

**BY-LAWS OF  
CORONADO LACROSSE CLUB**  
A California Public Benefit Organization

IRS Tax Exempt 501(c)(3) Charity

**ARTICLE I**

**Name**

The name of this organization shall be:

**CORONADO LACROSSE CLUB (CLC)**

**Article II**

**Purpose**

The purpose of this organization shall be:

1. To promote the development of female youth lacrosse players to their greatest potential.
2. Promote the spirit of teamwork, dedication and good sportsmanship.

**Article III**

**Offices**

**Principal Office**

The principal office of the organization shall be located in the State of California, County of San Diego.

**Article IV**

**Non-Partisan Activities**

This organization has been formed under Internal Revenue Service Code 501(c)(3) for the purposes described herein in Article II, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the organization shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The organization shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. All charitable donations to agencies shall be made without consideration of the recipients' race, gender, disability, national origins, religion, family status, sexual preferences, mental condition or any other classifications.

**Article V**

## **Dedication of Assets**

The property and assets of this non-profit organization are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of the organization. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the above stated purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Service Code 501(c)(3).

## **Article VI**

### **Membership**

#### **Section 1. Eligibility**

Membership in the organization shall be open to:

1. Listed parent(s)/legal guardians of all currently registered players.
2. All currently designated coaches.
3. All Board members.
4. Any other persons as may be designated by the Board.

#### **Section 2. Fees, Dues and Assessments**

Paid registration to the organization satisfies an annual fee requirement. Memberships remain valid for a period of one year, beginning with the first practice of the spring season.

#### **Section 3. Termination of Membership**

Membership shall terminate upon occurrence of any of the following events:

- a. The resignation of the member.
- b. The failure of the member to pay annual registration in the amount and within the times set forth by the Board of Directors.

## **Article VII**

### **Meeting of Members**

#### **Section 1. Place of Meeting**

Meetings of the membership shall be held at any place designated by the Board of Directors.

#### **Section 2. Regular, Annual and Special Meetings**

**a. Regular Meetings**

There shall be at least four (4) regular meetings of the Board of Directors. They shall be held at the discretion of the President.

**b. Annual Meeting**

There shall be at least one General Meeting of the membership, held annually in August/September, unless otherwise specified by the Board. The Board shall submit the time and location of the Annual Meeting at least 10 days in advance. This notice will be posted on the CLC website, as well as other appropriate social media outlets in order to inform the maximum amount of Members.

**c. Special Meetings**

A special meeting of the Board and members may be called at any time by any of the following: (1/3) of the Board of Directors, the President, or twenty-five (25) or more members.

**Section 3. Notice of Meetings**

The time, date, and location of both the Regular and Special Meetings will be available to the membership via all reasonable means.

**Section 4. Eligibility to Vote**

Voting at the General Meeting is limited to one vote per member whose age is greater than eighteen (18) years of age. Voting is done in person, and requires an appropriate quorum of people attending in person.

**Section 5. Quorum Percentage Required**

Twenty (20%) percent of the members shall constitute a quorum for the transaction of business at a meeting of the members. A lesser amount may constitute a quorum if notice of the general nature of the meeting is sent to the members at least ten (10) days before the meeting.

**Section 6. Voting**

The membership shall vote at the Annual General Meeting on those matters presented to it by the Board of Directors or as specifically provided by these Bylaws.

**Section 7. Annual Meeting Order of Business**

The order of business at each Annual meeting shall be as follows:

1. Call to Order

2. Reading of Minutes of previous Board Meeting
3. Acceptance or amendment of previous Board Meeting minutes
4. Treasurer's Report
5. Board Members' Report
6. Unfinished Business
7. Election
8. New Business (opportunity for members to speak to provided agenda items)
9. Good of the Game (opportunity for member input not included in agenda)
10. Adjournment

Members other than those selected to the Board positions may not participate in any discussion or deliberation unless authorized by 75% of the attending Board Members. Members shall be able to express themselves during a period of time set aside for 'Good of the Game'.

### **Section 8. Executive Session**

The Board may, with the approval of the majority of the Board, adjourn a meeting or enter into and Executive Session. Executive Session may be used to discuss and vote on subjects requiring confidentiality such as personal matters, litigation, or business of a similar nature. The nature of any business to be considered in Executive Session shall be first announced in open session.

