

**ByLaws  
Of the  
Central York Lacrosse Club**

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**Article 1. NAME; DEFINITION OF BYLAWS; PURPOSE; OFFICES.**

- 1.01. Name.** The name of this Corporation shall be the Central York Lacrosse Club (“CYLC”). This Corporation shall be affiliated with the York County Lacrosse Association and the Central Pennsylvania Scholastic Lacrosse Association.
- 1.02. Definition of Bylaws.** These Bylaws constitute the code of rules adopted by the Central York Lacrosse Club for the regulation and management of its affairs. The Central York Lacrosse Club was established in March 2002 in York, Pennsylvania.
- 1.03. Purpose.** The Central York Lacrosse Club has been organized to provide structured amateur lacrosse competition through which boys and girls ages seven to eighteen years achieve positive social, physical, mental and moral development through the emphasis of sportsmanship, teamwork, fellowship, courtesy, discipline and integrity with its participants. The Corporation is organized exclusively for educational and charitable purposes as such purposes are defined by Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law)(collectively, hereinafter “IRC”). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, 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 its charitable and educational purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal tax under section 501(c)(3) of the IRC, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the IRC.
- 1.04. Offices.** The registered office of the Corporation in the Commonwealth of Pennsylvania is 2574 Cousler Circle, York, Pennsylvania until otherwise established by a vote of a majority of the Board of Directors and a statement of such change is filed with the Department of State; or until changed by an appropriate amendment of the Articles of Incorporation of this Corporation. In addition, the Corporation may maintain other offices within the Commonwealth of Pennsylvania as its business requires.

## Article 2. DIRECTORS.

- 2.01. **Number of Directors.** The number of Directors shall be no less than five and, collectively, they shall be known as the Board of Directors.
- 2.02. **Powers.** The Board of Directors shall have full power to conduct, manage and direct the business and affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the Board.
- 2.03. **Qualification of Directors.** The qualifications for becoming and remaining a Director of this Corporation are as follows:  
(a) A natural person having reached the age of majority.  
(b) A Member in good standing of CYLC.
- 2.04. **Terms of Directors.** Each director shall serve a one year term and until his successor is elected and qualifies. Directors may serve unlimited consecutive terms.
- 2.05. **Vacancies on the Board.** Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by a majority vote of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve the unexpired term of the predecessor in office.
- 2.06. **Location of Directors' Meetings.** Meetings of the Board of Directors, regular or special, will be held at such place or places as the President shall designate.
- 2.07. **Regular Directors Meetings.** Regular meetings of the Board of Directors will be held at 7:00 pm on the second Thursday of each month. This provision of the Bylaws constitutes notice to all Directors of all regular meetings, and no further notice shall be required, although further notice may be given. The President may change the date and time of the regular meeting, or determine that no meeting is necessary, by providing at least seven days notice delivered to each Director via electronic mail at the address on record with the Secretary of the Corporation.
- 2.08. **Special Directors' Meetings.** Special meetings of the Board shall be held whenever called by the President or two or more of the Directors. Notice stating the place, day and hours of any special meeting of the Board of Directors shall be delivered to each Director not less than two or more than five days before the date of the meeting, either personally or via electronic mail. If by electronic mail, the Notice will be deemed to be delivered when sent to the Director at the Director's electronic address as it appears on the records of this Corporation.
- 2.09. **Telephone Meetings.** One or more persons may participate in a meeting of the Board or a committee of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

Notwithstanding the foregoing, however, use of conference telephone and similar communications equipment shall be permitted at the discretion of the Board of Directors, which shall be deemed to have permitted such use unless and until it shall have taken due action to prohibit such use.

**2.10. Waiver of Notice.** Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because of the meeting is not lawfully called or convened.

**2.11. Quorum of Directors.** The presence of a majority of the President, Vice President, Secretary, Executive Officer, and Treasurer, qualified to vote, will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of any statute applicable to this Corporation, any organizing document under which this entity was formed, or any provision of these Bylaws. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the Corporation.

**2.12. Interested Directors or Officers.** No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because of his or their votes are counted for such purpose, if

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

**2.13. Resignation of Directors.** A Director may resign by giving written notice to the President of the Corporation. The resignation shall be effective on that date stated in the notice, and, unless otherwise specified in such notice, acceptance of the resignation by the Board shall not be necessary in order for the resignation to be effective.

**2.14. Removal of Directors.** A Director may be removed from office by act of the Board of Directors for cause deemed sufficient by the Board, including but not limited to, failure to qualify or demonstrated lack of commitment to the Corporation. Absence from two consecutive regular meetings of the Board of Directors without first having notified the President or Secretary of the inability to attend, other than in extenuating circumstances, shall be deemed a demonstrated lack of commitment to the Corporation.

### **Article 3. OFFICERS**

**3.01. Roster of Officers.** The Officers of this Corporation shall be the President, the Vice President, the Secretary, the Treasurer, Executive Officer, the Registrar, and such other officers as may be elected in accordance with Section 3.02 of this Article. All officers shall be directors of this Corporation.

**3.02. Selection of Officers.** Each of the Officers of this Corporation will be elected and appointed annually by the Board of Directors. Each Officer will remain in office until a successor to the office has been selected and qualified, or until his earlier death, resignation or removal. Elections will be held at the regular meeting of the Board of Directors taking place during the month of June.

**3.03. General Powers.** All officers of the Corporation, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be determined by resolutions or orders for the Board, or in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these by-laws. The authority of all officers of this Corporation shall be limited to contractual monetary commitments on behalf of the Corporation of One Hundred Dollars or less. Officers shall seek approval from the Board of Directors for expenditures and monetary commitments exceeding One Hundred Dollars.

