

Adopted November 15, 2014

MINNESOTA BOYS' SCHOLASTIC LACROSSE ASSOCIATION BYLAWS

Mission Statement: To organize, develop, and promote lacrosse in Minnesota and bordering states, and to honor the game by instilling the values of scholastic achievement, sportsmanship, and athletic development.

ARTICLE I—NAME OF ORGANIZATION

The name of this organization shall be the Minnesota Boys' Scholastic Lacrosse Association ("Association").

ARTICLE II—MEMBERSHIP

A. Defined Terms:

1. **Member:** a school- or community-based organization that sponsors lacrosse teams in the Association.
2. **Member in Good Standing:** a Member that is not on Probation or Suspended and is therefore eligible to cast a vote at a meeting.
3. **Membership:** the Representatives from each Member in Good Standing.
4. **General Meeting:** any member meeting called in accord with these Bylaws or the Operating Policies.
5. **Probation:** non-voting Member status for violation of these Bylaws or the Operating Policies. Teams on Probation may compete in Association games or events.
6. **Representative:** one designated person to represent a Member of the Association, regardless of the number of teams sponsored by that Member.
7. **Suspension:** non-voting Member status for violation of these Bylaws or the Operating Policies. Suspended Members may not compete in Association games or events.
8. **Quorum of Members:** ten percent (10%) or more of the total number of Members in Good Standing. Each Member is limited to one vote, regardless of the number of teams sponsored by that member, and Members may only vote on issues affecting levels of play for which they sponsor a team.

B. Membership in the Association is available to all non-profit lacrosse associations, municipal recreation departments and school-sponsored organizations representing public or private schools in Minnesota or in approved North Dakota, South Dakota, Iowa, and Wisconsin cities near the Minnesota border. New Members are approved by the Membership at a General Meeting.

C. Each Member must:

1. Acknowledge and abide by these Bylaws and Operating Policies and the authority of the Board of Directors ("Board") to interpret and apply these Bylaws and the Operating Policies.
2. Pay all fees, fines and assessments.
 - a. Members will be required to pay an annual membership fee, which is to be a set amount for each Member, regardless of the number of participating teams, as established by resolution of the Board and defined in the Operating Policies.
 - b. The Association will have the authority to collect annual dues, late fees, fines, or

other specific fees from Members.

- c. The Association may request a special assessment of all Members equally to cover unusual expenses for the Association, which are not included in the budget. Special assessments must be approved by a majority of the Quorum at a General Meeting.
- d. All Members are required to pay all dues and outstanding fees by the specified due dates in the Operating Policies or they may be placed on Probation by the Board.

D. The Members of this Association shall not, as such, have any right, title, or interest in the real or personal property of this Association.

E. Member status and Member disciplinary action:

- 1. Failure of a Member to abide by these Bylaws or Operating Policies shall subject that Member to disciplinary action as decided by the Board.
- 2. Disciplinary action may include placing Members on Suspension or Probation, levying fines, and other actions the Board chooses.
- 3. Members on Probation lose their right to vote at meetings.
- 4. Suspended Members lose their right to vote at meetings and may not compete in Association games or playoffs.
- 5. Any disciplinary action that amounts to a Suspension or termination of that Member's privileges in the organization must be carried out in accordance with Minnesota Statutes Section 317A.411.
- 6. Membership in the Association may be revoked by a vote of two-thirds (2/3) or more of the Quorum at any General Meeting.
- 7. Any Member subject to disciplinary action by the Board shall have the right to appeal the decision of the Board to the Membership for reconsideration as provided for in these Bylaws. The appeal must be filed with the Secretary within seven (7) days, who shall forward it to the Membership within seven (7) days for acceptance of reconsideration by an email vote. Only Members with teams in the affected level or levels of play may vote. If a majority of that subset of Members accepts the appeal for reconsideration, the Secretary shall publish a notification of a reconsideration hearing open to all Members in Good Standing and the Member making the appeal. Only Members with teams in the affected level or levels of play may vote at this meeting. The meeting shall be at least ten (10) days and no more than thirty (30) days from the date of notification. Members who are more than ninety (90) minutes from the meeting site, as measured by Google Maps, may participate in the meeting via conference call or other electronic means.
- 8. Any Member may resign their membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any Member who resigns membership shall not be entitled to a refund of any dues or other payments made to this Association.

