

MEMORIAL BOYS LACROSSE

BY-LAWS

- 1) General. Memorial Boys Lacrosse (the "Organization") has been formed as a Texas nonprofit corporation organized under the authority of the Texas Business Organizations Code Section 22.001 (the "Act"). The Organization is formed to support and foster boys lacrosse in Houston, Texas in which the teams are made up of students primarily from Memorial Senior High School (the "High School"). The Organization shall be governed by its Board of Directors (the "Board") and members of the Board may be referred to in these Bylaws as Directors or Officers. The Organization shall have all the powers, duties, authorizations and responsibilities provided in the Act except as expressly provided herein; provided, however, that the Organization shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as an Organization that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law (the "Code"), or as an Organization the contributions to which are deductible under Section 170 (a)(1) of the Code by virtue of being charitable contributions as defined in Section 170 (c)(2) of the Code.
- 2) Subject to these limitations the purposes for which the Organization is formed are:
 - a) To operate exclusively for the charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Code, by engaging directly in support of such purposes or by making distributions to other organizations for use, by the distributes, in support of such purposes.
 - b) To engage in any and all lawful activities authorized by the Act, and incidental to the foregoing purposes, except as otherwise restricted herein.
 - c) To provide educational, financial and such other support (as determined appropriate by the Board) for the Organization.
 - d) To promote fair play, team competitions, and personal development for the participants; to elevate the standards of integrity, good manners, and sportsmanship of the youth of our community; and to foster a spirit of fellowship among the beneficiaries of the Organization.
 - e) To publicize boys lacrosse in the Memorial Senior High School attendance area and certain surrounding areas as allowed by Texas High School Lacrosse League (THSL).
 - f) To cultivate physical fitness, school spirit, and individual character.
 - g) To compete at the highest level of Division I Lacrosse in the State of Texas.
 - h) To provide a means of communication between the coaching staff, parents and Memorial High School officials.
 - i) To make Memorial Boys Lacrosse a memorable and enjoyable experience.

- 3) Membership. The Organization membership will be open to any parent/guardian who has a currently active or potential player for a team within the Organization. Parent/guardian is defined to include any biological parent, legal parent or legal guardian of a player. Regardless of the number of players within an individual family, each family will have only one vote as a Member of the Organization upon payment of the annual dues that are determined yearly by the Board. Family is defined to include all parents, step parents, or legal guardians of players related by blood or marriage. Members are encouraged to vote on all motions brought forward to the Members by the Board.
- 4) Directors and Officers of the Organization are empowered to execute these Articles of Organization and By-Laws as stated herein:
 - a) To hire and fire the head coach of the Memorial Boys Lacrosse Team.
 - b) To draft, adopt, modify and approve an operating budget.
 - c) To appoint committees as necessary including but not limited to Spirit, Fundraising, Fields & Equipment, and Coach Search committees.
 - d) To present to the Members any material issues pertaining to the Organization.
- 5) Limitations on Activities. In addition to the limitations set forth in the preceding paragraphs, the Organization shall not have the power or authority to own or transfer an interest in real estate, nor shall the Organization have the power or authority to borrow funds from any source.
- 6) Directors.
 - a) Directors will be nominated and voted on by the Members. The Board of Directors shall consist of seven elected Directors and it is the intent (but not a requirement) that at least one Member with a player representing each rising freshman, sophomore, junior, and senior class hold at least one Director position. In order to satisfy representation from the rising freshman class, nominations will be accepted from the Members of a current eighth grade parent / legal guardian who at the time of election has an active player on the SBMSA Knights feeder program.
 - b) Each Director shall have one vote for all Board matters and only one parent/guardian from any family may serve as a Director at any given time.
 - c) Each Director may vote without delay in person or by written proxy to the President (with a written proxy to include electronic forms such as an email).
 - d) Any Director may withdraw from the Board of Directors with ten (10) days' notice to the President. Directors must be added to the board via an open nomination and voting process by the Members. If at any time the total Board of Directors shall be less than five, the remaining Directors are required to notify the Members of the open positions and fill through a nomination and voting process by the Members in no less than fourteen days.

