

BYLAWS OF VAIL TUCSON LACROSSE, INC.

An Arizona nonprofit organization

Updated: July 13, 2023

ARTICLE I – GENERAL PROVISIONS

- 1.1 Name: The name of the “Club” is Vail Tucson Lacrosse.
- 1.2 Known Place of Business: The known place of business of the Club shall be located in Pima County as the Board of Directors (the “Board”) may designate from time to time.
- 1.3 Procedures: Except as otherwise provided by law or these Bylaws, all meetings of the Club shall be conducted in accordance with the latest version of Robert’s Rules of Order.
- 1.4 Books: kept at the by the statutory agent, or at such other location as the Club’s Board of Directors shall designate, within the State of Arizona, correct books of the business, transactions, and affairs of the Club.
- 1.5 Fiscal Year: The fiscal year of the Club shall, unless decided by the Board, end on the 30th day of June each year.

ARTICLES II – PURPOSES

2.1 Purpose: The Club is organized and shall be operated as a nonprofit corporation under the laws of the State of Arizona, exclusively for one or more of the purposes described within section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the “Code”), such purposes shall include, without limitation, promoting the game of lacrosse in a safe and sportsmanlike environment among boys and girls ages 5 through 14 years old.

The Club may conduct any or all lawful affairs for which an Arizona nonprofit corporation may be incorporated except for activities not permitted to be carried out by:

- (a) by a corporation described in Section 501(c)(3) of the Code or;
- (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Code.

2.2 Goals: The goals of VAIL TUCSON LACROSSE are:

a) to promote the development and growth of the sport of lacrosse through the formation of youth lacrosse teams in Vail, Arizona and surrounding areas and the affiliation of such youth lacrosse team with USA Lacrosse, Inc. and the associated state lacrosse league organizations;

b) to promote and develop through the operation of a youth lacrosse teams knowledge of the rules and skills of lacrosse;

c) to promote and develop through boys and girls participating in youth lacrosse the qualities of sportsmanship, teamwork, and respect for coaches, officials, and players; and,

d) to develop, promote and provide opportunities for coaches and officials to receive training on the rules and skills of lacrosse and the skills necessary to enable coaches and officials

to serve as positive role models for boys and girls participating in the sport of lacrosse, with an emphasis on the positive qualities of sportsmanship, teamwork, and the building of character.

ARTICLE III – MEMBERSHIP

3.1 Membership: A member of Vail Tucson Lacrosse shall be any individual who subscribes to the purposes of the organization defined in section 2.2.

3.2 Voting Member: A voting member shall be either a parent or guardian of an active player, an active coach, or an associate member that has met the required obligations for each level; each family will have one vote. The following stipulations also apply:

(a) notwithstanding the forgoing, the Board of Directors reserves the right from time to time to admit as a member other individuals or organizations as may generally satisfy the requirements for membership;

(b) the Board of Directors shall be entitled to establish such other criteria and qualifications for membership in the Club as determined from time to time;

(c) the Board of Directors may remove any member from membership in the Club with or without cause at any time. Any proposed removal of a member shall require that the member be provided with reasonable notice and an opportunity to be heard.

3.3 Voting: All members shall be voting members to annually cast votes for election of members of the Board of Directors.

ARTICLE IV – BOARD of DIRECTORS

4.1 General Powers: The business, affairs, and activities of the Club shall be managed by its Board, which may exercise all such authority and powers of the Club and do all such lawful acts and things as are not prohibited by law, which the Club's Bylaws permit, direct, or required.

