

KELLER LACROSSE ASSOCIATION

PREAMBLE It is our desire that all competition be conducted on the highest level and that every member associated with the Keller Lacrosse program emphasize, by word and action, the virtues of team spirit, healthy competition, and sportsmanship.

ARTICLES ARTICLE I. This corporation shall be called the Keller Lacrosse Association (KLA), hereinafter referred to as the "Association". The Keller Lacrosse Association Teams will thereafter be referred to as the "Teams". The Association is organized as a Texas Non-Profit Corporation. The principal office of this Association shall be situated in the State of Texas at such specific location as the Executive Board shall determine from time to time. The Association may also have such other offices as the Executive Board determines from time to time.

ARTICLE II. PURPOSE The Purpose for the Association shall be to:

1. Establish and support lacrosse teams for the students in the Keller Independent School District (KISD) and neighboring areas who want to learn and participate in this sport. Our mission is to help promote and grow the sport of lacrosse in this area.
2. Help develop leadership ability and foster team spirit among the athletes of the Association.
3. Promote the development of the game of lacrosse in the community by providing an organized, respectful, safe, team-oriented program where players can learn the fundamentals of lacrosse, develop the skills to be competitive in lacrosse, build the characteristics of good sportsmanship and strong character, and promote fundraising to ensure sound financial responsibility of the organization.
3. Promote the visibility of Lacrosse as a sport and facilitate communication between the Teams, Association and the community.
4. Provide financial support from fundraising activities to support activities that are consistent with the needs of the Association and Teams to ensure the long-term financial stability of the program and to support the costs of equipment, uniforms, liability insurance, referees, and other associated expenses.
 - a) These funds shall be used exclusively for the benefit of the Association.
 - b) No earnings or assets of the Association shall be distributed to its members, officers, or other private persons.
5. Represent area athletes and their parents within the rules and bylaws of US Lacrosse (USL), Texas High School Lacrosse League (THSLL), DFW lacrosse League (DFWLL), and any other league or tournament agreement entered into by the Association.
6. The general purpose for which the Association is organized are exclusively charitable, scientific, religious, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding federal

tax law. The Association will not carry on any activities not permitted to be carried on by a corporation exempt from federal tax under section 501(c)(3) of the Code.

ARTICLE III. MEMBERSHIP

1. All male students in grades K-12 residing in the Keller Independent School District will be eligible to participate in the Keller Lacrosse Association. Male Students are identified as a male on their official birth certificate form Those not residing-in the KISD, but who may be eligible in accordance with the THSLL, DFWLL, or future associated league eligibility rules may also participate with the Association with THSLL and KLA board approval. The Association board will determine the number and type of teams.
2. The Executive Board, based on the anticipated budget for the coming season, will determine fees for participation with the Association.
3. All students playing lacrosse for the Association must have their payment of dues current before the start of the season or made satisfactory arrangements with the Board and be members in good standing of the Association. If you were not in good standing with the program the previous season, players will not be able to participate until full payment is received for upcoming season
4. Membership for spring and / or fall is valid until the end of that Calendar year unless the member terminates membership earlier by graduating, moving, or any other indicators signaling a departure from Keller Lacrosse.
5. All students and parents must sign a Code of Conduct upon registration, which will include the following:
 - a) Will abide by the KISD no pass, no play requirements and all other KISD eligibility requirements.
 - b) Will abide by the student code of conduct for extracurricular activities as published by KISD.
 - c) KISD student code of conduct for extracurricular activities will supersede all rules and regulations of the Association as it relates to player misconduct.
6. All students must also have obtained their US Lacrosse membership for the current year pursuant to insurance regulations and may not participate with the organization until his US Lacrosse membership is verified.
7. A Member is the parent or guardian of a minor player, or a player who has reached adulthood. However, there shall be only one Member vote per family for each Player in that family.

8. Each Member in good standing (referred to as "voting members") shall be entitled to cast one vote per player per family with respect to those matters submitted to the members for action or approval. Votes may be taken by voice, by a show of hands, online ballot or by written ballot. However, in the election of directors, voting shall be by secret ballot. There shall not be any voting of members by proxy unless determined by the Board.

