

**BY-LAWS OF CARMEL GIRLS LACROSSE, INC.
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I
ORGANIZATION AND OFFICES**

SECTION 1. NAME

The name of the organization shall be Carmel Girls Lacrosse, Inc.

SECTION 2. OFFICES

- A. The principal office of the corporation is located at 3601 Bridger Dr N, Carmel, IN 46033 in Hamilton County, State of Indiana.
- B. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may designate.

SECTION 3. CHANGE OF ADDRESS

The Board of Directors may change the principal office from time to time to a location within Hamilton County and such changes of address shall not be deemed, or require, an amendment of these Bylaws.

**ARTICLE II
PURPOSES**

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation are to develop and support a program that provides young women an opportunity to excel in competitive lacrosse in Carmel, Indiana. The Corporation's primary affiliation is with Carmel High School, but students who reside within the Carmel Clay School District, and attend a high school without a lacrosse program, may participate with Carmel Lacrosse. The means of providing such support may include, but not be limited to:

- A. Providing adult volunteers to support all the teams related to Carmel Girls Lacrosse.
- B. Raising funds for team enhancements, attendance at tournaments and games, student scholarships, other items deemed appropriate by the Board of Directors and the coaching staff.
- C. Developing a community among the students, parents and coaches of the lacrosse program.
- D. Raising awareness of, and increasing attendance at, lacrosse games.
- E. Being a contributing member of Carmel High School and the community.

**ARTICLE III
MEMBERSHIP**

The corporation shall have no members.

**ARTICLE IV
MEETINGS**

SECTION 1. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors. All meetings of the Board of Directors must occur within Hamilton County, Indiana.

SECTION 2. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at least four times per year as designated by the Officers. A schedule for regular meetings will be posted on the Corporation's website after team selections. Parents and legal guardians of players who participate in the Corporation may attend any Board meeting, but in order to manage the agenda, and ensure that sufficient space is booked for the meeting, such person must notify the President, via email, at least seven (7) days in advance of the meeting of the intent to attend and what (if anything) they wish to discuss at the meeting.

The regular meeting of Board of Directors held in August of each year shall be a joint meeting of the current Board and the incoming Board. At such meeting a purpose will be to orient and train new Board members and it will be the last meeting that any current Board member who's term is expiring will have voting privileges.

SECTION 3. SPECIAL MEETINGS

Special meetings may be called by the President, Vice President, Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meeting shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provision of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

a. Regular Meetings

No notice need be given of any regular meeting of the Board of Directors, although their date, time and place will be posted on the Corporation's website at least ten (10) days in advance of the meeting.

b. Special Meetings

The Secretary shall give prior notice to each director of each special meeting of the Board, with at least three (3) days notice. Such notice shall be given in writing in one of the following manners: personally via hand delivery, by first class mail, by electronic mail, by facsimile machine, or by website posting (so long as another method of delivery set forth herein is also given), and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

c. Waiver of Notice

Notice of any meeting may be waived in writing signed by any director, whether before or after the time of the meeting.

SECTION 5. MEETING BY TELEPHONE OR SIMILAR COMMUNICATION EQUIPMENT

Any or all Board members may participate in and hold a meeting by means of conference telephone or other similar communications equipment where all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting. Minutes will be taken at such meetings and put in the official records.

SECTION 6. QUORUM FOR MEETINGS

A quorum shall consist of three of the members of the Board of Directors. If less than three (3) directors are then in office, a quorum shall consist of one (1) director.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 7. 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 Articles of Incorporation, these Bylaws, or provision of law require a greater percentage or different voting rules for approval of a matter by the Board.

Each member of the Board of Directors shall be entitled to one vote.

SECTION 8. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in the President's absence, by the Vice-President of the Corporation or, in the absence of each of these persons, by a chairman chosen by a majority of the Board members present at such meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Roberts Rules of Order shall govern meetings, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provision of law.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. NUMBER

The Corporation shall have a minimum of seven directors and collectively they shall be known as the Board of Directors. The Board will consist of up to five officers and two other directors whose duties and responsibilities will be determined by the Board.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state and shall have demonstrated an interest in supporting Carmel Girls Lacrosse.