4.2 Election of Directors:

(a) Number, Qualifications, and Term of Office: the number of Board of Directors of the Club ("Directors") shall be such number as shall from time to time be determined by the act of the Board, but in no event, shall be less than three (3) in number. All Directors shall be of full age, shall be a citizen of the United States, and a resident of the state of Arizona. Each Director shall hold office for one year until an annual meeting of members that coincides with his or her term, or until such Director dies, resigns, is removed, or becomes disqualified;

(b) Resignation: any Directors may resign from the Board of Directors at any time by giving written notice to the Secretary or President of the Club. Any such resignation shall take effect at the time specified therein, or if the time when such resignation shall not be so specified, then such resignation shall take effect immediately upon its receipt by the Secretary or President; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective;

(c) Voting Rights: All Directors shall have equal voting rights on all matters that come before the Board;

(d) Removal: Any elected Director may be removed by the affirmative vote of 75% of all Directors then in office, with or without cause, whenever, and the judgment of those voting, the best interests of the Club will be served thereby; and,

(e) Vacancies: Vacancies in elected Director positions on the Board, however cause, shall be filled by special election of the Board membership within 60 days. A Director is elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and until his or her successor is elected and qualified, or until his or her early death, resignation, or removal.

4.3 Meetings of the Board of Directors:

(a) Regular Meetings: regular meetings of the Board may be held at regular intervals at such times and places as the Board may from time to time determine. Notice of all such regular meetings, stating the date, time, and place of the meeting, shall be distributed to all Board members via e-mail, electric text, or other like media and shall be placed on the Club's official website at least seven days before the day on which the meeting is to be held;

(b) Annual Meeting: the Board shall meet annually for the purpose of the organization, the election of Directors, and the transaction of other business;

(c) Special Meetings: special meetings of the Board may be called by the President or any three Directors. Notice of all such special meetings, stating the date, time, and place of the meeting shall be distributed to all Board members via e-mail, electric text, or other like media and shall be placed on the Club's official website at least one day before the day of which the meeting is to be held;

(d) Place of Meetings: Meetings of the Board may be held in the state of Arizona. The Board may hold such meetings by means of telephone conference or similar method by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in-person at such meeting;

(e) Quorum: A quorum for the transaction of business at any meeting of the Board is established by the presence of a majority of the Board then in office. One or more Directors may be present at any Board meeting by using conferencing, telephone, or any other communication equipment by means of which all persons participating in the meeting can hear each other. Once a quorum has been established, withdrawal of any Directors shall not prevent the further transaction of business at that meeting. In the absence of a quorum a majority of Directors present may adjourn the meeting without further notice to any absent Directors other than the announcement at the meeting until such time as a quorum can be attained;

(f) Manner of Acting: if a quorum is present, the affirmative vote of the majority of Directors present shall be the act of the Board unless a greater number is required by these Bylaws or any applicable laws;

(g) Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if consent is in writing, setting forth the action, is signed by all of the Directors or committee members, and is applicable, entitled to vote upon such action at a meeting and the written consent or consents are filed with the minutes of the proceeding of the Board or committee. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Directors or committee members, as applicable. This provision is limited to emergent situations or previously approved Board action; and,

(h) Compensation of Directors: Unless otherwise required by law or these Bylaws, the Board of Directors shall serve without compensation. The Directors may be reimbursed for previously approved expenses.

4.4 Designation of Titles: The officers of the Board shall consist of a President, two (2) Vice presidents, Treasurer, Secretary, At-Large Board Directors (as acted upon by the Board), and the past President.

4.5 Elections and Term of Office: the voting members shall elect from among its members the officers of the Club at the annual meeting. Each officer shall serve for one year with the exception of the president and the treasurer will be a two-year term, until the next annual meeting and until such officer successor is elected and qualified, for the expiration of the officers Board membership, or the officer's early death, resignation, or removal. Each officer may serve unlimited successive terms, except the President may serve only three consecutive terms. It is preferred and highly recommended, though not required that the President must have served at least one year on the Board immediately prior to his or her election.

4.6 President: The president shall preside at all meetings of the Board, shall appoint the chairpersons of the other Board committees, subject to the Board approval, subject to the control of the Board, shall exercise general supervision and control of all of the business affairs of the Club and shall perform such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe. The President is responsible for providing the overall guidance, direction, and leadership for the continued success of the Club as stated in 2.2. In addition, the president shall:

(a) ensure a reasonable and prudent safe environment for the players, visitors, and members of all team functions;

(b) provide a liaison between Board, coaches, and parents; and,

(c) provide frequent and regular communications for all Club activities in conjunction with the Secretary.