ARTICLE IV. BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by its Board of Directors also referred to as the Executive Board.
2. The number of officers and directors shall be no less than three (3) and no more than eleven (11), provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not decrease to fewer than three (3).
3. The Association shall be represented by an Executive Committee consisting of four (4) elected officers. The elected officers shall be: a. President b. Vice President c. Secretary d. Treasurer
4. In addition, there will be seven (7) other Director positions consisting of:
 - a. High School Director
 - b. Youth Director
 - c. Bantam Director
 - d. Director of Fundraising
 - e. Director of Communication
 - a. Program Director
 - f. Director of Information / social media
5. The act of the majority, of those present and voting, shall be the act of the Board of Directors.
6. Officers and Directors shall be elected for a term of one (1) year. The term of office shall be consistent with the fiscal year.
7. No member shall run for more than one office at a time.
8. No member shall hold more than one office at a time.
9. Program Director is a contracted position by board vote, terms are determined by associated contract, provided individual is within good standing during the term of the contract.

10. Vacancies occurring in a Board position resulting from the death, resignation, removal, other cause, or as a result of a new board of directors position being created, shall be filled by appointment by a majority vote of the remainder of the Board, except if that vacancy is the position of the President. The appointed person shall serve for the remainder of the term. In the event the office of President shall become vacant, the Vice-President shall serve as President for the remainder of the term.
11. Officers and Directors shall serve without compensation, Except for contracted members for the activities concerned with his/her board position other than reimbursement for expenses generated on behalf of KLA.
12. A voting member of the Board, who is not in contract shall not be a head coach of the KLA High School program. He / She may serve in an advisory capacity to the Board.
13. No two signers of KLA bank accounts can be related or live in the same house.
14. Removal of any Board member (with or without cause) requires a two-thirds (2/3) vote of the Board of Directors.
15. Cause for removal exists (without limiting other causes for removal) whenever an officer or director:
 - a) fails to attend three (3) consecutive regular meetings of the Executive Board, notwithstanding that he or she otherwise qualifies for office.
 - b) is convicted of a felony.
 - c) has committed a material breach of his or her fiduciary duty.
 - d) has committed an act of moral turpitude.
 - e) ceases to be a member in good standing of the Team while in office.
 - f) has an undisclosed conflict of interest(s) to the KLA Board.
 - g) has become a counterproductive member of the board not fulfilling their role
16. A Board member may resign at any time by providing written notice of such resignation to the Association.
17. Board members of Association will serve as volunteers and shall not be personally liable for the debts, liabilities or other obligations of Association.
18. Subject to any limitations of the Articles of Incorporation, the Texas Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Team shall be controlled by the Executive Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the officers and directors shall have the following powers:

- a) To appoint and remove all officers of the Team subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.
- b) To conduct, manage and control the affairs of the Team, and to make such rules and regulations therefore, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best
- c) To designate any place for the holding of any membership meeting or Board of Directors meeting, to change the principal office of the Association for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.
- d) To manage in such a manner as they may deem best, all funds and property, real and personal, received and acquired by the Association, and to distribute, loan or dispense the same or the income and profits therefrom.
- e) Every officer and director must be a member in good standing of this Association.
- f) All Officers and Directors are responsible to the KLA Executive Board.

ARTICLE V. ELECTION OF BOARD OF DIRECTORS

1. The KLA annual meeting of the Voting Members shall be held at in the Spring of each year, Between June 1st and June 31st , and/or such other time as the Executive Board may fix in the notice of such meeting, at the principal place of business of the Association or in such other place as may be designated by the Executive Board
2. Nominations for directors shall be received 2 weeks prior to annual meeting. The general membership will vote for each officer and director position. The candidate receiving the greatest number of votes shall be deemed elected.
3. If determined by the Board of Directors, the annual election of directors by the voting members of KLA shall take place by online, mail and/or in the general membership meeting. If it is so determined, ballots shall be e-mailed, mailed, online, or otherwise delivered to all voting members not more than sixty (60) days before such annual meeting of the members and, to be valid, ballots must be completed, submitted, mailed (or

otherwise delivered) to the Association and received by a date specified in the ballot, which shall be not less than seven (7) days before such annual meeting and/or at the meeting if voting in person.

4. Vacancies not filled, or occurring during the year, may be filled by a majority vote of the standing Board of Directors.
5. Newly elected Board members will attend the Board of Directors meetings beginning in his/hers first month in office following his/her election.

ARTICLE VI. EXECUTIVE MEETINGS

1. The Board shall meet monthly or as needed during its term.
2. The Executive Committee may call for a Board meeting. A minimum of two (2) day's notice must be given in writing or via email and shall be given to the Secretary.
3. No votes can be taken, or amendment made at a Board meeting without a quorum present (one more than 50% of the standing Board of Directors).
4. Board of Directors will be considered present if in person or participating via a conference telephone or other live communication equipment with both auditory and verbal capacity.
5. Where there are insufficient items to hold a meeting, the President may poll by telephone, virtual meeting platform, or app-based platform via cellphone and/or email all the members of the KLA Board to obtain their vote and notify each member of the Board within three days of the date of the vote as to the results.
6. In the event of a tie vote the President shall vote to break the tie.
7. Other meetings of the organization may be called by the President as required to discuss other business.