ARTICLE III—MEMBER MEETINGS

- A. General Meeting of the Membership schedule and agenda:
 - 1. There will be at least one General Meeting annually.
 - 2. The required Annual General Meeting will be held on the third Saturday of November and will address changes to these Bylaws and to the Operating Policies, Board elections, financial reporting, approval of new Members, multi-school exemptions and general business.
 - 3. General Meetings shall be presided over by the President of the Board or another Board member if the President is not available.
- B. Other General Meetings may be called at any time: (a) by the President, (b) by a majority of the Board of Directors, or (c) upon written request of ten percent (10%) or more of the Membership. Anyone entitled to call a General Meeting of the Membership may make a written request to the President to call the meeting, who shall thereafter give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety (90) days after receiving the request. If the President fails to give notice of the meeting within thirty (30) days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a General Meeting is demanded by the Membership, the meeting shall be held in the county where the registered office is located.
- C. An action that may be taken at a General Meeting may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes Section 317A.447, or its successor.
- D. An action required or permitted to be taken at a General Meeting may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the members eligible to vote on that action. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all of those members, unless a different effective time is provided in the written action. Any filing made with the Minnesota Secretary of State reflecting action taken without a meeting must state that the action was taken pursuant to Minnesota Statutes Section 317A.445, or its successor. Unless there is a situation requiring an urgent resolution, the voting must be open for at least ten (10) days, and even for urgent issues the voting period must include at least two (2) full business days (with a full business day defined as any day with mail delivery other than Saturday and the hours of 8:00 a.m. to 4:00 p.m.).
- E. General Meetings may be held solely by one or more means of remote communication, if notice of the meeting is given to every Member entitled to vote, and if the number of voting members participating in the meeting is sufficient to constitute a Quorum at a meeting. Participation by a Member remotely constitutes presence at the meeting. If a General Meeting is held entirely remotely, the meeting must conform to the requirements of Minn. Stat. Section 317A.450, or its successor.
- F. Each Member in Good Standing is entitled to one vote for issues affecting levels of play in which that Member has a team or teams participating in the current season or enrolled for the upcoming season. This vote shall be exercised by the designated voting Representative for that Member. The designated voting Representative is determined by the school athletic department, municipal recreation department, or the Member association's board. The Member must supply the name of the voting Representative to the Secretary.

- G. The Member may designate an alternate Representative from their Association to represent the Member in the place of their previously designated Representative by notifying the Secretary twenty-four (24) hours in advance of the meeting.

ARTICLE IV—BOARD OF DIRECTORS

- A. The affairs, property, and operation of the Association shall be governed and managed by an elected Board of Directors as limited by these Bylaws.
- B. Anyone may run for election to the Board; however, no Member can have more than one person elected to the Board.
- C. The Board of Directors shall consist of between 5 and 13 natural persons, and shall be elected by the Membership at each Annual General Meeting. The Board of Directors shall be selected by a majority vote of the Quorum.
- D. Board members shall serve two-year terms.
 - 1. Board member elections are effective immediately. Outgoing Board members will aid and support a smooth transition of duties following the election.
 - 2. There are no limits to the number of consecutive terms any person may serve on the Board.
- E. The Board, by majority vote, has the authority to make payments for Association expenses not included in the budget or amounts in excess of the budget, so long as doing so will not place the Association in debt.
- F. The Board is not permitted to borrow money, or to make expenditures that would place the Association in debt.
- G. No Member or Board member of the Association may incur any expense in the name of the Association without specific approval or authorization from the Board of Directors (which may be granted retroactively). No individual, whether on the board or not, may authorize any other party to incur an expense.