### **Section 9. Procedures**

The procedures and debate shall be in accordance with the rules of parliamentary law commonly known as "Robert's Rules of Order" in all cases in which they are applicable and otherwise not in conflict with these bylaws. CLC ByLaws will be posted to the CLC website and will be made available to all members. A draft agenda will be provided no less than ten (10) days prior to Annual and Regular meetings. Any active CLC member is provided an opportunity to introduce a motion to the Board for the Board's consideration, provided the proposed motion is submitted no less than five (5) working days prior to the convening of the Board.

## **Article VIII**

### **Board of Directors**

#### **Section 1. Directors**

The officers of the organization shall consist of a President, Vice-President, Secretary, Treasurer, and Director of Communications.

- a. The officers of the Board of Directors shall serve a term of (2) years and shall not be eligible to serve more than three (3) consecutive terms unless otherwise approved by a majority of the Membership. The officers shall hold office until their successors are appointed.

- b. Five (5) positions are voted on by the membership, the final position, Director of Coaching, is a position appointed by Board of Directors via a majority. The Director of Coaching is a non-voting member of the CLC Board.
- c. The President, Secretary and Director of Communications will be voted upon during even years. The Vice President and Treasurer will be voted upon during odd years.
- d. The board cannot have more than 49 percent of its current directors be "interested persons" as defined as any person receiving compensation from the nonprofit for services rendered within in the past 12 months and such a person's close family member.

## **Section 2. Powers**

The business of the organization shall be managed under the direction of the Board Members. The affairs of the organization shall be managed by the Board of Directors consisting of Elected and appointed directors. Subject to limitations by these Bylaws, the Board shall have the responsibility and authority to:

1. Conduct, manage, and control the affairs of the organization including employment of all Independent Contractors.
2. Monitor and approve the collection and disbursements of funds.
3. Determine organization policies, procedures, and rules.
4. Review and approve all contracts, leases, promissory notes, and other written investments.
5. Resolve issues and disputes, authorizing any disciplinary actions.
6. Appoint committees as may be necessary from time to time consisting of such numbers of directors or members with such powers as it may designate consistent with these bylaws.
7. Exercise all other powers granted by the Board by these Bylaws or the laws of the State of California.

## **Section 3. Affiliation**

CLC is an independently organized non-profit club, with no direct affiliation to any other organization. CLC teams are subject to the rules and regulations of the Leagues in which they elect to participate.

## **Section 4. Responsibilities of Board Members**

### **President**

The president shall be the organization's chief executive officer. This individual is subject to the control of the entire Board who shall supervise elected, appointed, and administrative staff, shall preside at all meetings of the membership and Board of Directors. They are an ex-officio member of all standing committees, and is the representative to the league(s) in which its teams participate. The President shall sign all contracts, agreements, leases, and/or other legal documents. The President votes only to break a tie or in the case of need to meet a quorum at Board, Special or General Membership meetings. The president is elected by the membership at the Annual Meeting, in accordance with Article IX. During the course of performing duties of

the office, a president may be removed from the position by a majority of the entire Board of Directors.

### **Vice President (VP)**

The VP is an elected position in accordance with Article IX, and in the absence of the President, assumes the responsibilities of the position. The VP will act as the chief operating officer, interacting with all committees and staff.

### **Treasurer**

The Treasurer is an elected position in accordance with Article IX. The treasurer is responsible for working with the CLC bookkeeper regarding handling all funds to the organization and financial accounts which include assets and promissory notes. The Treasurer shall provide the Board with updates on the financial status of the organization and will work with CLC bookkeeper and other CLC Board members and staff regarding CLC financial matters including submissions of tax forms to appropriate agencies. The Treasurer may have other powers as prescribed in the bylaws and/or through direction of the Board.

### **Secretary**

The Secretary is an elected position in accordance with Article IX. The secretary takes minutes at each Board, Special and Annual General meeting. The minutes are then written and either emailed or handed to board members before or at the next monthly board meeting in order to finalize the minutes.

### **Director of Communications**

The Director of Communications is an elected position in accordance with Article IX. The responsibilities of this position include all communications, website, and other public messages to consistently articulate CLC's mission. The Director of Communications will also work closely with the president, vice president, and treasurer to manage registration, uniforms, teams.