ARTICLE VII. GENERAL MEETINGS

1. An annual general membership meeting of the voting members shall take place in the Spring of each year, -Between June 1st and June 31st or any such time as the Board of Directors deems necessary.
2. At each annual meeting the officers and directors of the Association shall then be elected, but if such a meeting is not held or if officers and directors are not elected thereafter, they may be elected in any special meeting of the voting members held for that purpose.

3. Special meetings of the voting members for any purpose or purposes may be called at any time by the President, or by a majority of the directors, or upon written petition by at least ten percent (10%) of the voting members.
4. The presence in person of the lesser of twenty-five (25) voting members or ten percent (10%) of the voting membership shall constitute a general meeting quorum. The members present in person at such a meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.
5. Notice of each regular and special meeting shall be given to each member entitled to vote thereat, either personally or by prepaid mail, or by facsimile transmission or other electronic means, addressed to each member at the address appearing on the books of the Team. Such notices shall be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the annual meeting shall designate it as such.

ARTICLE VIII. BOARD OF DIRECTORS RESPONSIBILITIES (This Needs to be cleaned up to match the current roles.....

1. **President** - The President shall preside over all business meetings of the Board. He/she shall be an ex-officio member of all committees and shall represent the Association as necessary. The President shall have signature authority on the Association's bank account. He/she shall serve as spokesperson for the Association in public matters and be a liaison to US Lacrosse and KISD. In instances where disciplinary measures appear appropriate or are recommended, the President will convene a special meeting of the Board of Directors. The President only votes when there is a tie vote.
2. **Vice President** - The Vice President shall assume all duties of the President during his/her absence. His/her responsibilities include but are not limited to: recruiting members for the Board and volunteers, nominating Committee Chairs, and maintaining insurance for the Association, and administrative liaison for all Committees in the Association, and any other duties as assigned by the President or Association. He/she shall have the authority to sign checks. Run Impact testing and Positive Coaching Alliance programs. Serve as the Field and Space Scheduling Manager. PCA Contact: Work with PCA on Program, Communicate and promote PCA within the club. Schedule date, time and meeting space. Field and Space Scheduling Manager: Coordinate game day field requests for HS, Youth and Bantam. Communicates field needs to KISD and follow up. Work with the coaching manager and coaches and communicate the field schedule for practices. Work with KISD

to schedule any HS practices away from Indian Spring Middle School (ISMS). Determine the for need field closures due to wet fields or weather conditions and communicate such closures to coaches, team managers and the Board of Directors. Schedule and reserve space for board meetings, and club meetings.

3. **Secretary** - The Secretary shall keep a record of all Board and Association meetings. The Secretary shall maintain a database of Board Member, Coach, Parent, and Player information. The Secretary shall be responsible for maintaining all Association documents, maintaining all correspondence with the leagues' governing bodies, and any other duties as assigned by the President or Association.
4. **Treasurer** - The Treasurer shall have custody of all funds of the Team and Association, keep books of accounts and records including bank statements, receipts, budgets, invoices, paid receipts and canceled checks for five years, make disbursements as authorized by the President, Executive Committee, or Association in accordance with the budget adopted by the Association, sign on bank accounts, present a financial statement at board meetings, and at other times when requested by the Association or Executive Committee, submit books to the auditing committee as requested, and file any necessary tax reports for city, county, state and federal entities in a timely manner.
5. **High School Program Director** - The High School Program Director (HS Director) is responsible to manage the High School teams to be in compliance with the associated league's governing body. The HS Director is required to attend the league General Body meeting and Point of Contact meeting. The HS Director will coordinate team tryouts and communicate plans with players and parents. The HS Director is responsible for registering teams with the league. The HS Director will schedule games with other programs and work with the Field and Space Scheduling Manager to reserve home game fields and times. The HS Director is responsible for High School game day coordination of field set up and take down for home games, including game day reports, announcers, timekeepers, site administrators, etc. The HS Director is responsible for communications with parents as it pertains to schedules, notices, newsletters, etc. for the High School Teams. The HS Director is responsible to discuss the Parent's and Player's Code of Conduct with each High School player and parent and that each player and parent signs it prior to the first practice they attend. The HS Director will be the liaison for the disciplinary committee as it pertains to High School lacrosse program.
6. **Youth Program Director** - The Youth Program Director (Youth Director) is responsible to manage the Youth teams to be in compliance with the associated league's governing body. The Youth Director is required to attend the league General Body meeting, the Point of contact meeting and the league scheduling meeting. The Youth Director will schedule at least half of all youth games prior to scheduling meetings by sending emails to other programs' contacts. The Youth Director will create spreadsheets for coaches prior to scheduling meetings to communicate open home game time slots to coaches, etc. The Youth Director will work with the Field and Space Scheduling Manager to reserve home

