

Grand Cities Lacrosse Association

Bylaws

Adopted August 19, 2024

Table of Contents

ARTICLE I – NAME AND LOCATION 3

ARTICLE II – DEFINITIONS 3

ARTICLE III – PURPOSE 3

ARTICLE IV – MEMBERSHIP 3

ARTICLE V – MEETING OF MEMBERS 4

ARTICLE VI – BOARD OF DIRECTORS 5

ARTICLE VII – NOMINATIONS AND ELECTION OF DIRECTORS 6

ARTICLE VIII – MEETING OF DIRECTORS 7

ARTICLE IX – OFFICERS 7

ARTICLE X – DUTIES OF OFFICERS 8

ARTICLE XI – BOARD POSITIONS 9

ARTICLE XII – FINANCIAL ACCOUNTING 10

ARTICLE XIII – USE OF FUNDS AND DISSOLUTION 11

ARTICLE XIV – FISCAL YEAR 11

ARTICLE XV – INDEMNIFICATION 11

ARTICLE XVI – AMENDMENTS 11

ARTICLE XVII – TAX EXEMPT PROVISIONS 11

ARTICLE I – NAME AND LOCATION

The name of the organization shall be the Grand Cities Lacrosse Association (GCLA), also referred to in these bylaws as the Association.

The Association's registered office in the State of North Dakota is:

Grand Cities Lacrosse Association

PO Box 12892
Grand Forks, ND 58208

ARTICLE II – DEFINITIONS

As used in these Bylaws:

The term "mail shall include electronic mail (e-mail).

The term "meeting" shall include teleconference and/or video conference.

The terms "fiscal year" and "operational year" are from January 1 through December 31.

ARTICLE III – PURPOSE

The purpose of this Association shall be to promote the development and growth of the sport of lacrosse through the formation of lacrosse associations for youth ages 18 and younger in the Grand Cities area of East North Dakota and Northwestern Minnesota. The Association shall promote and develop, through boys and girls participating in the sport of lacrosse, the knowledge of the rules and skills of lacrosse, and the sportsmanship, teamwork and respect for coaches, officials, and players; and in general, to perform such acts and services for the sport of lacrosse and the Association as may be more satisfactorily performed by group action rather than individual action.

ARTICLE IV – MEMBERSHIP

Section 1 – Membership Eligibility

To be a member of the Association you must be:

A parent or legal guardian of a USA Lacrosse eligible player who is registered to play in the GCLA, or

A board member, or

A registered coach or volunteer over the age of 18 in good standing with USA Lacrosse

Section 2 – Membership Duration

Once registered with the GCLA, members of the Association shall continue to be a member as long as they are in good standing with the Association, until the first practice of the following season.

Section 3 – Dues

The Board shall determine the annual dues, participation fees, and all other fees or assessments.

Section 4 – Termination of Membership

Any member of the Grand Cities Lacrosse Association shall be terminated upon their voluntary withdrawal from the Association or due to their detrimental conduct concerning the Association. Such termination shall be at the discretion of the Board of Directors. Termination shall occur if the member has violated the Association's Guidelines and Expectations, Code of Conduct, and Behavioral Offensive Consequences in a fashion that is so inappropriate as to require termination from the Association.

Section 5 – Dues Process Review for Membership Termination and Grievances

Any member who is terminated from the Association or has a grievance may request a review. Such request shall be made in writing to the President within ten (10) days of notice of termination. The Board shall hold a due process hearing within ten (10) days of receipt of grievance. At this hearing the terminated member shall be able to provide a verbal or written explanation of why they should not be terminated from the program. A majority vote will be taken to determine the validity of the termination.

ARTICLE V – MEETING OF MEMBERS

Section 1 – Annual Meeting

An annual meeting will be held each spring before the start of the season. Meeting time and place will be communicated to Members via email and social media.

Section 2 – Special Meetings of Members

Special meetings of the Association may be called at any time by: The President, the majority of the Board or ten percent (10%) of the members, or 25 members of the Association, whichever is less.

Section 3 - Notice of Meetings

Notice of any special meeting shall be sent via email and posted on the website or on social media.

Section 4 – Quorum

A quorum for a meeting of members shall consist of no less than twenty five percent (25%) of the members of the Association.

Section 5 – Voting

Members over the age of 18 will be entitled to cast one (1) vote per household at any Special Meeting of Members (members are described under membership).

Section 6 – Proxies

Voting may be done by proxy. All proxies must be filed with an attending officer or board member prior to the call to order of the meeting and must:

Be in writing, signed and dated by the member

Designate the scope of the proxy, and

Designate the individual member authorized to vote on behalf of the member issuing the proxy.