4.7 First Vice President: At the request of the President, or in the event of the President's absence, disability, or refusal to act, the First Vice President shall perform all of the duties of the President and when so acting shall have all the powers of, and be subject to all of the restrictions upon the President. In addition, the First Vice President shall:

- (a) provide for safety (as responsible and prudent) of the players, visitors, and members at all team functions;
- (b) coordinate with the league to ensure that all team requirements are met or exceeded;
- (c) coordinate and schedule practice and playing fields for all teams;
- (d) ensure all coaches meet applicable codes of conduct and standards;
- (e) carry out the Club objectives as established by the President; and,
- (f) shall have such other powers and perform such duties as the Board may from time to time prescribe, subject to the control of the Board.

4.8 Second Vice President: At the request of the President, or in the event of the President's and the First Vice President's absence, disabled or refusal to act, the 2nd Vice President shall perform all of the duties of the president and when so acting shall have all the power of, and be subject to all the restrictions upon the President. In addition, the second Vice President shall:

- (a) provide for the safety (as her reasonable and prudent) of the players, visitors, and members at all team functions;
- (b) provide for the maintenance and improvements of equipment, tools and supplies owned by the Club;
- (c) provide for the maintenance and improvements of the practice and game facilities according to rental and use agreements held by the Club;
- (d) distribute equipment, tools, and supplies to each Club supported team and inventory and collect such at the end of the season;
- (e) carry out the Club objectives and established by the president; and,
- (f) have such other powers and perform such duties as the Board may from time to time prescribe, subject to the control of the Board.

4.9 Secretary: The Secretary (or one or more assistant secretaries, as the Board may determine) shall:

- (a) keep the minutes of all meetings of the Board;
- (b) keep an accurate list of Board members and their contact information as well as their attendance at meetings of the Board;
- (c) give notice as provided in the Bylaws of all Board meetings;
- (d) have charge of the books, records, website, and papers of the Club relating to its organization;
- (e) maintain all historical records of the Club's activities;
- (f) have responsibility for authenticating records of the Club;

(g) shall see that the reports, statements, and other documents required by law are properly kept or filed; and,

(h) perform all duties incident to the office of the secretary and such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe, subject to the control of the Board.

4.10 Treasurer: The treasurer (or one or more assistant treasurers, as the Board may determine) shall:

(a) have charge in custody of, and be responsible for, all the funds and securities of the Club and all monies collected from fundraisers and miscellaneous activities;

(b) keep full and accurate accounts of receipts and disbursements and books belonging to the Club;

(c) deposit all monies and other valuable effects in the name of to the credit of the Club in such banks and other depositories as may be designated by the Board;

(d) disperse the funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements;

(e) assist in the annual audit process as described in section 5.5.;

(f) provide an current financial report with supporting bank statements at all regularly scheduled meetings; and,

(g) perform all duties incident to the office of the treasurer and such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe, subject to the control of the Board.

4.11 At-Large Board Members: As acted upon by the Board, more Directors may be added. Consideration should be made to adding Directors that increase the diversity of the Board to represent all age groups and genders.

4.12 Past President: The past President position shall be considered for a quorum and voting only to break a tie. The expectations of the past President shall be to provide guidance to the current Board, attend meetings and assist as needed.

ARTICLE V – COMMITTEES OF THE BOARD

5.1 Designation of Committees: The Board shall establish such standing or temporary committees as are necessary to assist the Board in properly conducting the affairs of the Club. The size of a committee shall be determined by the committee chairperson based on the ability to accomplish the mission. The Board shall retain the right to limit the size of the committee. Each such committee shall have only the authority granted to it by the Board. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation there too of any authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law. Each

committee member shall serve at the pleasure of the board, or until his or her early death or resignation. All committees are to report promptly and regularly to the board and to take only such actions as are authorized in these Bylaws or by the Board. Except as otherwise provided herein, the provisions contained in these Bylaws concerning meetings of the Board, Board action without meetings and notice, waiver of notice by members of the Board, and Board quorum and voting requirements shall only apply to each committee of the Board. Without limiting the foregoing, each committee of the Board may adopt rules for its own governance that are not inconsistent with these Bylaws, the rules adopted by the Board or any applicable law.