game field ties. The Youth Director will coordinate team tryouts, appoint head Team Managers to communicate with players. The Youth Director is responsible for registering teams with the league. The Youth Director is responsible for Youth game day coordination of field set up and take down for home games, including game day reports, announcers, timekeepers, site administrators, etc. The Youth Director is responsible for communications with parents as it pertains to schedules, notices, newsletters, etc. for the Youth Teams. He/she is responsible to discuss the Parent's and Player's Code of Conduct with each Youth player and parent and that each player and parent signs it prior to the first practice they attend. The Youth Director will be the liaison for the disciplinary committee as it pertains to the KLA Youth lacrosse program.

7. **Bantam Program Director** - The Bantam Program Director (Bantam Director) is responsible to manage the Bantam teams to be in compliance with the associated league's governing body. The Bantam Director is required to attend the league General Body meeting, the Point of Contact meeting and the league scheduling meeting. The Bantam Director will schedule at least half of all youth Games prior to scheduling meetings by sending emails to other programs' contacts. The Bantam Director will create spreadsheets for coaches prior to scheduling meetings to communicate open home game time slots to coaches, etc. The Bantam Director will work with the Field and Space Scheduling Manager to reserve home game field ties. The Bantam Director will coordinate team tryouts, appoint head Team Managers to communicate with players. The Bantam Director is responsible for registering teams with the league. The Bantam Director is responsible for Bantam game day coordination of field set up and take down for home games, including game day reports, announcers, timekeepers, site administrators, etc. The Bantam Director proposes a budget for Youth coaches' salaries, coaches' gear, coaches' expenses, fields, equipment and other requirements to run a successful program. The Bantam Director obtains permits and permission from the respective organization(s) necessary for building and field use. The Bantam Director is responsible for communications with parents as it pertains to schedules, notices, newsletters, etc. for the Bantam Teams. He/she is responsible to discuss the Parent's and Player's Code of Conduct with each Youth player and parent and that each player and parent signs it prior to the first practice they attend. The Bantam Director will be the liaison for the disciplinary committee as it pertains to the KLA Bantam lacrosse program.
8. **Director of Fundraising** - Oversees all association fundraising in addition to concession operation and staffing. He/she shall coordinate with the Treasurer in the financial needs of the association and arrange fundraising activities.
9. **Director of Communications** - Oversees community outreach and exposure; including but not limited to public relations, advertising signs, team photographs, manages representation in those annuals represented, if applicable, at the HS, MS, IS, and ES levels. Shall be responsible for liaison with KISD campuses. Shall coordinate appropriate city permits if applicable. Will provide promotional flyers when needed and coordinate press releases with Board approval when applicable.

- 10. Director of Spirit Wear / Uniforms** - Manage the buying process and inventory for the uniform and spirit wear needs of the Association. Serve as the designated contact for all uniform orders, practice attire, and spirit wear for the lacrosse teams. Understand on going needs during the year as they arise for all teams. Obtain Board approval for all uniforms and spirit wear.
- 11. Director of Information / Webmaster** - Manages and maintains the information for the organization on the Keller Lacrosse Association website. Working in conjunction with the President, Bantam, Youth and High School Directors, to establish best practices for information development, updates, security, and distribution. Shall develop and implement the online registration. Oversees and maintains the website and social media. Train all Team Managers and serve as contact for all of the website related duties (including but not limited to sending emails, setting up / editing practices, and adding / editing games). Verify US Lacrosse numbers, Coaches training, and Code of Conducts.