SECTION 3. POWERS

Subject to the provision of the laws of this state and any limitation in the Articles of Incorporation and these Bylaws of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 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, by the Articles of Incorporation, or by these Bylaws;
- B. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- C. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- D. Adopt a budget by January 1st of each year and maintain supervision of said budget;
- E. Meet at such times and places as required by these Bylaws;
- F. Maintain accurate physical and electronic mail addresses with the Secretary of the Corporation.

SECTION 5. TERM OF OFFICE

Terms for directors begin at the regular September Board meeting of the Corporation, and the Board appoints directors each year, with recommendations from the Nominating Committee.

Each director shall hold office for a period of one year and until his successor is appointed. Directors may be reappointed to a position, but the term of any director shall be limited to four years and a Director may not hold the same officer's position for more than three years consecutively with the exception of the Head Coach.

SECTION 6. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased, or (3) when a director's term has expired.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Any director may resign by giving written notice to the President, Secretary, or Board of Directors and, such resignation shall be effective upon receipt of such notice or at any later date specified therein.

SECTION 7. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of this Corporation.

SECTION 8. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Corporation, to the fullest extent permissible, shall indemnify the directors and officers of the Corporation under the laws of this state.

SECTION 9. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provision of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE VI OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Corporation shall at a minimum consist of a President, Vice-President, Secretary, Treasurer and Head Coach. If a couple serves on the Board, only one member of the couple may be an officer. Under no circumstances may both people be officers. In cases where immediate operational decisions must be made on behalf of the Corporation, three officers may make such decisions, where at least one of the officers is either the President or Vice-President. Such decisions must be reported to the full Board at their next regular Board meeting.

SECTION 2. QUALIFICATIONS

Officers shall be of the age of majority in this state and shall have demonstrated an interest in supporting Carmel Girls Lacrosse.

SECTION 3. APPOINTMENT AND TERM OF OFFICE

The Board of Directors shall appoint officers, and officers shall hold office in the following cycle:

a. President

One-year term, without reappointment. While not required, it is recommended that the President be a parent of a junior player. There is the expectation that the President will serve as Past President, as a non-voting member of the Board, for one year after his term.

b. Vice-President

One-year term, without reappointment, with the expectation they will serve as President the following year. While not required, it is recommended that the Vice-President be a parent of a sophomore player.

c. Secretary

One-year term with reappointment possible for a total of no more than three years consecutively in the position.

d. Treasurer

One-year term with reappointment possible for a total of no more than three years consecutively in the position.

e. Head Coach

May be held until such time as the Board of Directors selects a new Head Coach.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

Officers may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Any officer may resign by giving written notice to the President, Secretary, or Board of Directors and, such resignation shall be effective upon receipt of such notice or at any later date specified therein.

SECTION 6. DUTIES OF THE PRESIDENT

The President shall:

- A. Act as the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers.
- B. 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 of Directors.
- C. Preside at all meetings of the Board of Directors. In the case the president cannot preside at a specific meeting, the Vice-President will preside.
- D. In the name of the Corporation execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws. Any expenditures or instruments, which obligate the Corporation for more than \$2,000, require written authorization from both the President and Treasurer.
- E. Be a liaison between Carmel Girls Lacrosse and the Carmel High School Athletic Department.
- F. Be a liaison between Carmel Girls Lacrosse and the Indiana High School Women's Lacrosse Association.

SECTION 7. DUTIES OF THE VICE-PRESIDENT

The Vice-President shall:

- A. Act for the president in situations where the president is not available.
- B. Assist the president in whatever duties the president determines.
- C. Coordinate off-season programming for the Corporation.
- D. Coordinate field activities with the field committee chair.
- E. Coordinate game day activities, including creating a spreadsheet of game day volunteer duties and positions, and the volunteers assigned to each duty or position.

SECTION 8. 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, and, if applicable, meetings of committees of 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. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- D. Be custodian of the records as authorized by law or the provisions of these Bylaws.
- E. Keep full records of players and all medical release forms for players. Verify that all information is current.
- F. Exhibit at all reasonable times to any director of the Corporation, or to his agent or attorney, on request therefore, the Bylaws, the players' book, and the minutes of the proceedings of the directors of the Corporation.
- G. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

SECTION 9. DUTIES OF THE TREASURER

The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, 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 Corporation from any source whatsoever.
- C. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Any expenditures or instruments, which obligate the Corporation for more than \$2,000, require written authorization from both the President and Treasurer.
- D. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- E. Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his agent or attorney, on request therefore.
- F. Render to the President and directors, whenever requested, an account of any or all of his transactions as Treasurer and of the financial condition of the Corporation.
- G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- H. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