**3.04. President.** The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

**3.05. Vice President.** The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Directors.

**3.06. Secretary.** The Secretary will keep minutes of all meetings of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally, perform all duties incident to the office of Secretary and any other

duties as may be required by law, by any organizing document under which this entity was formed or by these Bylaws, or that may be assigned by the Board of Directors.

- 3.07. Treasurer.** The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors as required by the Board of Directors or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by any organizing document under which this entity was formed, or by these Bylaws, or that may be assigned by the Board of Directors.
- 3.08. Registrar.** The Registrar shall maintain records of the registered players of the Corporation in accordance with the standards set forth by the York County Lacrosse Association, Central Pennsylvania Scholastic Lacrosse Association and US Lacrosse and ensure all tasks associated therewith are performed within prescribed time limits.
- 3.09. Executive Officer.** The Executive Officer shall be the Corporation's representative and agent in the York County Lacrosse Association. The Executive Officer will perform any other duties that may be prescribed by the Board of Directors.
- 3.10. Committees.** The Board may from time to time appoint such committees as the business of the Corporation may require who shall have such authority and perform such duties as the Board may from time to time determine.
- 3.11. Removal of Officers.** Any Officer elected or appointed to office may be removed by an act of the Board of Directors whenever in their judgment the best interests of the Corporation will be served.
- 3.12. Resignation of Officers.** Any officer may resign at any time by giving written notice to the Board, or to the President or the Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 3.13. Vacancies.** A vacancy in any office for any reason may be filled by act of the Board of Directors in the manner prescribed in these Bylaws for election or appointment to office. Such vacancy shall be filled for the unexpired portion of the term.

#### **Article 4. INFORMAL ACTION.**

- 4.01. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of the notice in writing signed by the person or persons entitled

to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice.

- 4.02. Action by Consent.** Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action that otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all Directors in office and filed with the Secretary of the Corporation.

## **Article 5. LIMITATION OF PERSONAL LIABILITY OR DIRECTORS; INDEMNIFICATION**

- 5.01. Limitation of Personal Liability of Directors.** A director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken or for failure to take any action, unless

(a) The director has breached or failed to perform the duties of his office pursuant to Article 5.02, and

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

This Bylaw shall not apply to the responsibility or liability of a director pursuant to any criminal statute or to the liability of a director for the payment of taxes pursuant to local, state or federal law. No amendment to or repeal of this Bylaw shall apply to or have any effect on the personal liability for monetary damages of any director of the Corporation for, or with respect to, any act or omission of such director occurring prior to such amendment or repeal.

- 5.02. Standard of Care and Justifiable Reliance.**

(a) A director of the corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinion, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional expertise of such person;

(iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board, committees of the board and individual directors may, in considering the best interests of the Corporation, consider the effects or any action upon employees, upon persons with whom the Corporation has business and other relations, and upon the communities which the Corporation serves, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

**5.03. Indemnification in Third Party Proceedings.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of this Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**5.04. Indemnification of Derivative Actions.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she 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 Corporation and except that not indemnification shall be made in respect of any claim,

issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court of Common Pleas of York County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

- 5.05. Mandatory Indemnification.** Notwithstanding any contrary provision of the Articles of Incorporation or these Bylaws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Articles 5.03 or 5.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
- 5.06. Determination of Entitlement to Indemnification.** Unless ordered by a court, any indemnification under Articles 5.03 or 5.04, above, shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:
- (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
  - (b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- 5.07. Advancing Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case.
- 5.08. Indemnification of Former Representatives.** Each such indemnity may continue as to a person who has ceased to be a representative of the Corporation and may inure to the benefit of the heirs, executors and administrators of such person.
- 5.09 Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

**5.10. Reliance on Provisions.** Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## **Article 6. OPERATIONS.**

**6.01. Fiscal Year.** The fiscal year of the Corporation shall end on the 30<sup>th</sup> day of June each year.

**6.02. Checks.** Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the President.

**6.03. Contracts.** Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

**6.04. 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 may approve or designate, and all such funds shall be withdrawn only upon checks executed pursuant to Article 6.02 hereof.

**6.05. Books and Records.** This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors and committees, if any. The Secretary shall maintain a register giving the names and addresses of each Director, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

**6.06. Inspection of Books and Records.** All books and records of this Corporation may be inspected by any Director, or the Director's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

**6.07. Nonprofit Operations.** This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for services rendered.

**6.08. Loans to Management.** This Corporation will make no loans to any of its Directors or Officers or to any of its key management or other personnel.

**6.09. Dissolution.** Upon dissolution of the Corporation, its assets, after payment of all of its debts and charges and expenses of dissolution, shall be distributed to such organizations operating in the Commonwealth of Pennsylvania which are organized and operated exclusively for charitable, scientific, literary or educational purposes as provided in

Section 501(c)(3) of the IRC (or corresponding section of any future federal tax law), no part of the net earnings of which inures to the benefit of any individual

**Article 7. AMENDMENT.**

**7.01. Modification of Bylaws.** The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested in the Board of Directors.

**7.02. Adoption of Bylaws.** Adopted by the Board of Directors by resolution and vote of \_\_\_\_\_ (number for) to \_\_\_\_\_ (number against) on (date), at York, Pennsylvania.

**Directors Approving:**

\_\_\_\_\_  
Thomas Mayne

\_\_\_\_\_  
Cynthia Reisinger