ARTICLE I ORGANIZATION	2
ARTICLE II PURPOSES	2
ARTICLE III MEMBERSHIP	3
Section 3.1 - Voting and Membership Criteria	3
SECTION 3.2 - TERM of Membership	3
ARTICLE IV GOVERNING BOARD	3
SECTION 4.1 - Property and Business	3
SECTION 4.2 - Eligibility	4
SECTION 4.3 - Term Length	4
SECTION 4.4 - Business Operations Voting	4
SECTION 4.5 - Duties of Members of the Board & Officers	4
ARTICLE V BOYS LACROSSE COMMITTEE	6
SECTION 5.1 Position	6
SECTION 5.2 Divisions	7
SECTION 5.3 Duties of Divisional Coordinator	7
SECTION 5.4 Coaching Staffs	
ARTICLE VI COMPENSATION OF BOARD OF DIRECTORS, OFFICERS, & COACHES	7
ARTICLE VII DUES & FEES	7
ARTICLE VIII MEETINGS	7
Section 8.1 Frequency	7
Section 8.2 Quorum	8
Section 8.3 Attendance	
Section 8.4 Offices and Votes	8
ARTICLE IX Nomination and Election Board of Directors	
SECTION 9.1 Time & Place	
SECTION 9.2 Final Candidates	
SECTION 9.3 Method of Voting	
SECTION 9.4 Election Process	
SECTION 9.5 Vacancy	
ARTICLE X ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP	
SECTION 10.1 Time & Place	
SECTION 10.2 Agenda	
SECTION 10.3 Order of Business	
SECTION 10.4 The Governing Procedure	
SECTION 10.5 QUORUM	
SECTION 10.6 Adjournment, Continuation, Continuation, and Reconveyance	
SECTION 10.7 Special Meeting	10
ARTICLE XI DIRECTORS LIABILITY AND INDEMNIFICATION	
SECTION 11.1 Insurance	
SECTION 11.2 Fundraising	
SECTION 11.3 Bonds	
SECTION 11.4 Signatures	
SECTION 11.5 Authority to Bind	
ARTICLE XII CONFIDENTIALITY	11

Section 12.1 Protected Information	11
Section 12.2 Data Collection and Storage	12
Section 12.3 Access Controls	12
Section 12.4 Data Sharing & Use	12
Section 12.5 Incident Security Incidents Response	12
Section 12.6 Investigation and Mitigation	12
Section 12.7 Prohibited Activities	
ARTICLE XIII CONFLICT OF INTEREST POLICY	13
Section 13.1 Procedure	13
ARTICLE XIV EXTERNAL ENDORSEMENT, PROMOTION, & SOLICITATION	13
Section 14.1 - Exceptions	13
ARTICLE XV Player Placement	14
Section 15.1 Exceptions	14
Section 15.2 "Playing-Up" Request Procedure	14
ARTICLE XVI AMENDMENTS	15
ARTICLE XVII EFFECTIVE DATE	16

BYLAWS OF JR. JAGS, INC.

A Delaware Nonprofit Corporation (Non-stock, Membership Corporation)

ARTICLE I ORGANIZATION

The name of the organization Jr Jags Inc, a non-profit corporation, doing business as Jr Jags Lacrosse – incorporated in the Commonwealth of Delaware on January 26, 2023.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized: Jr Jags Lacrosse is formed exclusively as a community youth lacrosse organization and feeder program for Garnet Valley High School, that exists within the structure outlined in section 501(c)(3) of the Internal Revenue Service (IRS) Code to provide children in grades pre-K through 8th living within the Garnet Valley School District the opportunity to learn, train, and play competitive lacrosse. Upon the winding up and dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS, or the corresponding section of any future federal tax code.

ARTICLE III MEMBERSHIP

Section 3.1 - Voting and Membership Criteria: Individuals residing within Garnet Valley School District, or granted a waiver based on special circumstances, who are of good moral character shall be eligible for membership, regardless of race, creed, color, sex, or national origin, who meet the following criteria:

- A. Is the Parent / legal guardian representing a child enrolled in the spring lacrosse Pre-K through 8th grade program and pays the annual dues; or
- B. Has had such dues waived by the Board of Directors, based on special circumstances;

SECTION 3.2 - TERM of Membership shall be for one calendar year February 1st through the last day of January the following year.

ARTICLE IV GOVERNING BOARD

SECTION 4.1 - The property and business of Jr. Jags Lacrosse shall be governed and managed by the Board of Directors which shall consist of a maximum of nine (9) members. Each member of the Board shall hold at least one officer position which shall include President, Vice President, Secretary, Treasurer, Boys Commissioner, Equipment Manager, Public Relations Manager, Sponsorship & Fundraising Manager, Coaching/Parent Representative, Registration Manager, and Webmaster. Each Board member shall be entitled to only one vote no matter how many officer positions they hold.