Section 7 – Procedures

The usual parliamentary rules as laid down in “Robert’s Rules of Order” shall govern all deliberations, when not in conflict with these bylaws.

Section 8 – Presiding Officer

The President, or in his absence, any Member of the Board of Directors designated by majority vote of the Board prior to the meeting, shall preside at all meetings of the members.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Definition

The board of directors is an elected group of members who oversee the affairs of the Association.

Section 2 – Number

There shall be a minimum of 9 members of the Board of Directors, who must be members in good standing of the Association at all times during their term of office.

Section 3 – Term of Office

In accordance with the terms of Article VII – Nomination and Election of Directors, the Association’s members shall annually elect one-third of the established Directors for a term of three (3) years. Terms begin September 1.

Directors are elected to three-year terms. They shall advise the President of their intent to remain on the board before the expiration of their term.

Section 4 – Power and Duties

The Board of Directors shall have supervision, control, and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable; and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Directors are expected to attend all regular meetings of the Board. In the event that they cannot attend a meeting, they may email a proxy to the President or Secretary of the Association, designating another Board Member to vote on their behalf.

Section 5 – Removal or Resignation

Any Director may be removed from the Board for non-performance of duties, misconduct, or wrong-doing, by two thirds vote of the remaining Directors.

Any Director who misses more than 5 meetings in a year may be removed from the Board.

A Director may resign at any time by giving written notice to the President.

Section 6 – Vacancies

In the event of death, resignation, or removal of a Director, his successor shall be elected from the current roster of active members, by a majority vote of a quorum of the Board.

A new Director shall serve for the unexpired term of the Director they are replacing.

Section 7 – Compensation

Directors as such shall not receive any stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated Officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving compensation for such services.

Section 8 – Conflicts of Interest

If a matter comes before the Board that directly or indirectly affects any sitting member of the Board, that member has an absolute duty to: 1) disclose the potential conflict; and 2) refrain from voting on any such matter. If a conflict of interest is so noted, the conflicted Board Member shall excuse themselves from any portion of any meeting where action related to the matter covered by the conflict is being considered by the remaining members of the Board.

ARTICLE VII – NOMINATIONS AND ELECTION OF DIRECTORS

Section 1 – Nomination

Nomination for election to the Board of Directors shall be made by the “Nominating Committee” appointed by the President with the advice and consent of a majority of the Board of Directors.

The Nominating Committee shall consist of a Chairperson (who must be a member of the Board of Directors) and two (2) or more members of the Association, these members may also be board members.

Notice of appointment of the Nominating Committee shall be made 1) on the GCLA website and 2) by email to all Association Members.

Section 2 – Procedure

The Nominating Committee shall attempt to nominate a minimum of two (2) more than open positions. The individuals must be members in good standing of the Association to stand for selection by secret ballot of the Members. The Nominating Committee shall be responsible for the creation of the Official Ballot for each Annual Election to the Board of Directors. Nominees must accept their nomination in writing prior to the distribution of the ballots for an election.

Section 3 – Election

The method of election shall be selected by the Nominating Committee. The committee will ensure that only one vote per household shall be counted. Member voting may be conducted via an internet service. If there are only enough nominations to fill the current board positions, the Board of Directors may vote to ratify and elect those on the ballot.

Section 4 – Voting

Members over the age of 18 shall be entitled to cast one (1) vote per household for election of Board Members.

The individuals receiving the largest number of votes shall be certified as elected by the Nominating Committee to the Board of Directors.

In case of a tie vote among the top candidates, the Board of Directors shall conduct a separate vote for such candidates by secret ballot to break the tie.

ARTICLE VIII – MEETING OF DIRECTORS

Section 1 – Regular Meetings

The Board of Directors shall meet at least monthly at a time and location determined by the President. Meetings can be cancelled if deemed unnecessary by a majority of the board. Notice of all meetings of the Board of Directors and minutes shall be posted on the Associations' website.

Section 2 – Special Board of Directors Meetings

The Board of Directors may meet at such other times and places as they may determine appropriate.

Section 3 – Quorum

A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 4 – Action Taken without a Meeting

Under circumstances requiring immediate action, and outside of a regularly scheduled board meeting, the Board of Directors may take action in the absence of a meeting. This notice of proposed action must be sent to all board members via email. That action may occur by obtaining the written approval of a majority of the Board. All board members shall be notified immediately of the action taken via email.

ARTICLE IX – OFFICERS

Section 1 – Officers

The Officers of this Association shall be President, Vice President, Secretary, and Treasurer and any other such Officers as the Board of Directors may designate by a majority vote. All Officers must be members of the Board of Directors.

