

ORANGE COUNTY LACROSSE ASSOCIATION BYLAWS

Date August 2007

ARTICLE I - ESTABLISHMENT AND PURPOSE

1.1 *Name.* The organization shall be named the ORANGE COUNTY LACROSSE ASSOCIATION (OCLA). It shall also be referred to hereinafter as the "Association".

1.2 *Offices.* The principal offices of the Association are located in Orange County, California, at the address of the Association President, unless otherwise specified by the Board of Directors. Such change of address shall not be deemed an amendment to these Bylaws.

1.3 *Affiliation.* The Association is an affiliate of the Orange County chapter of US Lacrosse.

1.4 *Tax Exempt Status.* As an affiliate of the Orange County chapter of US Lacrosse, the Association qualifies as a Federal non-profit organization under the Chapter's approved exemption as a Non-profit Public Benefit Corporation in accordance with Internal Revenue Code section 501 (c) (3).

1.5 *Purpose and Objectives.* The primary objectives and purposes of the Orange County Lacrosse Association shall be to:

1. Organize, develop and promote the sport of lacrosse at all levels in Orange County, with emphasis on youth programs.
2. Communicate lacrosse events to our membership and the lacrosse community.
3. Solicit moral and financial support from interested individuals and organizations
4. Honor area individuals, past and present, who by their actions exemplify the highest standards and ideals associated with the game of lacrosse.

To accomplish these objectives and purposes, OCLA shall undertake a broad range of activities, including but not limited to, the following:

- a. Encourage and support the expansion of additional boys and girls OCLA teams throughout Orange County.
- b. Sponsor an annual lacrosse tournament in Orange County, or co-sponsor the tournament in association with another southern California Lacrosse League or Association.
- c. Publicize youth lacrosse programs and special events through the media, Association newsletters, and direct mailings to Chapter members, league players and interested individuals.
- d. Assist Orange County teams in recruiting new coaches and referees for youth programs.
- e. Coordinate the lacrosse activities of OCLA with other southern California US Lacrosse chapters.
- f. Hold award ceremonies to honor players and persons making outstanding contributions to the game of Lacrosse and collect data and nominate individuals to the Lacrosse Hall of Fame.
- g. Encourage players, coaches and others interested in Lacrosse to become members of US Lacrosse.

- h. Challenge players to achieve academic excellence, and assist them in their pursuit of higher education.

ARTICLE II - DIRECTORS

2.1 *Number.* The Association shall have from three (3) to ten (10) Directors, and collectively shall be known as the Board of Directors. Directors hold their position on the Board of Directors by virtue of their election to a position as one of the Association's officers, not including the position of Team Representative, as enumerated in Article III of these Bylaws. The officer position of Team Representative is not a Board of Directors position.

2.2 *Term of Office.* The term of each Director shall coincide with that of his or her term as officer of the Association.

2.3 *Powers.* Subject to the provisions of California Nonprofit Public Benefit Corporation law, these Bylaws, and any limitations imposed by mutual agreement between the Association and US Lacrosse, the activities and affairs of this Association shall be conducted and all powers shall be excised by or under the direction of the Board of Directors. The Board of Directors shall take such action as it deems necessary for the management of its affairs, or for the conduct of its meetings.

2.4 *Duties.* It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, through mutual agreement with US Lacrosse, or by these Bylaws;
- b. Appoint and remove, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers, agents and employees of the Association;
- c. Supervise all officers, agents and employees of the Association to assure that their duties are performed properly; and
- d. Meet at such times and places as required by these Bylaws.

2.5 *Compensation.* The Board of Directors shall serve without compensation, except that they will be allowed reimbursement of expenses incurred in the performance of their regular duties as specified in Section 2.4 of this Article.

2.6 *Regular Meetings.* The Board of Directors shall meet at a time and place determined by the President. During the Lacrosse season, regular meetings will normally be scheduled once each month. At other times, regular meetings will be set as determined by the President, but in no case less frequent than once every other month. Regular meetings may be held in conjunction with special or annual meetings.

2.7 *Special Meetings.* Special meetings of the Board of Directors may be called for any purpose by the President, or at the request of two or more members of the Board of Directors.

2.8 *Annual Meeting.* The June meeting of each year will be designated as the Annual Meeting and will occur at a time and place determined by the President.

2.9 *Action by Two Thirds Written Consent without Meeting.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if two thirds of all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a vote of the Directors.