SECTION 4.2 - Eligibility: Each Board member must receive a "No Record" report under Pennsylvania Act 34. A person nominated for President or Vice President should have previously held another position on the Board. A person nominated for Treasurer should possess a business, accounting or financial background and have held a position on the Board.

SECTION 4.3 - Term Length: Elections to the Board of Directors shall be for a term of two years beginning July 1st. No Board of Director may hold the position of President for more than six consecutive years.

SECTION 4.4 - Business Operations Voting

- A. The Board of Directors are charged with managing all affairs and business decisions of the organization.
- B. A two-thirds majority vote is required to approve all business.
- C. A board member can propose and call for a vote on any proposal.
- D. Each Board Member is limited to one (1) vote regardless of the number of positions held in the organization.
- E. Initiatives shall not be implemented without formal board approval.

SECTION 4.5 - Duties of Members of the Board & Officers:

The Board of Directors shall vote annually at the June meeting from among its nine (9) sitting members, to serve as President, Vice President, Secretary, and Treasurer by a simple majority. The Eligibility to run for a position on the Board of Directors includes a minimum of two years either as a voting member of the Club and/or of active service to Jr. Jags as coach. Available positions on the Board of Directors will be chosen at the annual voting membership meeting of the Jr. Jags as set forth above. The Board of Directors shall oversee management of the affairs and business decisions of the organization. The Board of Directors shall only act in the name of the organization when it shall be regularly convened by its President after due notice to all the Directors of such meeting. Expenditures in excess of \$500.00 must be approved by two thirds majority by the Board or Directors. A Board Member may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing as deemed necessary for the best interests of the organization. Each Board Member is limited to one (1) vote regardless of the number of positions held in the organization.

The duties of the officers enumerated in Section 4.1 shall be as follows:

A. President - Will annually be appointed by the Board and must be an elected member of the Board. The President will preside at the Annual Meeting of the Membership, and the meetings of the Board of Directors. They shall have general active management of the business of the organization, and shall see that all orders and resolutions of the Board of Directors are carried out, and shall execute all bonds, mortgages, and all contracts of this Association.

- B. Vice President Will be annually appointed by the Board and must be an elected member of the Board. The Vice President shall be vested with all the powers and shall perform all of the duties of the President during the absence of the latter, and shall have such other duties as may, from time to time, be determined by the Board of Directors.
- C. Secretary Will be annually appointed by the Board and must be an elected member of the Board. The Secretary will attend all meetings of the Board of Directors and the Annual Meeting of the Membership. The Secretary shall act as the clerk thereof, and shall record all votes and minutes of all proceedings in a book to be kept for that purpose. Such records shall be kept accurate and the Secretary shall be prepared to read the same at the request of the presiding officer at any subsequent meeting. The Secretary shall post all notices of all meetings as may be required by the bylaws, and notify the Board of Directors of any special meetings. They shall be the custodian of the corporate seal, and of all the books and records of this Association. They shall maintain and update the membership list and shall be charged with the duty of affixing the seal on any Association document signed by the President.
- D. Treasurer Will be annually appointed by the Board and must be an elected member of the Board. The Treasurer, under the direction of the Board of Directors, shall have charge of all funds of the Association and shall deposit the same in the name of the Association into depositories designated by the Board of Directors. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. They shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$15,000 and the balance of the funds of the organization shall be deposited in a savings account except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non- profit corporation in this state. They must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall make all records available for an audit in January of each year to the Board of Directors and the board approved Certified Public Accounting Firm charged with filing the organization Federal and State documents including the 990 Form. They shall present an annual report at the annual voting membership meeting of the organization which summarizes the work of the organization and at all meetings of the Board of Directors. They shall see that all books, reports and certificates required by law are properly kept or filed and may sign the checks or drafts of the organization. They shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- E. Boys Commissioner -Will be annually appointed by the Board and shall be responsible for general management of the lacrosse operations for the organization. They will be responsible for the verification of "No Record" status under Pennsylvania Act 34 and USA Lacrosse Membership requirements for all coaches. They shall see that all orders and resolutions of the Divisional Coordinators are presented to the Board of Directors for

final approval. They shall be responsible for addressing any coaching or parent complaints and bringing all disciplinary actions to the Board for approval. Any member that has a grievance they wish to be heard by the Board may submit the grievance in writing to the Boys Commissioner. The member shall then be given an appointed time to be heard by the Board of Directors (at which a quorum of the Board must be present). The Board shall have an opportunity to ask questions of the member presenting the grievance, as well as to hear from other parties that may be involved in the matter. The Board shall discuss and vote on the matter in private, and the decision of the Board shall be final and binding on all parties involved.