Section 2 – Election of Officers

All Officers shall be elected annually at the first Board of Directors Meeting following the Annual Election of the Board.

The President must have served on the board for at least 1 year prior to appointment. All Directors are eligible to fill the remaining officer positions.

Section 3 – Term

The Officers of the Association will hold office for one (1) year or until their successors are chosen, unless they 1) resign, 2) are removed by two thirds vote of the Board of Directors, or 3) are otherwise disqualified to serve.

Section 4 – Special Appointments

The Board of Directors may elect such other officers, and set the requirements of their office, as the affairs of the Association require.

Section 5 – Resignation and/or removal of Officers

Any Officer may be removed from the Board for non-performance of duties including misconduct and wrongdoing. The removal of an officer requires a two thirds vote of the remaining Board of Directors.

Any Officer may resign at any time giving written notice to the President of the. Positions vacated by resignation or removal shall be filled in accordance with Article VI, Section 5. Such resignation shall take effect on the date of the receipt of such notice by any member of the board of Directors or at any later time specified therein.

Section 6 – Multiple Offices

No person shall simultaneously hold more than one Office, except in the case of Special Offices created by the Board of Directors as specified in Section 1 above.

ARTICLE X – DUTIES OF OFFICERS

Section 1 – President

The President shall be the Chief Executive Officer of the Association. They shall preside at all meetings of the Members and at all meetings of the Board of Directors. They are responsible for drafting an agenda for each board meeting. The President shall have general authority to conduct the day-to-day management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are implemented. The president executes legal documents, is in charge of insurance, and hires/terminates all employees. The president shall be an ex-officio member of all committees and will have the general powers and duties of supervision and management usually vested in the office of a President of a corporation. The president will cast the deciding vote in case of a tie. President is authorized to sign and submit annual state papers.

Section 1 – Vice President

The Vice President shall advise and assist the President. They shall act for the President on the President's request, or during the President's absence from a meeting or temporary disability. They shall succeed to become Present in the event of the President's death, resignation, or termination. They will also ensure that a end of the year survey is created and sent out to all members of the association to determine membership satisfaction level. They will perform such other duties as the Board of Directors may assign.

Section 3 – Secretary

The secretary shall record the minutes of all meetings. They shall subsequently have the minutes reviewed, corrected, amended, and approved by the Board of Directors at their next meeting following the meeting recorded by the Secretary. Minutes will be emailed to the Board of Directors within seven (7) days of each meeting. The secretary shall also maintain the Association's current and historical records, and perform such

other duties as the Board of Directors may prescribe. The secretary will be responsible for maintaining and updating the Associations bylaws. The secretary will assist or designate the securing of managers for each team and obtaining hotel blocks for travel weekends.

Section 4 – Treasurer

The Treasurer shall keep an account of all monies received and expended for the use of the Association and oversee the Association's finances. They shall deposit all sums received in the bank and make disbursements authorized by the Board of such other Officers as the Board may prescribe. The Treasurer shall make a report at the annual meeting or when called upon by the President and shall provide a summary of the Associations overall financial condition at each Board Meeting. The Treasurer is also responsible for assuring compliance with tax and other regulatory requirements of non-profit organizations as described in the Tax and Non-Profit Responsibilities Policies. The treasurer will work with an independent certificated public accountant engaged for purposes of preparing and filing annual Federal and Local tax returns. They will create a budget annually including expected expenditures and revenue for the upcoming year. This budget must be presented and approved no later than December of each year.

ARTICLE XI – BOARD POSITIONS

The President, subject to approval of the Board of Directors, shall appoint such standing or special committees or subcommittees as may be required by the Bylaws, or as he may find necessary. The below are designated board positions. The President shall appoint at least one Director to act in each position. Each director may recruit members of the association to assist with committee duties, as needed. A director may serve as both an officer and in a board position. Directors may hold more than one board position. A more exhaustive list of specific committee duties shall be tracked in the GCLA Duties Spreadsheet.

Section 1 – Registration and Player Management

This position is responsible for creating and managing registrations for the regular season, special events, and for fall seasons. The committee will also roster all players to the appropriate teams and ages groups at the direction of the coaches.

Section 2 – Coach Management

This position is responsible for coach recruitment, selection, training, and assignment. This committee will also schedule an annual coach meeting ahead of the season and maintain a database of age appropriate drills and practice plans. The director assigned to this committee will act as a liaison between the coaches and the board of directors.

This position is also responsible for assisting in the recruitment of referees. The director assigned to this position will act as the liaison between the referees and the board of directors.

