Bylaws of Oregon Lacrosse Club
Adopted: November 30, 2011
Amended: September 7, 2022
Amended: July 18, 2023

Article I. Name. The name of this entity shall be Oregon Lacrosse Club (OLC).

Article II. Purpose. This entity is formed exclusively for charitable, educational, or scientific purposes within the meaning of the Internal Revenue Code 501 (c)(3). The mission of the Oregon Lacrosse Club is to provide inclusive, accessible opportunities for children in grades 1-8 in Oregon and the surrounding communities to play lacrosse and encourage athletes to build discipline, confidence, self-esteem, and teamwork skills - both on and off the field.

Article III. Membership. The membership shall be made up of parents and legal guardians of participants who reside in the Oregon, Brodhead, Evansville, McFarland and Stoughton school districts and volunteer adult coaches,

Article IV. Board of Directors. The affairs of the entity shall be managed by its board of directors (board). The board shall have all the powers permitted to such a body under the Wisconsin Non-Stock Corporation Law, except as limited by these bylaws. The board shall consist of the following members: President, Vice President, Secretary, Treasurer, Youth Girls Club Director, Youth Boys Club Director, and Communications Coordinator.

During the general membership meeting of 2023, the President, Secretary, Youth Club Girls Director, and Communications Coordinator shall be elected for a 2 year period and the Vice President, Treasurer, and Youth Boys Club Director shall be elected to a 1 year period. Thereafter, terms shall be staggered as indicated below.

1. **Election.** The board members shall be elected to two-year terms by majority vote of the general membership at the annual general membership meeting. The positions elected at that meeting shall take effect at the next scheduled board meeting after the general membership meeting. The following positions shall be elected in odd calendar years: President, Secretary, Youth Girls Club Director, and Communications Coordinator. The following positions shall be elected in even calendar years: Vice President, Treasurer, and Youth Boys Club Director. No more than one board member may be elected from each household.

a. Nominations shall be made from the floor at the annual general membership meeting provided that each person nominated be available to confirm their willingness to serve if elected at the time of the nomination.

b. Balloting shall be by the present members with each member casting one vote for each position to be filled. At the request of any member, voting may be by written secret ballot. In the case of a secret ballot, the President shall appoint a committee from those present to collect and tabulate the ballots and report the results.

2. **Vacancy.** Any vacancies on the board shall be filled by the general membership at a special meeting called for the special election. The person elected shall serve the remainder of the vacated term.

3. **Removal.** Any board member may be removed for any reason. A motion to remove a board member may be made by a board member or a member of the general membership at any meeting of the board and give cause as to the removal. According to Robert's Rules of Order, after the motion is made and receives a second the motion shall go to the floor for discussion. This shall allow for the member to speak on their behalf or other members to have their comments noted for the minutes. The board member shall be removed by a 2/3 vote of the remaining board members effectively immediately. If more than one (1) board member is included in the motion, a special meeting of the general membership must be held where the general membership shall conduct the vote on the introduced motion. If a board member is removed, the procedure under vacancy shall be implemented to replace the vacated position.

4. **Quorum.** At least four (4) board members shall constitute a quorum for the transaction of business at any meeting of the board of directors.

5. **Compensation.** The board members shall not be paid a salary for their services or vote on any items that could impact them financially. Officers may receive a reduced tuition up to 100% of one child's registration fees in the same ways that are available to the general membership.

6. **Committees.** The board may designate one or more committees for any purpose by a majority vote. The committees, if any, shall have and may execute such powers as are provided by the resolution of the board designating such committee, as such resolution may from time to time be amended and supplemented. Each such committee shall elect a presiding officer from its members, shall fix its own rules governing the conduct of its activities and shall make such reports to the board of its activities as the board may request.

Article V. Duties of the Board. The duties of the board members shall be those enumerated herein, and any further duties designated by the board. The duties herein specified for board members may be transferred to and vested in such other officers as the board shall elect or appoint, from time to time and for such periods or without limitation as to time as the board shall order.

1. **President.** The president shall be the chief executive officer of the entity and shall have general supervision over the activities and operations of the entity, subject, however, to the control of the board. The president shall sign, execute, and acknowledge, in the name of the entity, deeds, mortgages, bonds, contracts or other instruments, authorized by the board, except in cases where the signing and execution thereof shall be expressly delegated by the board, or by these bylaws, to some other officer or agent of the entity; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the board. The president is the liaison to all state, regional and local lacrosse associations, or organizations.

2. **Vice President.** The vice president shall perform the duties of the president in the absence of the president and such other duties as may from time to time be assigned to him or her by the board of directors.

3. **Secretary.** The secretary shall record all the votes of the directors and the minutes of the meetings of the board of directors; shall see that notices are given and records and reports properly kept and filed by the entity as required by law and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors or the president. The secretary shall set dates, times, and locations for

board meetings, and make available relevant information to the general membership at least 2 days prior to scheduled meetings.