- e) Each Director shall serve a term of two (2) years, commencing immediately following their election and until their successor is duly elected. To ensure continuity, the Board may divide itself into two classes, with each class serving staggered terms. The number of Directors in each class shall be as nearly equal as possible. Directors may be nominated and elected to the Board for consecutive or non-consecutive terms as long as they remain a Member of the Organization. Should a Director's son discontinue participating on a Memorial Boys Lacrosse team, said Director will be required to resign immediately from the Board. A member with a son that is a rising senior may be elected as a Director, but will be required to resign at the end of the season from the Board for the remainder of the Director's term if the Director will not have a rising freshman participating on a Memorial Boys Lacrosse team the following year.
- f) Directors can be removed from service at any time upon recommendation of the Board and a majority vote of the Members.

7) Officers.

- a) The Officers of the Board will be selected from the pool of elected Directors and shall consist of the President, Vice-President, Treasurer, Secretary, and SBMSA Liaison and may be both a Director and an Officer concurrently. The Officers shall be elected annually based on a majority vote of the Directors of the Board. The election will take place on or before May 31st or when practical.
- b) The following Officer positions are authorized:
 - i. The President shall act as the chief executive officer of the Organization and shall, subject to the Board, supervise and control the affairs of the Organization and activities of its Officers. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board. The President is to preside at all meetings of the Board. In the case that the President cannot preside at a specific meeting, the Vice-President shall preside. The President will also serve as the liaison between the Organization and both Memorial High School and Spring Branch Independent School District. The President will collect fees and administrative forms including but not limited to registration forms, medical forms, alternate PE forms, and grade reports. The President will serve as the key Board contact person for Members.
 - ii. The Vice-President shall perform those duties of the President at any time the President is unable to perform the duties of that office. In addition, the Vice-President shall be responsible for maintaining a roster of active Directors of the Organization.
 - iii. The Treasurer shall be responsible for billing and collecting all dues, drafting a budget to be approved by the Board and maintaining the funds of the Organization and for any expenditure of funds that requires a vote by the Directorship as allowed by the Articles of Organization and By-Laws. The Treasurer shall not make any expenditure of funds that is not allowed by the

Articles of Organization and By-Laws. The Treasurer shall be responsible for establishing and maintaining a bank account in the name of the Organization and for ensuring that the President and the Treasurer of the Organization are authorized signatories on the account and see that current tax laws are complied, together with and filing necessary state and federal tax returns. The Treasurer shall be responsible for preparing and presenting the Organization's financial report during each regularly scheduled Board meeting.

- iv. The Secretary shall be responsible for communication activities for the Organization. The Secretary shall also be responsible for recording the minutes of any meeting of the Organization and keep a copy of all applicable state corporate legal documents. The Secretary shall communicate to the Members through the official Organization website.
- v. The SBMSA Liaison will serve as the liaison between the Organization and the SBMSA Lacrosse Board. The SBMSA Liaison shall be responsible for coordinating with SBMSA for scheduling, staffing and other support as needed for lacrosse clinics and the SBMSA Knights program.

8) Election of the Board of Directors.

- a) The current Board shall hold an annual election for Directors by May 31 if possible to serve on the Board for the upcoming year.
- b) The current Board shall appoint a Chairman of Elections to conduct the annual election who will be a Member but neither a Director nor a Director nominee. For the first election to be held under these bylaws, Ross Vaughan, who fulfills the prescribed qualifications, will serve as the Chairman of Elections.
- c) Director nominations should be submitted annually by Members before May 15 if possible. Each nominee will be contacted by the Chairman of Elections to confirm their interest in serving for the upcoming year. The Chairman of Elections will develop a slate of nominees, and send said slate to each family for electronic voting. Each family will be given 72 hours to vote on the ballot issued by the Chairman of Elections. Each family can vote for up to seven Director nominees. Directors chosen by the election process will be the seven nominees with the highest percentage of votes cast and must win by a majority of the votes cast.
- d) Should the number of nominees who receive a majority of the votes cast is less than seven, a runoff will occur in order to bring the total number of Directors to seven. The nominees who will appear on the runoff ballot will be those who received the highest percentage of votes cast that however did not result in a majority percentage. Further, the number of runoff candidates placed on the ballot cannot exceed twice the number of remaining open Director positions. In a runoff election, each family will be allowed to vote for up to the number of Director positions that did not receive a majority vote. The winning Directors of the runoff will be those nominees who receive the highest percentage of votes cast and must win by a majority.