Section 3 – Equipment and Uniform Management

This position is responsible for the Associations equipment and uniforms. The director in this position will work with the team managers and coaches to disburse, track, and collect all team uniforms. They will communicate to the board any equipment needs and will work in conjunctions with the fundraising committee to order all uniforms, championship t-shirts, or other clothing. This position will also be responsible for notifying members of the association any safety guidelines or changes in equipment requirements.

Section 4 – Field and Space Management

This position is responsible for all field and space management and procurement for preseason, regular season, and relocation due to weather. The director assigned to this position will act as the liaison for any contracts that the Association maintains in regard to fields and space utilized during the season. This position will be responsible for securing space for all Try Lacrosse Events including obtaining facility use agreements and ensuring insurance coverage.

This position is responsible for field assignment and practice time for all teams. The director assigned to this committee will work directly with the director assigned to the Coach Management Committee.

Section 5 – Fundraising, Fan Experience, and Booster

This committee is responsible for all fundraising events and projects. This includes but is not limited to annual month of money raffle and field sponsorships. This committee will also be responsible to organize all clothing and fan gear stores. This committee will also work with the Home Weekend Committee for fundraising opportunities during that weekend.

Section 6 – Gaming Management

This position is responsible for working with any electronic gaming partners and businesses.

Section 7 – Home Weekend

This position is responsible for organizing home weekend. This includes but is not limited to:

- Working with the Grand Forks Community Visitors Bureau
- Obtaining permits
- Working with the Fundraising Committee
- Obtaining tents, tables, trailers and any other needed items
- Securing food vendors

Section 8 – Marketing, Communication, and Website

This position is responsible for creating all marketing materials for the club and maintaining the website. The director assigned to this position will be responsible for social media posts, flyers, and promotional club emails.

Section 9 – NPLL League Representative

This position shall consist of one director and the President. They are responsible for acting as the liaison with the league and being advocates on behalf of the association.

ARTICLE XII – FINANCIAL ACCOUNTING

Section 1 – Document Inspection

The association's books and records shall be available for inspection by any member, upon reasonable notice made during regular business days and hours.

Section 2 – Checks/Drafts

The treasurer or president may sign all associations' checks and notes.

ARTICLE XIII – USE OF FUNDS AND DISSOLUTION

The association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to members of the Association. The association may be dissolved by a vote of three fourths of its individual active members eligible to vote at any duly organized meeting of the association. On dissolution of the Association, any funds or assets remaining after report of expense and debts of the association shall be distributed to one or more organizations exempt or eligible for exemption from taxation under the Internal Revenue Code, as amended to be selected by the Board of Directors.

ARTICLE XIV – FISCAL YEAR

The association's fiscal year is January 1 thru December 31.

ARTICLE XV – INDEMNIFICATION

Section 1 – Indemnification

The GCLA shall annual purchase insurance to adequately indemnify the association directors, officers, members, employees, or other Association agents against the reasonable expense of any civil, criminal, administrative, or investigative action to which such person may be made a party by reason of their appointment or work for the Association.

Section 2 – Limitations

Such indemnification shall not be effective in a good-faith action by the Association against such person for misfeasance, malfeasance, or nonfeasance, or for knowing, wanton or willful negligence in the performance of their duties for the association. The association shall bear no responsibility for indemnification if it can be shown that the individual(s) have not acted in good faith, or in the absence of wanton or willful negligence, regardless of their position in the association. Under no circumstances shall the association's indemnification exceed the policy limits of its insurance as directed by the Board of Directors. Such limit shall not be less than one million dollars (\$1,000,000), shall be reviewed annually in light of then current circumstances, and shall not be unreasonably set. Notwithstanding the above, it is the intention of the association to provide indemnification for its directors, officers, members, coaches, volunteers, employees, and agents to the fullest extent possible under applicable law.

ARTICLE XVI – AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or in part, pursuant to prior resolutions by a majority vote of the Board of Directors.

ARTICLE XVII – TAX EXEMPT PROVISIONS

Section 1 – Limitation on Activities

Notwithstanding any other provisions of these Bylaws, this organization shall not conduct any activity not permitted by (a) an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2 – Prohibition of Private Use

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services tendered and to make payments and distribution in furtherance of the purposes of the organization.

Section 3 – Distribution of Assets

Upon the dissolution of this organization, its assets (after payment of debts and liabilities), shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

These bylaws have been accepted by the Grand Cities Lacrosse Association by action of its Board of directors.

President: Brian Smith

Secretary: Jamie Lasso

Date: 8-19-2024