- F. Equipment Manager Will be annually appointed by the Board and shall be responsible for the procurement of all equipment, uniforms, and apparel overseeing the allocation and distribution to Head Coaches. They shall be responsible for the end of season collection, maintenance, storage, and security of all such property.
- G. Public Relations Manager Will be annually appointed by the Board and shall be responsible for the advertising of, and publicity for any of the organization's activities, including Social Media and maintenance of the organizations website. They shall make a report to the Board of Directors as requested, and shall file a written report of all activities at the Annual Meeting of the Membership.
- H. Sponsorship & Fundraising Manager Will be annually appointed by the Board and shall be responsible for all sponsorship and fundraising activities, including the procurement of sponsors, collection of fees, and fulfillment of benefits. Specific sponsorship levels and fees shall be approved by the Board of Directors. They shall make a report to the Board of Directors and Treasurer as requested, and shall file a written report of all activities at the Annual Meeting of the Membership.
- I. Registration Manager Will be annually appointed by the Board and shall be responsible for coordinating the registration, budgeting and registration fee collection/refund process. The Registration Manager shall act as the registrar of the Association and coordinate all electronic registration processes, timelines and databases, address payment/refund issues and investigate any area of operation/boundary issues.
- J. Webmaster Will be annually appointed by the Board and shall be responsible for maintaining the organization website, including updating team pages, coaching staff pages, sponsor logos, and registration page.

ARTICLE V BOYS LACROSSE COMMITTEE

SECTION 5.1 Positions: The Board of Directors shall choose annually from among its Coaches to serve as grade level Divisional Coordinators consisting of a maximum of three (3) members per Division, (1) Head Coordinator and (2) Assistant Coordinators. Each Divisional Coordinator is

limited to one (1) vote regardless of the number of positions held in the Boys Lacrosse Committee. A two-thirds majority vote is required to approve all business. Divisional decisions must be brought to the Board of Directors by the Boys Commissioner for final approval. The Divisions shall be defined as:

SECTION 5.2 Divisions: A Division: 7th & 8th grade, B Division: 5th & 6th grade, C Division: 3rd & 4th Grade, D Division: 1st & 2nd Grade, and E Division: Pre-K & Kindergarten.

SECTION 5.3 Duties of Divisional Coordinators shall include the establishment of a Divisional curriculum, practice plans, scheduling, and team tryouts/placement.

SECTION 5.4 Coaching Staffs shall consist of a maximum of four (4) members per team consisting of a Head Coach, and three (3) Assistant Coaches.

ARTICLE VI

COMPENSATION OF BOARD OF DIRECTORS, OFFICERS, & COACHES

All Board of Directors, Officers, and parent coaches shall volunteer their time to the organization and shall not for any reason be entitled to receive any salary or compensation. All Head Coaches and Assistant Coaches will be selected by the Board of Directors at the recommendation of the Boys Commissioner based on criteria including experience within the game of lacrosse, playing experience, coaching experience, and their commitment to the values and principles of Jr Jags Lacrosse. In the event that the Board of Directors determines that the volunteer candidates for a position of Head Coach or Assistant Coach do not possess the necessary qualifications, the Boys Commissioner shall make recommendation(s) to the Board of Directors regarding the hiring of a sufficient non-parent coach to meet the organizations needs. Such recommendations must be approved as to the specific individual and amount of compensation paid to such individuals by a two thirds majority vote of the Board of Directors.

ARTICLE VII DUES & FEES

Jr Jags is dedicated to serving the Garnet Valley Youth Lacrosse community. Each year the Board shall set dues and fees for participation in the upcoming Spring season. The fees and dues schedule for each year shall be approved by a two thirds majority of the Board of Directors. The Board of Directors may waive the required dues and fees for a specific individual if it is determined that the individual is not able to meet their commitment to pay dues and fees to the extent that the organization has the financial resources to do so.

ARTICLE VIII MEETINGS

Section 8.1 Frequency – The Board of Directors shall meet at such times and places as the Directors shall determine but at least eight times per year and shall also meet at the call of the President. The President shall call a special meeting of the Board of Directors upon the request of five members of the Board. Each Director shall be entitled to one week's notice of any special meeting.

Section 8.2 Quorum – No less than 51% of Board members present or participating via phone/online meeting platform shall constitute a quorum to allow the transaction of Association business, including voting.