5.2 Committee Chairperson: The Board shall appoint one qualified voting member of the Club as chairperson of each committee who may, or may not, be a Director. This chairperson shall present to the Board his/her recommended committee members for the Board's approval.

5.3 Vacancies: Vacancies in the membership of any committee may be filled by the Board in its discretion.

5.4 Rules and Regulations: The President shall appoint a rules and disciplinary committee of the Board (the "Rules and Discipline Committee"), acting at all times subject to the oversight and approval of the Board, for the purpose of:

(a) promulgating and enforcing such rules and regulations for the conduct of the Club's activities, the admission, conduct, discipline and removal of its Members, the management of Teams, and such other matters as it deems appropriate, all of which, upon approval by the act of the Board, shall be attached to these Bylaws as exhibit A; and,

(b) conducting and administering such disciplinary procedures as the Board shall establish. The Rules and Discipline Committee shall consist of not less than three (3) or no more than seven (7) Members, at least one (1) of which shall be an impartial Coach, and one (1) impartial parent, and one (1) impartial current Board member.

5.5 Audit Committee: The Board may designate an audit committee. The Audit Committee shall assist the Board in overseeing the finances of the Club, which may include:

(a) monitor the Club's financial accounting and internal control processes and systems;

(b) recommend an independent auditor to the Board to audit the books and accounts of the Club;

(c) monitor the independence and performance of such auditors; and,

(d) perform other functions as may be assigned to it by the Bylaws or the Board. The membership of the Audit Committee shall not include the Treasurer and will include at least one other current Board member.

ARTICLE VI – COACHES

6.1 Coaches: The Club's head coaches will be designated by the Board upon receipt and review of an application, satisfactory completion of background checks and other such review deemed necessary to ensure the integrity of the program and safety of the Members. Once it has been

determined that a perspective assistant coach meets the Club's minimum coaching standards the head coach will have the sole authority to designate, evaluate and retain their assistant coaches.

6.2 Compliance: Vail Tucson Lacrosse Coaches must abide by and comply with these Bylaws and the Code of Conduct and must be registered with the USA Lacrosse and the current lacrosse league for Arizona scholastic athletes.

6.3 Failure to Comply: If any coach fails to comply with these Bylaws and/or Code of Conduct they may be removed by the head coach or by the Rules and Discipline Committee. Removal of any coach would only occur after a hearing with all parties by the Rules and Discipline Committee and/or the Board in all appeal procedures as dictated by these Bylaws or Code of Conduct has been followed.

6.4 Coaches Responsibility: Each team's coaching staff will be responsible for on-field guidance, safety, practice and game management, and decisions regarding on-field matters and must abide and implement injury and concussion protocols.

ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.1 Contracts: The Board may authorize any Director(s) or agent(s) of the Club, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

7.2 Checks and Drafts: All expenditures will be approved by the President of the Board or the Treasurer before reimbursement occurs. The Treasurer may select one additional current Director (approved by the Board), to assist in the purchase of equipment, rental of fields, or other related financial matters that may be necessary for the smooth operation of Vail Tucson Lacrosse. This Director may have access to Vail Tucson Lacrosse debit cards, credit cards, and/or checks to perform these financial duties. At the discretion of the Treasurer, this Director may be replaced at any time and any checks or card shall be turned over to the Treasurer immediately. Any expenditures made after the replacement of this Directors may be the responsibility of the replace Director and Vail Tucson Lacrosse may not be held liable for these charges.

7.3 Deposits: All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board may select.

7.4 Loans: No loan shall be made by or to the Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. The Club shall not lend money to or use its credit to assist its Directors. Any Director who assents to or participates in the making of such loan shall be liable to the Club for the amount of such loan until repaid.

7.5 Gifts: The Board may accept on behalf of the Club any contributions, gift, bequest, or devise for the general purposes for any special purpose of the Club.