- e) Once the voting process has concluded with seven Director positions elected by majority vote, the Chairman of Elections will report the results to the Members and the new Directors will begin their terms immediately.
- 9) Meetings.
- a) The Directors shall meet, either in person or by telephone, at least once a quarter to discuss the affairs of the Organization. The President shall have the discretion to decide when and how the Board shall meet. If it is necessary for the Directors to vote on any matter, the President may allow such vote to be in person, in writing, by telephone or by internet, or such other way the President deems appropriate.
 - b) General Board meetings, regardless of purpose and method in which they are conducted, will include a review of the minutes of the previous meeting, presentation of a current financial report, reports from active committees, updates from coaches when appropriate, and updates on old and new business. Special meetings may be called by the President or a majority vote of the Board of Directors, or by written request by 33% of the Members. No business shall be transacted at a special meeting except that of which notice was given.
 - c) Executive Sessions of the Board may be called from time to time to address situations that are confidential, personal, or proprietary in nature. These sessions will not be open to Members.
 - d) A quorum for any board meeting will be 2/3rd of the Board's current Directors.
 - e) Failure of any director to attend 3 or more Board meetings is grounds for removal from the Board.
- 10) Record Keeping. Upon written request by a Member, complete accounts of the activities and transactions of the Organization shall be made available for review. These shall include, but are not limited to a directory of Membership, minute book, copy of the Bylaws and all amendments.
- 11) Liability of Organization. No Member, Officer or Director of the Organization will be personally liable for any of the Organization's debts, liabilities, or obligations nor will any Officer or Director be subject to any assessment. The Organization shall indemnify Officers and Directors of the Organization, to the extent permitted under Chapter 8, Subchapter C of the Texas Business Organizations Code, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization.
- 12) Coaching Staff. The coaches are independent contractors of the Organization. The coaches are subject to an annual performance review by the Board, serve at the pleasure of the Board and may be replaced or reappointed by a majority vote of the Board. The Head Coach shall have the responsibility of coordinating the coaching activities of the Teams and, subject to approval by the Board, selection of assistant coaches.

13) Amendments. These By-Laws can only be amended by a majority affirmative vote of the Board of Directors and by a two-thirds vote of the total votes cast by the Members.

14) Dissolution.

- a) The Organization may only be dissolved by a vote of three-fourths of the Directors or Members.
- b) The Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal officer of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

15) Policy Manual. Parent/player paperwork will serve as the policy manual for the program. It will be updated as necessary by the Organization to serve the needs of the program as deemed necessary by the Members.

16) Conflict of Interest Policy. The Organization strives to provide an environment in which no Director or Coach has any actual conflict of interest with any interest of the Organization. The Directors and Coaches of the Organization owe a duty of loyalty to the Organization, which requires that they act, not in their personal interests or in the interests of others, but rather solely in the interests of the Organization. A conflict of interest arises when any Director or Coach affirmatively acts to promote any interest which competes with their duty to the Organization, or, when any such outside interest interferes with their responsibilities as a Director or Coach of the Organization. The Organization recognizes that sometimes a perception of conflict can be as damaging as a real conflict. All Directors and Coaches will do everything they can to avoid creating a perception that they are serving their own interests, or the interests of others, above those of the Organization. In the event that any Director or Coach, or any immediate family member of either, has any personal or business interest in a business transaction involving the Organization, that Director or Coach shall notify the Board of Directors, in writing, of their, or their family member's, interest at the next regularly scheduled Board of Directors meeting. The interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The Board must approve all such transactions by a majority vote of the board members present, as long as a quorum is present.

17) Effective date. These By-laws supersede and replace all previous By-Laws and Amendments. These By-laws are considered effective as of October 6, 2025 and shall remain in effect for so long as not terminated by the Board or Members as provided herein.