ARTICLE V—MEETINGS OF THE BOARD OF DIRECTORS

- A. The Board shall meet as deemed necessary by either the President of the Board or a majority of the Board.
 - 1. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by resolution of the Board. After the time and place of such regular meetings have been so determined, no notice of such regular meetings need be given. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so.
 - 2. Special meetings of the Board of Directors for any purpose or purposes shall be called by the President or at the written request of any Director. The business transacted at all special meetings of directors shall be confined to the subject(s) stated in the notice and to matters germane thereto, unless all directors of the Association are present at such meeting and consent to the transaction of other business.
 - 3. A Director may call a Board meeting by giving at least five (5) days' notice to all directors of the date, time and place of the meeting. Notice given of a special meeting must state the purpose(s) of the proposed meeting. A Director may waive notice of a meeting of the Board, and such waiver is effective whether given in writing, orally, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the

Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

4. A majority of directors currently holding office is a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by statute or these Bylaws.
5. Any meeting among directors or a committee of the Board may be conducted solely by one or more means of remote communication. Participation in a meeting by that means constitutes presence at the meeting.
6. An action, other than an action requiring member approval, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present. The written action is effective when signed, or consented to by an authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. All directors must be notified immediately of the text of the written action and its effective date. A director who does not sign or consent to the written action is not liable for the action.
7. The Board may enact by majority vote any policy, procedure, or practice not in violation of these Bylaws or the Operating Policies to regulate the affairs of the Association.

B. Removal of Board Members

1. Board members may be removed with or without cause by two-thirds (2/3) vote or more of the Quorum at any General Meeting.
2. If removal action is taken, the Board will provide a full report to the Membership within ten (10) days and the Board will schedule a special election within thirty (30) days to fill the open position.

C. Vacancies

1. Vacancies on the Board due to death, resignation, or removal shall be replaced within thirty (30) days by special election of the Membership.
2. Such special election can be held by email or as otherwise authorized by the Membership.

ARTICLE VI—OFFICERS

A. The officers of this Association shall consist of, at a minimum, a President, a Vice President, a Secretary, a Treasurer, and a Communications Officer. All officers shall be chosen by the Membership at the General Annual Meeting. The President and Communication Officer positions are elected in odd-numbered years, the Vice President, Treasurer, and Secretary positions are elected in even-numbered years.

B. The term of office of each of the offices of this Association shall be two years, or until the election of successors. Any officer may be removed at any time prior to the expiration of his or her term by the Membership, in accordance with Article III.

C. Officer Duties

1. Duties of the President: The President shall have general active management of the business of the Association. It shall be the duty of the President to schedule and preside at all meetings of the Association and Board; to appoint all committees and coordinators; to see that all rules and regulations of the Association are executed; to monitor Association deposits and payments and perform a yearly audit of Association finances; to coordinate

all affairs with and between the Minnesota Lacrosse Association and with US Lacrosse; and to perform all other duties that pertain to this office and the general supervision of the Association.

2. Duties of the Vice President: It shall be the duty of the Vice President to assist the President in any manner necessary to operate the Association; to oversee the adherence of teams for eligibility and rules violations; to serve as the liaison and attend meetings with the Upper Midwest Lacrosse Officials Association; to act on behalf of the President at all meetings and Association events if the President is absent; and to succeed to the Presidency on the resignation, removal or death of the President only until the next General Meeting of the Association at which time an election shall be held.
3. Duties of the Treasurer. It shall be the duty of the Treasurer to receive and be responsible for all funds for the Association and shall credit the same to the account of the Association; to pay all bills of the Association as defined in the approved Association budget or as approved by a majority of the Board, within the limitations of these Bylaws; to keep accurate and truthful account of all moneys received, paid out and held for the account of the Association; to make payments to officials as required by the operating policy; to file appropriate tax documents and to issue 1099 forms when required; and to report, with respect thereto, at Association meetings and to the President and the Board.
4. Duties of the Secretary: It shall be the duty of the Secretary to keep a record of all minutes of meetings of the Association and of the Board; to maintain records and monitor compliance with the items in the Operating Policies; to maintain records of multi-school and player exemptions; and to assist any other Board member with any task. The Secretary shall make available minutes of all meetings: General, board and other, within ten (10) days of such meetings to the Membership. The Secretary shall supervise all elections, tabulate the vote, and announce the results. The Secretary and the President shall validate the voting outcome.
5. Duties of the Communications Officer. It shall be the duty of the Communications Officer to oversee the development and upkeep of the Association web site; to maintain a database of coaches and school officials or Member representatives; and to communicate Association information to the Membership.