ARTICLE VIII – CONFLICTS OF INTEREST

8.1 Conflict-of-Interest Transactions: No contract or other transaction between the Club and its Directors, or persons related to them, or between the Club and any other corporation, financial institution, association or entity in which its Directors, or persons related to them, are members, Directors or trustees, officers, general partners, agents or employees, or are otherwise financially interested shall be either void or voidable because of such relationship or interest (collectively, a conflicting interest), or because the Directors is present or votes at the meeting of the Board or of the committee of the Board that authorizes, approves or ratifies such contract or transaction, if any of the following apply:

(i) The fact and nature of such Conflicting Interest and all material facts known by the Director concerning the contract or transaction are disclosed or known to the Board that authorizes, approves or ratifies the contract or transaction by the affirmative vote or consent of a majority, but at least two (2) of the Directors who do not have a Conflicting Interest with respect to the contract or transaction and who do not have a familial, financial, professional or employment relationship with the a Director who has such a Conflicting Interest;

(ii) the fact and nature of such Conflicting Interest and all material facts known by the Director concerning the contract or transaction is disclosed or known to a duly empowered committee of the Board that authorizes, approves or ratifies the contract or transaction, and the membership of the committee does not include any Director who has a Conflicting Interest, or the members of such committee are appointed by a majority of the Directors of the Board who do not have a Conflicting Interest;

(iii) the contract or transaction is fair and reasonable to the Club at the time of the contract or transaction is authorized, approved, or ratified in light of the circumstances known to those entitled to vote on the matter at the time; or,

(iv) a Director who is not a party, nor related to a party, to the contract or transaction with respect to which the Director has a Conflicting Interest, and who is unable to disclose all material facts concerning such Conflict of Interest because of a duty of confidentiality, may meet the requirements of paragraphs (a)(i) or (a)(ii) above by disclosing, prior to a vote on the contract or transaction, the fact and nature of the Conflicting Interests, informing the Board of his or her duty of confidentiality and the limitations imposed thereby, and by not, directly or indirectly, voting or participating in deliberations of the Board.

8.2 Quorum: a majority, but at least two (2), of all of the Directors who do not have a Conflicting Interest with respect to the contract or transaction, and who do not have a familial, financial, professional or employment relationship with the Director who has such a Conflicting Interest, shall constitute a quorum at a meeting of the Board or committee of the Board that authorizes, approves or ratifies a contract or transaction.

8.3 Conformity with the Act: This Article is intended to be in conformity with the applicable provisions of the Arizona Nonprofit Corporation Act and shall be no more restrictively applied than those provisions.

ARTICLE IX – INDEMNIFICATION

9.1 Indemnification: The Club shall indemnify its current or formal Directors, and its employees and agents against expenses incurred in actions by third parties or by or in right of the Club to the full extent permitted and as provided as applicable laws.

9.2 Insurance: The Club may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a Director or employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by the person, in such capacity or arising from the person's status as a Director, employee or agent of the Club, whether or not the Club would have the power to indemnify the person against such liability under this article of these Bylaws.

ARTICLE X – NO PRIVATE INUREMENT

10.1 No Private Inurement: No member, Director, employee or other person connected with the Club, or any private individual, shall receive at any time any of the net earnings or precuniary profit from the operations of the Club, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Club in effecting any of its charitable purposes or reimbursement for necessary and reasonable out-of-pocket expenses, provided that such compensation and reimbursement is otherwise permitted by these Bylaws and is established by the Board. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Club. Upon such dissolution or winding up of affairs of the Club, the Board shall, after paying or making provision for the payment of all the liabilities of the Club, either dispose of all of the assets of the Club exclusively for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Code or distribute the assets to one or more organizations that shall then qualify as exempt organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of or distributed shall be deposited of by a court of competent jurisdiction of the county in which the principal office of the Club is then located, exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code or to such organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE XI – PERSONAL LIABILITY

11.1 The Directors of the Club shall not be personally liable for any debt, liability, or obligation of the Club. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Club may look only to the funds and property of the Club for payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Club.

ARTICLE XII – AMENDMENTS

12.1 The Board, by the affirmative vote of two-thirds (2/3) of all Directors then an office, may repeal, alter, or amend these Bylaws or adopt substitute Bylaws at any time.

CERTIFICATION

The Board of Directors of Vail Tucson Lacrosse duly approved and adopted the Bylaws, effective 11/25/2023