2.10 *Notice of Meetings.* Notice of regular meetings will be given no less than one (1) week prior to the meeting date. Not less than 48 hours notice shall be given prior to all special meetings. Special meetings may be held without such notice, however, if such notice has been waived by all members of the Board of Directors either before or after such meeting, or if all Board members are present at such meeting. All notices shall specify the place, day and hour of the meeting.

2.11 *Quorum for Meetings.* A quorum shall consist of a majority of the Directors.

2.12 *Conduct of Business.* Meetings shall be presided over by the President, or in his absence, the Vice President, or, in the absence of each of these persons, by a person chosen by a majority of the Directors present at the meeting. Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with these Bylaws, or with provisions of the law.

2.13 *Majority Action as Board Action.* Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the provisions of the California Nonprofit Public Benefit Corporation Law require a greater percentage, or different voting rules, for approval of a matter by the Board of Directors.

2.14 *Removal.* Any director may be removed without cause by a majority of all of the members of the Board of Directors. The vote shall be taken at a meeting for which the notice will have specified the proposed removal.

2.15 *Vacancies.* Vacancies on the Board of Directors shall exist on the death, resignation or removal of any director, and whenever the number of authorized Directors is increased.

2.16 *Non-Liability of Directors.* The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

ARTICLE III - OFFICERS

3.1 *Number.* Officers of the Association shall be a President, Vice President, Secretary, Treasurer, Boys Post Season Coordinator/High School Commissioner, Girls Post Season Coordinator/High School Commissioner, Boys Youth Commissioner, Girls Youth Commissioner, Registrar, and individual Program/Team Representatives. The Association may also have other officers, as determined by the Board of Directors. Any number of offices may be held by the same person, in so far as it does not reduce below three (3) the number of persons holding office. All officers are voting members of the Association.

3.2 *Qualifications, Election and Term of Office.* Any person may serve as an officer of the Association. Nominations for Board of Director positions will be accepted thirty (30) days prior to the annual meeting. In addition, nominations may be made from the floor. The officers of the Association shall be elected at the annual meeting by majority vote of voting members, whereas, there is a quorum of Board of Directors. Term of office shall be one year, however, the Board may, prior to the election, increase the term of office an additional year.

3.3 *Subordinate Officers.* The Board of Directors may appoint such other officers as it may deem desirable, and such officers shall *serve* such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. The officers of the board of directors shall not be greater than the number of individual program/team representatives.

3.4 *Vacancies.* A vacancy may be filled by the officers at any regular meeting. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy, or the normal term of office expires.

3.5 *Duties of the President.* The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed, the President shall preside at all meetings of the Board of Directors, and shall set the agenda. Except as otherwise expressly provided by law, or by these Bylaws, he or she shall, in the name of the Association, execute such contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors. In the conduct of his duties, the President may establish and appoint and discharge standing and ad hoc committees, and shall act as a member ex officio of all committees. The President, or his appointed representative, shall be the Association's representative to the Orange County Chapter of US Lacrosse and when possible, attend annual and special meetings.

3.6 *Duties of the Vice President.* The Vice President shall, in the absence or incapacity of the President, perform the duties of the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, these Bylaws, or as directed by the Board of Directors. The Vice-President is responsible to oversee the positions of Coordinator as described in Article V below. In addition the Vice-President shall report on the status of the Coordinators at regularly scheduled meetings.

3.7 *Duties of the Secretary.* The Secretary shall:

- a. Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date.
- b. Keep a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. Distribute copies of these minutes to the Board of Directors for approval at their next regular meeting.
- d. Prepare and distribute all notices in accordance with the provisions of these Bylaws.
- e. Be custodian of the records of the Association.
- f. Keep a list of the name, address, email address, and telephone number of each current member of the Board of Directors, Team Representatives, and Association Coordinators to be kept in confidence.
- g. Prepare and maintain Association correspondence.
- h. Exhibit at reasonable times to any director of the Association, on request thereof, the Bylaws, and minutes of the proceedings of the Directors of the Association.

- i. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

3.8 Duties of the Treasurer. The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such bank, trust companies, or other depositories as shall be selected by the Board of Directors.
- b. Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.
- c. Distribute, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e. Draft an annual budget for review and approval of the Board of Directors.
- f. Monitor the collection of dues.
- g. Apply for and maintain insurance policies of the Association.
- h. Provide financial reports to the Directors at their regular meetings.
- i. Exhibit at all reasonable times the books of account and financial records to any director of the Association, on request therefore.
- j. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.
- k. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- l. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

3.9 Duties of the Boys Post Season Coordinator/High School and Youth Commissioners. The Commissioners shall:

- a. In consultation with the Coaches and Team Representative, recommend the beginning and ending dates for each season, as well as specific dates and locations for regular, tournament, and playoff games.
- b. With the assistance of Team Representatives, and Field Coordinators obtain the necessary approvals for each team's use of game fields.
- c. Coordinate with the Team Representatives and Coach Coordinator to assure that coaches will be available for the upcoming season.
- d. Oversee each season's activities to include a budget and bring any problems to the attention of the Board.