ARTICLE IX. COACHES

1. A Coach is a qualified instructor who is invited by the Board to provide instruction, mentor and be a role model to members of the lacrosse Team. A Coach need not be a member of the Association.
2. Each Coach may enjoy all the privileges of the Association, except that they may not vote or hold any office within the Association unless they are also a Member of the Association. However, a Coach may serve as a member of any committee of the Association.
3. The Head Coach of a Team has game day authority regarding a player's status, including playing time, position, and suspension and/or expulsion from the game. If this cannot be resolved at the team level, any concerns pertaining to this should be addressed to a Board member and/or the Board. The Board has final authority of a player's continued participation after a suspension or expulsion.
4. Current background checks will be required of all Association Coaches in addition to any US Lacrosse, league, and local coaching requisites. All volunteer and Contracted Coaches at the Youth levels and High School Coaches must have an active US Lacrosse Membership with criminal background checks, coaches code of conduct and passing abuse prevention training. This will be paid for by the individual coach.
5. If the Board feels that the Coach is not following the league rules, bylaws, Coaches code of conduct and / or mission statement of the Keller Lacrosse Association, members of the Executive Board or Board members will first meet with the Coach in person, email, or over the phone to address the discrepancies and allow the Coach to explain. If the explanation does not satisfy or the behavior does not change to the satisfaction of the

Board, the Board has the right to suspend and or dismiss the Coach from the Keller Lacrosse Association.

6. Each Contracted Coach is an independent contractor and must, as a condition of approval, either: a) provide his or her own workers disability compensation insurance; or b) sign a waiver of liability for any loss, expense or injury arising from the conduct of Team related business.
7. To become a Coach, a candidate must submit a written personal resume and example practice and game plan to the Board and receive the approval of the Board. Parents are prohibited from being contract coaches at the high school level.
8. Any Coaching payments, contracts and/or stipends must be approved by the Board. The Board may vote to adjust or withhold payment amounts due to a Contract Coach for excessive absences causing missed practices or games.
9. The Assistant Coaches of each team will be selected by the Head Coach of each Team with the approval of the Board.
10. All Coaches are responsible to their teams as well as being open to any recommendations, feedback for changes or specific directions provided by KLA Board. A coach may return to the KLA program assuming they left in good standing and are re-approved by the Board. Provided that person was not suspended or terminated nor left KLA under any legal separation agreement. Any Coach who sought or threatened legal action against KLA is forever prohibited from returning to KLA in any capacity.
11. All Coaches will sign a Coaches Code of Conduct form. Volunteer coaches will sign a Volunteer Coaching guideline form. Violating any of Keller Lacrosse coaches code of conduct policies can result in practice and or game suspension, or termination from the lacrosse program whether volunteer or contract coach.

ARTICLE X. COMMITTEES

1. Committees may be appointed and formed by the Board of Directors for any specific purpose not contrary to the purpose of the Association.
2. Each Committee shall have a Committee Chairperson.
3. All Committee Chairs shall serve without compensation for the activities concerned with his/her committee position.
4. Each Committee Chair will come from recommendations from a member of the Board of Directors The Board will vote by simple show of hands and simple majority with the

candidates absent from the process. The Committee Chair will serve until resignation, re-appointment by the Board, or until dissolution of Committee.

5. All Committee Chairs will fulfill their obligation(s) of their office pursuant to and execute their duties consistent with the Purpose stated in these By-Laws.

ARTICLE XI. CONFLICT OF INTEREST

1. The purpose of the conflict-of-interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Director or Committee member of the Association. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Definitions:
 - a) Interested Person: Any officer, director, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
 - b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or active investment interest in any entity with which the Association has a transaction or arrangement.
 - ii. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
 - iii. A potential ownership or active investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
3. Procedures:
 - a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the director and member committees with governing board delegated powers considering the proposed transaction or arrangement.
 - b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board and committee members shall decide if a conflict of interest exists.

c) Procedure for Addressing the Conflict of Interest:

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, and whether it is fair and reasonable. In conformity with the above determination, it shall make a decision as to whether to enter into the transaction or arrangement

4. Violations of the Conflict-of-Interest Policy:

- a) If the Board or committee has cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. All proceedings will be recorded in the minutes of the governing board or committee, with each member's conflict of interest, or allegations thereof.
- c) Individuals will disclose to the KLA Board any direct business relationships or activities that involve being active within other Lacrosse Clubs or programs, other nonprofits, or other Lacrosse board of directors' participation.

5. Periodic Reviews: To ensure that the Association operates in a manner compliant with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews of all transactions and arrangements shall be conducted.