SECTION 10. DUTIES OF THE HEAD COACH

- A. Select the coaching staffs for all designated teams.
- B. Develop and manage the practice program for all designated teams.
- C. Monitor the coaching staff, verifying that they are up to date on all applicable state and association rules and regulations.
- D. Monitor all compliance programs related to lacrosse in the state of Indiana.
- E. Develop, with the Board of Directors, the team's set of rules and discipline guidelines. These policies must be consistent with the rules set forth by Carmel High School.
- F. Develop the game and tournament schedule for the season.
- G. Coordinate the student and parent team managers as applicable.
- H. Coordinate, with the Vice-President, the off-season programming.

- I. Represent the Corporation at appropriate IHSWLA, and/or Carmel High School meetings, in coordination with the President and Vice-President of the Corporation.

ARTICLE VII COMMITTEES

SECTION 1. NOMINATING COMMITTEE

The Board shall appoint a three member nominating committee by March 15th of each year. This committee will consist of the President, one current player's parent, or legal guardian who is not on the Board of Directors and one other person as determined by the Board. No one on the nominating committee may be a current coach.

The nominating committee shall by May 1st:

- A. Contact current Board members who are eligible for reappointment to determine their desire to continue serving on the Board.
- B. Prepare a slate of candidates to replace Board members not continuing in their roles.
- C. Present this information to the Board of Directors so that new directors may be appointed in time for the August regular meeting.

The nominating committee shall by July 1st:

- A. Make recommendations to the Board on the desirability of retaining the Head Coach for another season. They can also give feedback to the Head Coach on the effectiveness of his coaching staff. However, it is the Head Coach's responsibility to manage all coaches under his supervision.

SECTION 2. AUDIT COMMITTEE

The Board of Directors will appoint an Audit Committee of not less than two directors, one of which must be either the Vice-President or Secretary. The Treasurer may not serve on the audit committee but must respond to any questions they may have. The Audit Committee will have the responsibility of reviewing the financial records of the Corporation annually.

SECTION 3. OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are members of the Board of Directors, or who are not members of the Board but are acting in an advisory capacity to the Board.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

The Board of Directors shall govern meetings and action of committees and no committee may authorize expenditures without the approval of the Board of Directors.

**ARTICLE VIII
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

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

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determine by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

**ARTICLE IX
CORPORATE RECORDS AND REPORTS**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

- A. Minutes of all meeting of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and account of its assets, liabilities, receipts, disbursements, gains and losses;
- C. A record of its players, indicating their names and addresses;
- D. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by parents, or legal guardians, of players at all reasonable times during office hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provision of these Bylaws, and provision of law.

SECTION 3. INSPECTION RIGHTS

Each and every parent, or legal guardian of a player, shall have the following inspection rights, for a purpose reasonably related to such person's interest as parent, or legal guardian of a player:

- A. To inspect at any reasonable time the books, records, or minute of proceedings of the Board or committees of the Board, upon written demand on the Secretary of the Corporation by the parent, or legal guardian of a player, for a purpose reasonably related to such person's interest.
- B. To inspect the records of player's names at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- C. The Corporation will not sell player information, nor give out players' information, including name, address, phone number or other data to any person or group, except for the purposes of verifying player insurance information. Parents, and legal guardians of players shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provision of these Bylaws, and provision of law.

SECTION 4. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

ARTICLE X

IRS 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATION ON ACTIVITIES

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

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

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed in accordance with the Articles of Incorporation, as may be amended, on file with the Indiana Secretary of State or, if allowable under the law, to such other not-for-profit organization as may be determined by the Board. Such distribution shall be made in accordance with all applicable provision of the laws of this state.

**ARTICLE XI
PLAYER PARTICIPATION AND FEES**

SECTION 1. PARTICIPATION OF PLAYERS

Players will not be allowed to play without payment of player fees. The Corporation may, within the discretion of the Officers collectively, provide scholarship funds, based upon financial need of the player and his family, to defray all or a part of player fee costs. Such assistance will be determined annually for each season (which will include the preseason).

SECTION 2. PLAYER FEES

The Board of Directors shall determine appropriate fees per player to cover the costs of Corporation expenses. Additional fees will be levied throughout the season for specific away game trips, or such other events as determined by the Officers collectively.

**ARTICLE XII
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to the provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.