## **Section 5. Coordinators and Committees**

### **Director of Coaching (DOC)**

The DOC is appointed by the Board of Directors. The responsibility of this position includes being the supervision of all coaches within the organization. The DOC may be invited to all activities but will not participate in CLC Board votes.

The President may nominate individuals as necessary for non-voting positions that report to the Board. These positions may include coordinators and committee chairpersons that are needed

to effectively run the organization. Positions may be filled by voting Board members, though being on the Board is not necessary. A partial list includes:

- Fundraising Committee
- Uniform Coordinator
- Volunteer Coordinator
- Tournament Committee
- Community Outreach Committee
- Board Nominating Committee

## **Section 6. Board Vacancies**

In the case a vacancy exists on the Board, the position may be filled prior to the next Annual Meeting. A person may be nominated for the open position by a Board Member. A majority vote by the Board is needed before an individual may fulfill the open position's term.

## **Section 7. Resignation**

Any Board member may resign at any time by providing a written 60 day notice to the President. Such resignations shall take effect immediately or if resigning Board member and Board mutually agrees to a future date. Additionally, a Board member may be removed from their position with or without cause at a regularly scheduled Board meeting. In order to be removed, a majority of the Board must vote for the removal.

## **Section 8. Vacancies**

In the event that the President's position is vacated, the Vice-President will succeed in this position. In the event of additional vacancies, the order of succession shall be Secretary, Treasurer, and then the Director of Communications.

## **Section 9. Hiring and Removal of Coaches**

The hiring and removal of coaches requires a 75% approval by the Board. Though any member of the Board can nominate coaches for hiring or removal, the Director of Coaching is precluded from voting upon the hiring or removal of coaches.

## **Article IX**

### **Nomination and Election of Board Members**

#### **Section 1. Election of Board Members**

The members of the Board are elected by the membership at the Annual Meeting. The Board Members report to the President and Vice President, voting on all organizational matters. The

Board members are expected to attend all meetings to assure organizational decisions are consistent with the goals stated in Article II.

## **Section 2. Nominating Committee**

No later than 60 days prior to the Annual Meeting, the President shall appoint a Nominating Committee of up to 5 members, two being members of the Board whose terms extend beyond the next election. The committee will consist of a Chairperson and 4 other members who ideally are representative of the entire membership.

## **Section 3. Solicitation of Candidates**

The Nominating committee shall solicit candidates that will attempt to represent the organization's membership. No later than fifteen (15) days prior to the Annual Meeting, the Nominating Committee will submit to the Board names of qualified individuals that have agreed to stand for election.

## **Section 4. Nomination of Board Members**

Any member of the organization in good standing may submit names of candidates for the Board through the Nominating Committee.

## **Section 5. Voting**

The Board of Directors shall be elected by a simple majority. The vote shall be tallied by the Chairperson of the Nominating Committee. In the absence of the Chairperson, the attending Board members may appoint a non-Board Member on the Nominating Committee to perform this task. Once the Board of Directors have been chosen, the Annual Meeting is adjourned. The newly constituted Board will then re-convene the Annual Meeting. At minimum, the President must be selected and other positions can be filled at next monthly Board meeting.

## **Article X**

### **Amendments**

#### **Section 1. Amendments to Bylaws**

These Bylaws can be amended by a 75% vote by the Board during a Regular, Annual or Special Meeting. Any changes will be made available to all of the membership.

## **Article XI**

### **Records and Reports**

## **Section 1. Fiscal Year**

The fiscal year of the organization is January 1 to December 31.

## **Section 2. Annual Budget**

The Vice President, in coordination with the Treasurer, shall submit an annual budget for the organization to the President. The budget will include a schedule of annual registration fees. Acceptance of the budget shall require a majority vote of the Board.

## **Section 3. Annual Fiscal Report**

The Treasurer shall prepare an annual financial report of the organization, which shall be maintained with other permanent records of the organization.

## **Section 4. Bonding**

The Treasurer may be bonded in a manner acceptable to the Board, subject to cost limitations.

## **Section 5. Entrance into Contracts**

The Board, by a majority vote, may authorize an officer(s) or agent(s) to enter any contracts or execute any instrument in the name of the organization. Such authority may be general or confined to specific examples. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the organization by any contract, engagement, or to incur indebtedness or to render it liable for any purpose or any amount.

