telephone or in writing at least 24 hours (in the case of notice by telephone) or 48 hours (in the case of notice by registered mail or email) or five days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

### **Section 2.23. Quorum, Manner of Acting, and Adjournment.**

A majority of the voting directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of BLA.

### **Section 2.24. Standing and Other Committees**

- (a) The Board of Directors shall be advised by the following standing committees. Each standing committee shall be chaired by a director as set forth below. The members of each standing committee shall be appointed by the Board of Directors, which shall ensure that such members represent the interests of as many Members as is practicable.
  - (1) Rules and Regulations. Chair: Secretary. This committee shall propose to the Board of Directors rules and regulations to be followed by BLA Members. The committee shall also review in the first instance complaints registered with BLA regarding alleged violations of the BLA Rules and Regulations and propose resolutions of such complaints to the interested parties, and on its own motion take up any matter regarding compliance or violation of the BLA Rules and Regulations and propose resolution of such matter to the interested parties. If the committee's proposed resolution of a complaint is not acceptable to any of the interested parties, then the interested party or parties may seek review of the matter by the Board of Directors.
  - (2) Coaches. Chair: VP-Boys' Youth. This committee shall advise
    - (a) the Board of Directors on any matter associated with coaching, including but not limited to recruitment, training, evaluation and retention of BLA coaches,
    - (b) the Rules and Regulations Committee regarding changes to the BLA Rules and Regulations that are needed from the coaching perspective,
    - (c) the Officials Committee regarding matters of mutual interest, and
    - (d) the Youth Committee on the recruitment, training and retention of coaches of youth teams in areas under BLA's jurisdiction.
  - (3) Officials. Co-Chair: VP-Boys Youth and Referee/Umpire Coordinator. This committee shall advise

- (a) the Board of Directors on any matter associated with officiating, including but not limited to rules interpretation, needed rules changes, proper treatment of officials, and recruitment, training, evaluation and retention of BLA officials,
  - (b) the Rules and Regulations Committee regarding changes to the BLA Rules and Regulations that are needed from the officiating perspective,
  - (c) the Coaches Committee regarding matters of mutual interest, and
  - (d) the Youth Committee on the recruitment, training and retention of officials for youth games in areas under BLA's jurisdiction.
- (4) Youth. Co-Chair: VP-Boys' Youth and VP-Girls' Youth. This committee shall advise
- (a) the Board of Directors on any matter associated with youth lacrosse, including but not limited to the development and support of youth lacrosse programs by Members,
  - (b) the Rules and Regulations Committee regarding changes to the BLA Rules and Regulations that are needed from the youth lacrosse perspective,
  - (c) coordinate with all third-party vendors associated with youth lacrosse, and
  - (d) the Coaches and Officials Committees regarding matters of mutual interest.
- (5) Development. Chair: Treasurer. This committee shall advise
- (a) the Board of Directors on any matter associated with development, including, but not limited to grant opportunities and procurement; youth (boys, girls, co-ed) program growth and development; high school girls' growth and development;
  - (b) the Rules and Regulations Committee regarding changes to the BLA Rules and Regulations that are necessary to support growth and development;
  - (c) the Coaches Committee on development opportunities for coaches, teams and individual players; tournament recommendations; local, state and national player recognition processes and scholarships;
  - (d) the Officials Committee on opportunities for officials' development. This committee will be directly working to grow lacrosse in the Madison area, creating relationships and resources with school districts, park districts and lacrosse organizations, all the while building business relationships in the communities of Greater Dane County.

- (b) The Board of Directors may establish such other committees as it deems appropriate.

## **Section 2.25. Interested Directors; Quorum.**

No contract or transaction between BLA and one or more of its directors or between BLA and any other corporation, partnership, association, or other organization in which one or more of its directors have a financial interest, shall be void or voidable solely for such reason, or

solely because the director is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

(1) The material facts as to such relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(2) The contract or transaction is fair as to BLA as of the time it is authorized, approved or ratified, by the Board of Directors.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, which authorizes a contract or transaction specified in this section.

## **ARTICLE III**

### **Notice – Waivers-Meetings**

#### **Section 3.01. Notice, What Constitutes.**

Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, it may be given to the person, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier services, charges prepaid, or by femail transmission to his or her address supplied by the person to BLA for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws.

#### **Section 3.02. Waivers of Notice.**

(a) Whenever any written notice is required to be given under the provisions of the articles, these bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice.

(b) Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### **Section 3.03. Modification of Proposal Contained in Notice.**

Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the articles or these bylaws, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

#### **Section 3.04. Exception to Requirement of Notice.**

Wherever any notice or communication is required to be given to any person under the provisions of the articles or these bylaws, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with that person is then unlawful, the giving of the notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

### **Section 3.05. Conference Telephone Meetings.**

One or more persons may participate in a meeting of the board or a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.



## **ARTICLE IV**

### **Amendment of By-Laws**

#### **Section 4.01. By Directors.**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board of directors by affirmative vote of 2/3's or more of the directors at any meeting at which a quorum is in attendance. Nevertheless, bylaw provisions requiring a unanimous vote of the directors shall not be amended to reduce the required vote unless the amendment is approved by unanimous vote of the directors.

#### **Section 4.02. By Voting Members at the Annual Meeting.**

Any Member may require the Board of Directors to hold a vote of the Members of any proposed by-law amendment put forth by such Member at the Annual Meeting. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by affirmative votes of 2/3's or more of the Voting Individuals at the Annual Meeting

#### **Section 4.03. Implied Amendments.**

Any action taken or authorized by the board of directors, which would be inconsistent with the bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far as is necessary to permit the specific action so taken or authorized.

## **ARTICLE V**

### **Miscellaneous**

#### **Section 5.01. Chapter Affiliation.**

BLA is a Sub Chapter member of the Wisconsin Lacrosse Federation, which is in turn a Chapter of US Lacrosse, Inc. BLA shall always conduct its activities and programs and shall ensure that its member lacrosse entities conduct their activities and programs, in a manner consistent with the applicable by-laws, rules and regulation of WLF and US Lacrosse.

(a) Sub chapters within BLA will conduct its activities and programs in a manner consistent with the purposes of BLA and maintain its status as a recognized chapter of such organization.

#### **Section 5.02. Checks.**

Such one shall sign all checks and notes or more directors or employees of BLA as the Board of Directors may designate. No expenditure of \$500 or more and no commitment to expend such amount shall be made without the prior approval of the Board of Directors.

#### **Section 5.03. Contracts.**

Except as otherwise provided in these bylaws, the Board of Directors may authorize any director, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of BLA, and such authority may be general or confined to specific instances.

#### **Section 5.04. Deposits.**

All funds of BLA shall be deposited to the credit of BLA in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more directors or employees of BLA as the Board of Directors shall designate.