ARTICLE VII—COMMITTEES

The Board is authorized to create committees to establish policy positions and/or recommendations on various topics for Board action and/or Membership action. These committees may, but are not required to, be headed by Board members. Each such committee shall have such duties and responsibilities as are granted to it by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be Board members.

ARTICLE VIII—OPERATING POLICIES

- A. The Board shall create and review on an annual basis Operating Policies for the administration of the Association and the enforcement of these Bylaws.
- B. The Board may create committees of Members to assist in the creation of Operating Policies.
- C. The Board will post on the Association's website its recommended changes as well as all received proposed changes ten (10) days prior to a General Meeting.
- D. Any changes to the Operating Policies must be approved by a majority vote of the Membership at a General Meeting. Proposed changes can include multiple or single sections of the Operating Policies. If any proposed changes to the Operating Policies do not receive a majority vote, then

the policies from the previous season will remain in effect for the upcoming season.

- E. Changes in Operating Policies will become effective immediately after the changes are posted on the Association’s website or sent electronically to members.

ARTICLE IX—CONFLICT OF INTEREST / INDEMNIFICATION

- A. This Association shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related Association, or a member of the immediate family of a director or officer of a related organization, or (c) an organization in or of which the organization's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.) The Board of Directors shall adopt a policy specifying procedures to be followed by the Association to approve any transactions where a conflict exists. However, failure to comply with this Section shall not invalidate any contract or transaction to which this Association is a party.
- B. For purposes of the prior Section, “immediate family” encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children’s spouses or children’s domestic-partners-in-fact, siblings, spouses or domestic-partners-in-fact of siblings, aunts, uncles, first cousins, step-parents and step-children. “Domestic-partner-in-fact” is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per Minnesota law, “material financial interest” encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but for purposes of the prior Section “material financial interest” does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the Association, even though the first director is also receiving compensation from the Association.
- C. The Association shall adopt a conflict of interest policy to which staff members, officers, and Directors shall adhere. Such policy shall be established and annually reviewed by the Board of Directors. At a minimum, such policy shall require the certification by all individuals who are subject to it that they have read the policy and agree to abide by it, and along with same, shall provide on at least an annual basis to the Secretary of this Association a list of all organizations and individuals who comprise their “immediate family” or with whom they have a “material financial interest” as such terms are defined in this Article, except that in the case of immediate family, a threshold of “materiality” for what comprises a “material financial interest” shall be set by the Board.
- D. This Association may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this Association against any liability asserted against such person and incurred by such person in any such capacity.
- E. Indemnification: Coverage. To the full extent permitted by any applicable law, and subject to the

procedural limitations noted in Section G, following, this Association shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this Association, against the expenditures enumerated in Section F, herein, by reason of the former or present capacity of the person as:

1. a director, officer, employee, or member of a committee of this Association, or
2. a governor, director, officer, partner, trustee, employee or agent of another organization (including employee benefit plans), who while a director, officer, employee, or member of a committee of this Association, is or was serving another organization at the request of this Association, or whose duties as a director, officer, employee, or member of a committee of this Association involve or involved such service to another organization.

F. Indemnified expenditures. Indemnification is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

1. Has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;
2. acted in good faith;
3. received no improper personal benefit and Section 317A.255 of Minnesota Statutes (2014), as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;
4. in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
5. in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this Association acting in such official capacity, reasonably believed that the conduct was in the best interests of this Association, or in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this Association who is or was serving another organization at the request of this Association, or whose duties as a director, officer, employee, or member of a committee of this Association involve or involved such service to another organization, reasonably believed that the conduct was not opposed to the best interests of this Association.