- e. In association with the Registrar, Coaches and Team Representatives, maintain a record of team rosters, standings, and player statistics.
- f. Assist the Coaches and Team Representatives during the planning and execution of ceremonies to honor players, coaches, and parents who have made outstanding contributions during the season.
- g. In consultation with the Coaches nominate individuals for awards.
- h. Following the close of each season, report the highlights and any problems observed, and make recommendations to the Board.
- i. In general, perform all duties incident to the office and such other duties as may be assigned from time to time by the Board of Directors.

3.10 *Duties of the Girls Post Season Coordinator/High School and Youth Commissioners.* The Commissioners shall:

In consultation with the Coaches and Team Representative, recommend a beginning and ending dates for each season, as well as specific dates and locations for regular, tournament and playoff games.

- a. Recruit new coaches and referees.
- b. Organize and arrange for clinics and camps to facilitate the growth of junior high and high school women's lacrosse in the region.
- c. With the assistance of Team Representatives and Field Coordinators, obtain the necessary approvals for each team's use of game fields.
- d. Coordinate with the Team Representative to assure that coaches will be available for the upcoming season.
- e. Oversee each season's activities to include a budget and bring any problems to the attention of the Board.
- f. In association with the Registrar, Coaches and Team Representatives, maintain a record of team, rosters, standings, and player statistics.
- g. Assist the Coaches and Team Representatives during the planning and execution of ceremonies to honor players, coaches, and parents who have made outstanding contributions during the season.
- h. In consultation with the Coaches nominate individuals for awards.
- i. Following the close of each season, report the highlights and any problems observed, and make recommendations to the Board.
- j. In general, perform all duties incident to the office and such other duties as may be assigned from time to time by the Board of Directors.

3.11 *Duties of the Registrar.* The Registrar shall maintain online, verifiable rosters of registered OCLA players separated within each level.

- a. Coordinate with the Commissioners, Treasurer, and Team Representatives in the placement of players on teams.
- b. In general, perform all duties incident to the office of Registrar and such other duties as may be required by law, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

3.12 *Team Representatives.* The Team Representative is an officer of the Board, but not a Board of Director position. Each team, meeting the following requirements is eligible to have one (1) Team Representative to serve as an officer of the league, chosen by the Team and as noted by the Secretary of the league. The Association will recognize an alternate Team Representative at Association meetings when due notice is given to the Secretary. As indicated above in 3.2, term of office should be one (1) year, however, the Board may acknowledge an extension of another year. To be eligible for a Team Representative position, the Team must:

- a. Be in good standing with the league, absent of any probationary injunctions imposed by the Association.
- b. Submit financial information, including non-profit status at the request of the Board of Directors, wherein thirty (30) days notice has been provided.
- c. Conform to current OCLA Rules for the program level.
- d. Submit a plan of youth development to the Association, indicating the presence of, or movement toward one (1) or more youth level lacrosse programs, team Bylaws consistent with current USL and OCLA goals and operating procedures, at a minimum with an elected Board of Directors with a President, Secretary, and Treasurer.
- e. Submit to the Association a listing of team officers, a team BOD consisting of a minimum of the President, Secretary, and Treasurer.

The Team Representative shall:

- a. Consult with the Team's Coach and bring to the board any concerns of the represented Team.
- b. In coordination with the Coach Coordinator assist in the recruitment of Coaches.
- c. Coordinate with Coaches to obtain necessary field permits for practices and/or games.
- d. In coordination with the Boys and/or Girls Commissioner maintain a record of Team Standing and player statistics.
- e. Meet with the Coaches and/or Boys and/or Girls Commissioner at any special meetings.
- f. Inform the Association of the status, concerns, or changes relating to the Team when inquired upon.

3.12 Compensation. The officers of the Association shall serve without compensation, except that they will be allowed reimbursement of necessary and ordinary expenses incurred in the performance of their duties as specified in Sections 3.5 through 3.11 of these Bylaws.

ARTICLE IV - COMMITTEES

4.1 *Executive Committee.* The Board of Directors may, by majority vote of the directors, designate two (2) or more of its members (who may also be serving as officers of this organization) to constitute any Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the Association, except with respect to:

- a. Filling of vacancies on the board or on any committee that has the authority of the board.
- b. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- c. The amendment or repeal of any resolution of the board which by its expressed terms is not so amendable or repeal able.