ARTICLE XII. ANNUAL BUDGET

1. The fiscal year of the "Team" shall be from August 1st to July 31st. The budget shall be developed by the President and the Treasurer with the input of the Board, the Committee Chairs, and/or any other sources solicited by the President.
2. Expenditures of funds belonging to the Association for expenses not in the budget or exceeding the approved line item in the budget not exceeding Two Hundred Fifty Dollars (\$250.00) require authorization by the President and Treasurer. All expenditures exceeding Two Hundred Fifty Dollars (\$250.00) must be approved by a majority of the Board.
3. A Treasurer's Report shall be presented at every Board meeting.
4. A Budget will be presented annually at the Fall Meeting.
5. All contracts entered into for and / or on behalf of Keller Lacrosse Association must be approved by the Board.
6. Once the annual budget is approved up to two percent of revenue can be used for specific adult volunteer recognition in the Fall & Spring season, in the form of thank you gift cards or KLA team spirit apparel. Specifically for adult volunteers who take on and complete special projects by devoting significant time, planning events or contributing material resources for the betterment of KLA. Any gift card or award of recognition should be approved by the executive board or board of directors. Gift card purchase will be expensed by the Treasurer or President.

ARTICLE XIII. AMENDMENTS TO BYLAWS

1. Except those items specified in these Bylaws as not being subject to amendment, if any, these Bylaws may be adopted, amended, restated or repealed by the Executive Board subject to membership ratification, and shall be effective only upon such ratification.
2. Membership ratification shall require the affirmative vote of at least a majority of the quorum of voting members.
3. The proposed amendment shall be sent to each member at least five (5) days prior to any vote on the amendment.
4. Prior to each annual meeting of the Board, the Board or an ad hoc committee appointed by the Board shall review these bylaws and recommend any necessary changes thereto.

5. If determined by the Executive Board, approval of Bylaw amendments by the voting members of KLA shall take place by online, mail and/or in the general membership meeting.

ARTICLE XIV. INDEMNIFICATION

1. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Association or, while serving as a director or officer of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Association to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the corporation to provide broader indemnification rights than state law permitted the Association to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Association shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Executive Board of the Association. To the extent authorized by state law, the Association may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.
2. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.
3. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or

arising out of his or her status as such, whether or not the Association would have power to indemnify the person against the liability under these bylaws or the laws of the state of Texas.

4. The Association may, to the extent authorized from time to time by the Executive Board, grant rights to indemnification and to payment by the Association, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of the Association to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Association.
5. If there is any change of the Texas statutory provisions applicable to the Association relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Association to provide broader indemnification rights than the provisions permitted the Association to provide before the change. Subject to the next Section, the Executive Board is authorized to amend these bylaws to conform to any such changed statutory provisions.
6. No amendment or repeal of this Article shall apply to or have any effect on any director, officer, employee, or agent of the Team for or with respect to any acts or omissions of the director, officer, employee, or agent occurring before the amendment or repeal.
7. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Team's status as a tax-exempt organization described in 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE XV. FISCAL YEAR

1. The fiscal year of the Association shall begin August 1st and end July 31st.
2. To ensure that the Association operates in a manner compliant with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews of all transactions and arrangements shall be conducted.
3. An auditing Committee consisting of three (3) members shall be appointed by the Board of Directors and may not include anyone who is listed as a check signer at the bank. One member of the Audit Committee must be on the Board of Directors. The Auditing Committee shall present annual findings report to the Board of Directors. The findings report will be made available to anyone upon reasonable request to the Secretary.

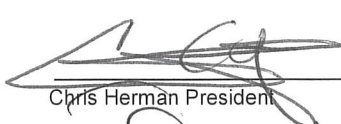
ARTICLE XVI. TAX EXEMPT STATUS - SECTION 501(C)(3) OF THE IRS CODE


This association is organized exclusively for charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. 14


1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles of organization.
2. Notwithstanding any other provision of these articles, the association shall not carry on any activities not permitted to be carried on by an corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
3. Upon the dissolution of this corporation, assets shall be distributed exclusively to the KISD Athletic General Fund, exempt under section 501(c)(3) of the Internal Revenue Code.

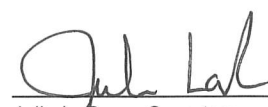
June 12, 2025 State of TEXAS County of TARRANT

I hereby certify that I am the duly elected Officer of Keller Lacrosse Association; the attached hereto are the Bylaws of the within named Association, and that such have been duly enacted and are in full force and effect as of the date hereof.

 Date 8/4/25
Chris Herman President

 Date 8-4-25
Dan Andrews, Vice President

 Date 8/4/25
Colin Casey, Treasurer

 Date 8/4/25
Julie LaReau, Secretary