G Indemnification: Eligibility, advances, and ancillary recovery. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

1. Determination of eligibility for indemnification payments or advances shall be made in accord with Section 317A.521, subd. 6 of Minnesota Statutes (2014), as now enacted or hereinafter amended.
2. With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a director, officer, or person having, directly or indirectly, the power to direct or cause the direction of the management or policies of the Association, the determination whether indemnification of this person is required because the criteria in Section E of this Article has been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding under Section 317A.521, subd. 3 of Minnesota Statutes (2002) may be made by an annually appointed committee of the board, having at least one member who is a director (said committee shall report at least annually to the board concerning its actions.)
3. Advances of expenses incurred which are payable under Section E of this Article shall not be made prior to a final disposition of a proceeding unless same are paid from

insurance policies held by the Association.

ARTICLE X—COMPENSATION

- A. All Member Representatives and Board members of the Association shall serve without compensation.
- B. The Association or the Board may allow compensation for a webmaster, a scheduler, regional or district coordinators, an officials' assigner, and other contracted work.

ARTICLE XI—FISCAL MATTERS

- A. For accounting purposes, the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.
- B. The Association reserves the right to act as an agent for the Members for the purpose of collecting officials' fees from Members and to make payments to officials on behalf of Members. This shall not be construed as the Association employing officials.

ARTICLE XII—CHANGES TO BYLAWS

- A. All amendments to these Bylaws are to be approved by the Membership.
- B. Once adopted by the Membership, these Bylaws can only be amended by the Membership.
- C. Amendments to these Bylaws must be presented in writing to the Membership at least ten (10) days prior to the General Meeting at which they will be acted upon.
- D. Amendments to the Bylaws shall require two-thirds (2/3) or more of the Quorum at a General Meeting for passage.

ARTICLE XIII—GRIEVANCE PROCEDURE

- A. In addition to disciplinary actions taken under Article III, ten percent (10%) of all voting members may call a General Meeting, as defined in Article III, to address any policy enacted or decision made by the Board. The policy or decision may be overturned by two-thirds (2/3) or more of the Quorum at a General Meeting for the level or levels of play affected by that policy (e.g., if a policy affects only JV and Varsity teams, only Members with a JV team, a Varsity team, or both may vote; each Member is allowed one vote regardless of the number of teams it sponsors). Any motion to overturn such a policy or decision must be endorsed by a minimum of one-third (1/3) of the Membership and be presented in writing to the Membership at least ten (10) days prior to the meeting at which it will be acted upon.
- B. Members having individual grievances, disputes with other members, or disputes that do not involve at least 10% of the total Members in Good Standing agree to comply with Article XIV, below. Additionally, members agree to exhaust all internal grievance procedures prior to exploring other remedies that may be available to them. Members must inform their constituents—including players, parents, and coaches—that a condition of participation in any Association event is to agree to challenge the decisions of the Board only through the Member.

ARTICLE XIV—RESOLUTION OF DISPUTES BETWEEN MEMBERS

- A. The Board shall have the final authority to resolve all operational, eligibility, team or other disputes that may arise between Members in their duties to uphold these Bylaws and the Operating Policies.
- B. Members in Good Standing may request a hearing of the Board to resolve any issues pertaining to the Association Bylaws or Operating Policies.
- C. To request a hearing with the Board, the Member in Good Standing must submit in writing to the President a request for a hearing, including a summary of the dispute and information that they

wish the Board to know in resolving the dispute. Also to be included is contact information for any person having knowledge of the disputed item or situation.

- D. All Members directly involved will be given ten (10) days' notice of a hearing to resolve the dispute. Each Member will have an opportunity to appear and present evidence at the hearing. If any dispute directly involves any Board member's organization, then that Board member must abstain from voting on said dispute.
- E. The President will schedule and hold a hearing in a reasonable timeframe. Board members will hear the evidence. Based on the information and facts presented, the Board will make a decision and notify the Membership of their decision.
- F. The Board's decision requires a majority vote of the Board and will then be final and binding on all Members.