- d. The appointment of committees of the board.

4.2 *Other Committees.* The Association shall have such other committees as may from time to time be designated by the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the Board.

4.3 *Compensation.* Committee members shall serve without compensation, except that they shall be allowed and paid reasonable reimbursement of expenses incurred in the performance of their assigned duties.

ARTICLE V - ASSOCIATION COORDINATORS

5.1 Association coordinators are a necessity for the well-being and functionality of the Association. Appointed by the Board of Directors, Association coordinators are non-voting members of the Association who shall act in an advisory capacity to the Board. Coordinators need not be present at regularly scheduled meetings, as the Vice-President reports on the status, concerns, and questions of the coordinators at regularly scheduled meetings.

5.2 *Association Coordinator positions.* The following Association Coordinator positions are established to provide assistance in achieving the various objectives of the Association.

A. *Public Relations Coordinator.* The Public Relation Coordinator shall:

- a. Keep the local community informed of OCLA activities.
- b. Coordinate the coverage of Lacrosse games on television and internet broadcasts.
- c. In cooperation with OCLA Commissioners and Team Representatives, report the outcome of games and tournaments to local media.
- d. Inform the local meeting of game schedules, tournament schedules, playoff schedules, Championship schedules, and any special events.
- e. In cooperation with OCLA Commissioners and Team Representatives, notify local media of any player's statistics, player awards, player scholarships, and/or any other player or team awards.
- f. In general, perform such other duties as may be assigned by the Vice-President.

B. *Field Coordinators.* The Association shall recognize two (2) field coordinators representing a designated northern region and southern region. The duties of the field coordinators shall be:

- a. To contact, and keep correspondence with all government, association, and School District , field assigners within said designated region.
- b. Assist OCLA Commissioners and Team Representation in the attaining of necessary field permits for games, practices, and special events.
- c. Keep on record liability insurance information for issuance when required.
- d. Maintain, and submit records of an expense account as determined by the Board of Directors to assist in the obtaining of field permits.

C. *Fund Raising Coordinator.* The Fund Raising Coordinator shall:

- a. Organize and carry out various fund raising events for the Association.
- b. Assist Team Representatives in strategizing fund raising events to benefit their teams when inquired upon.
- c. Directly solicit individual and business sponsorship of the Association.

- d. Assist the Special Events Coordinator in the solicitation of individual and business sponsorship for tournaments and other special events.
- e. In general, perform such other duties as may be assigned by the Vice-President.

D. *Special Events Coordinator.* The Special Events Coordinator shall:

- a. In cooperation with OCLA Commissioners, and Team Representatives, coordinate the Association sponsored special events such as tournaments, exhibition games, clinics and award ceremonies.
- b. Recommend candidates for nomination to the Lacrosse Hall of Fame.
- c. In general perform such duties as may be assigned by the Vice-President.

E. *Coach Coordinator.* The Coach Coordinator shall:

- a. Actively recruit coaches from the collegiate or club level and place them in correspondence with interested Team Representatives.
- b. Inform the Team Representatives of stipulations, requirements, and compensation, if any, required by potential coaches.
- c. Establish and coordinate an ongoing educational program for coaches.

5.3 *Other Coordinator.* The Association shall have such other coordinators as may from time to time be designated by the Board of Directors. Such other coordinators may consist of persons who are not also members of the board. These additional coordinators shall act in an advisory capacity only to the Board.

5.4 *Compensation.* Coordinators shall serve without compensation, except that they shall be allowed and paid reasonable reimbursement of expenses incurred in the performance of their assigned.

ARTICLE VI - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

6.1 *Execution of Instruments.* The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

6.2 *Checks and Notes.* Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President of the Association.

6.3 *Deposits.* All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

6.4 *Gifts.* The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the charitable or public purposes of this Association.

ARTICLE VII - FISCAL YEAR

7.1 *Fiscal Year.* The fiscal year of the Association shall begin on the First (1st) day of January and end on the thirty-first (31st) day of December.

ARTICLE VIII - AMENDMENTS

8.1 *Bylaw Amendments.* These Bylaws may be amended or repealed by the Board of Directors at any regular, special or annual meeting of the Board of Directors, provided thirty (30) days notice of such action has been given.

ARTICLE IX - PROHIBITION AGAINST SHARING PROFITS AND ASSETS

9.1 *Prohibition Against Sharing Profits and Assets.* No director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Association's assets on dissolution of the organization.