4. **Treasurer.** The treasurer shall have or provide for the custody of the funds or other property of the entity; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the entity; 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 from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer, and the financial condition of the entity; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors.. The treasurer shall collect funds from all entity sponsored events and work with all team coordinators to set and collect all fees and funds. Reconciliation of bank accounts should be approved by the President and financial statements be provided at all meetings of the board or upon request.

5. **Club Director(s).** There may be up to two (2) club directors (one for the youth boys and one for the youth girls) whom shall facilitate recruiting events including flier preparation/distribution in conjunction with the communications coordinator, communicate with coaching staff and team managers, be the liaison for governing bodies, coordinate fees for referees, encourage and provide opportunities for volunteers, work with team managers for other items as needed. Each club director shall secure reservations for indoor and outdoor space for practices and games.

6. **Communications Coordinator.** The communications coordinator shall oversee growth of the club and parent/player engagement through event coordination as well as media presence (print, social media, streaming, etc.), and perform ongoing maintenance of the website, including regular updates and registration set-up or designate a special appointment to support these duties

7. **Special Appointments.** At the discretion of the board, special appointments may be made to various positions, including but not limited to those listed below. Any additional appointments shall be agreed to by a majority of the board.

8. **Contracts.** A vote by the board may authorize any board member(s) to enter any contract, or execute or deliver any instrument in the name of and on behalf of the entity, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of the assignment or pledge made by the entity shall be executed in the name of the corporation by the president (or vice president and by the secretary or treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing board member.

9. **Budget.** Annually, the board shall develop a budget for the upcoming fiscal year. The process for development of the annual budget shall begin after the annual general membership meeting after new board members have joined. The budget shall be developed based on estimated numbers of athletes based on previous athlete counts. The Treasurer, treasurer's designee or committee shall develop the budget with support from previous budgets and coaches when necessary. The final budget shall be presented to the full board for approval. Once registration is complete the budget shall be revised and the amended budget shall be presented and approved by the board Budget items approved by the board shall not need

additional approval at time of expenditure unless the cost exceeds the budget item by $200 or more. The full board shall vote to approve non-budgeted expenditures and expenditures that exceed $200 of the approved budget item.

10. **Debt.** No indebtedness for borrowed money shall be contracted on behalf of the entity and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution by or under the board. Such authorization may be general or confined to specific instances.

11. **Checks, Drafts, Etc.** All checks, drafts or other order for the payment of money, notes, or other evidence of indebtedness issued in the name of the entity shall be signed by such board member of the entity and in such a manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the board.

12. **Deposits.** All funds of the entity not otherwise employed shall be deposited from time to time to the credit of the entity in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of board members.

Article VI. Annual and Regular Meetings. The annual meeting of the board shall be held on a date determined by the board between July 1 and August 31, for the purpose of electing officers, review of the annual financial reports, and for the transaction of such other business as may come before the meeting. The board may provide by resolution the time and place for holding additional regular meetings. The board must conduct a minimum of 6 meetings within each fiscal year. Notice of each meeting of the board shall be given to each board member at least 5 days prior to the meeting and to the general membership at least 2 days prior to the meeting.

1. **Special Meetings**. Special meetings of the board may be called by or at the request of any board member. The board member calling any special meeting of the board may fix any reasonable place and time for holding the special meeting. Once the meeting is scheduled, the time, date, location and purpose of the meeting shall be provided to the general membership.In the case of a special meeting to replace a sitting board member, the general membership must be contacted at least 7 days prior to the meeting with details of the position to be considered and the process for election as outlined in IV (1)(a-b).

2. **Conduct of Meetings.** Meetings of the board shall be chaired by the first board member listed below who is present at the meeting: president, vice president, treasurer, any board member chosen by the present board members. In the absence of the secretary, the chair may appoint any person present to act as the secretary for that meeting. The board shall conduct meetings according to Robert's Rules of Order.

3. **Notice. Waiver. Participation.** Notice of each meeting of the board shall be given to each board member at least 5 days prior to the meeting. The attendance of a board member at (or participation in) a meeting shall constitute a waiver of notice of such meeting, except where the board member objects at the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual regular or special meeting. Any or all directors may participate in a regular or special meeting or in a committee meeting, and any meeting may be conducted, through the use of any means of communication by which (1) all participating board members may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately

transmitted to each participating board member and each participating board members is able to immediately send messages to all other participating directors.

Article VII. Fiscal Year. The fiscal year of the entity shall end on the last day of June each year.

Article VIII. Amendments. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board of directors by affirmative vote of a majority of the board members present at any meeting at which a quorum is in attendance.

Article IX. Dissolution. Upon the dissolution of the organization by a majority vote of the general membership in attendance at a special called meeting, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.