## **Section 6. Collection of Monies**

The organization shall collect monies necessary to administer the youth lacrosse program. CLC shall operate on a non-profit basis, however, reserve funds may be carried over for contingencies, for working capital, and if designated by the Board for future capital expenses. Reserve funds are to be maintained in an account held in the name of the organization in depositories designated by the Board. The Board shall establish policies on the appropriate safeguards for withdrawal or disbursements of funds. Upon any dissolution of CLC, all goods and monies shall be turned over to the current membership, or to another non-profit organization that is involved with the youth of Coronado. The decision as to which any monies are to be disbursed will be determined by a majority decision of the Board at the time of dissolution.

## **Section 7. Audit of Budget**

An independent audit of the organization's budget shall be conducted no less than every three years, completed no later than the end of the 1<sup>st</sup> quarter of the fourth year. The first audit will be completed no later than the end of the 1<sup>st</sup> quarter, 2019.

## **Article XII**

### **Rules and Regulations**

#### **Section 1. Rules of Play**

CLC shall be governed by US Lacrosse Rules and Guidelines and the rules and guidelines of any league CLC participates. CLC may make minor changes to rules to enhance the educational aspect of the game. These changes may include: field dimensions, goal dimensions, quarters vs halves, number of players per side during play, and use of goalies.

#### **Section 2. Organizational Colors**

The representative colors of the CLC shall be Green, White, and black.

#### **Section 3. Roster Size**

Roster size will be determined by the Director of Coaching with input from individual coaches.

#### **Section 4. Protests and Appeals**

Protest and Appeal procedures shall be in accordance with guidelines mandated by any league(s) which CLC participates.

#### **Section 5. Game Length**

Game length shall be determined by appropriate league rules. Exceptions to these rules will be made by the Director of Coaching, in conjunction with league officials with the changes made to enhance the educational experience and/or safety reasons, i.e. extreme heat.

## **Article XIII**

### **Code of Conduct**

#### **Section 1. Signed Code of Conduct**

All players must sign the Code of Conduct document as well as a player's parent or guardian. The signatures indicate each person has read and agrees to the Code of Conduct and knows that the consequences of violating one of the stated rules may include ejection from the

event/game. The CLC Board of Directors or designee will be notified of any ejection. Signed codes of conduct forms are to be kept by the CLC Secretary.

## **Section 2. Ejections**

Players who are ejected for non-fighting related reasons are barred from playing in the next game. The first time a player is ejected from a game due to fighting, she is barred from playing in the next two games. The second time the same player is ejected from a game for fighting, she will be expelled for the remainder of the season. This rule does not apply in the case of a player fouling out of a game (red card). A parent ejected from a game will be barred from attending games for the rest of the season. A coach who is ejected from a game must leave the field immediately and is barred from coaching the next game. If a coach is ejected from a game a second time within a season, he/she is barred from coaching any CLC team for the remainder of the season.

## **Section 3. Offensive Language**

A player, coach or assistant coach ejected by an official for using a racial slur or derogatory term related to race, religion, color, gender, sexual orientation, or ethnicity shall be suspended indefinitely. A Special Board meeting will be convened to determine the duration of the suspension or the removal of the coach from CLC. In the event that a racial slur or derogatory term is not heard by the official, the offended player(s) should inform their coach at the earliest possible time. At the next official time out, the coach should inform the head referee or umpire, who should in turn inform the opposing coach of the allegation. Coaches are encouraged to discuss this rule with their players. Any parents or guardians associated with using offensive language during a game will be prohibited from attending any games for the remainder of the season.

## **Article XIV**

### **PERSONAL LIABILITY**

The Directors and officers of the organization shall not be personally liable for any debt, liability or obligation of the organization. All persons, organizations or other entities extending credit to, contracting with, or having any claim against the organization may look only to the funds and property of the organization for the 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 organization.

## **Article XV**

### **INDEMNIFICATION**

The organization shall, to the extent legally permissible and only to the extent that the status of the organization as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, is not affected thereby, indemnify each of its Directors, officers, employees and other agents (including persons who serve at its request as Directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Organization; provided, however, that as to any matter disposed of by a compromise payment by such Director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Organization, after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Organization; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such Director, officer, Director, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Organization in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Organization if he shall be adjudicated to be not entitled to indemnification under applicable state law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" Director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

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