Section 8.3 Attendance – Unless expressly excused by the Board, any member of the Board of Directors who is absent from three consecutive meetings shall be deemed to have resigned from the Board of Directors and his membership thereon shall immediately terminate. The vacancy thereby created shall be filled in accordance with the provisions of Section 4.5. Even if expressly excused by the Board, any member absent from three consecutive meetings shall not have voting power at the first meeting at which he/she returns.

Section 8.4 Offices and Votes – A person may hold more than one office and serve on more than one committee of the Board of Directors. He or she shall nevertheless have only one vote regardless of the number of offices held. Only members of the Board may vote. No voting by proxy is allowed at any meeting of the Board of Directors or as part of reaching any decision of the board.

ARTICLE IX

Nomination and Election Board of Directors

Effective June 1, 2027 The Board of Directors shall be elected by the voting membership of the Jr. Jags to represent the interest of Garnet Valley Youth Lacrosse. At the membership meeting held in June, board members will be elected to two-year terms commencing July 1st. The voting membership shall elect each Board Member to a two-year term with elections staggered so that five Directors are elected in odd years and four Directors are elected in even years. Any voting member may nominate candidates for said positions. The President or his Board designees shall, prior to the commencement of balloting, appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the President or his designee the results and the results shall be documented in the final minutes from the meeting. If necessary, votes may be cast in person or electronically. In either case, the "Inspectors of Election" will manage and certify the results. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

SECTION 9.1 - Time & Place: The nomination and election of directors shall be held at the Membership Meeting in June.

SECTION 9.2 - Final Candidates: A list of candidates shall be published one week prior to the June Meeting. Notices shall be communicated via email to all voting members at their email addresses, as per the registration records, at least seven (7) days before the scheduled meeting.

SECTION 9.3 - Method of Voting: Shall be by written ballot, as the members present, in person or electronically shall, by majority vote.

SECTION 9.4 - Election Process: The nominee for each available board seat receiving the highest number of votes shall be declared elected.

- A. One Parent / legal guardian, representing their child, shall be entitled to only one vote per available Board of Director seat.
- B. Each ballot cast must include the child's Full Name, the parent/legal guardian's full name, and date.
- C. No less than 51% of the voting members shall constitute a quorum and shall be necessary to elect a new board member.
- D. If a quorum is not reached the existing board member will serve a new (2) two year term.

SECTION 9.5 - Vacancy: Any vacant Board of Director seat shall be filled by the Board of Directors. Nominations to fill such a vacant office shall be presented to the Board. The vacant office shall be filled by the nominee with the most votes cast by members of the Board or, if there is only one nominee, by the affirmative vote of a majority of the Board. Any person appointed to fill a vacancy shall serve until the end of the term in which they were appointed.

ARTICLE X ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP

SECTION 10.1 - Time & Place: The annual general membership meeting of the organization shall be held in March of each year. The Secretary shall notify each member of the Organization in good standing via e-mail (as it appears in the registration records for the organization) of the time and place of the meeting. The annual voting membership meeting of this organization shall be held in June of each year. The purpose of the said meeting is to elect board members and conduct all normal business of the organization. Participation (e.g. in-person or virtual attendance) of not less than 51% of the voting members shall constitute a quorum and shall be necessary to conduct the business of this organization.

Additional meetings of this organization may be called by the President or his designees from the Board of Directors when deemed necessary. Notices of such meeting(s) shall be communicated via email to all voting members at their email addresses as per the registration records at least fifteen (15) days before the scheduled date for such special meeting. Such notice shall state the reasons that such meeting has been called and the business to be transacted at such meeting. At the request of two-thirds of the members of the Board of Directors or two-thirds of the Boys Committee of the organization, the Board of Directors shall call a special meeting to be held. No other business but that specified in the notice may be transacted at such a special meeting without the unanimous consent of all present at such meeting.

SECTION 10.2 – Agenda: The Organization shall post an agenda for the Annual Meeting at least seven days prior. Any general member in good standing may submit to the President, in writing, at least fourteen days prior, in advance of the Annual Meeting, any resolution on which the member desires a vote to be taken at the Annual Meeting. The President shall, at least seven days prior to the meeting, notify the member whether the resolution will be included on the

agenda of the meeting. If the member is notified that the proposed resolution will not be included on the agenda, then the proposed resolution shall be included on the agenda upon submission of a written request, therefore, signed by at least ten members, and received by the President before the meeting. Any member of the Board of Directors may place an item on the agenda at any time prior to the Annual Meeting, provided that the inclusion of said item is approved by a majority of the Board of Directors.

SECTION 10.3 - The order of business at the Annual Meeting shall be as follows:

- 1. Annual Reports of Officers
- 2. Other Agenda Items
- 3. Public Comment
- 4. Address of President
- 5. Adjournment

SECTION 10.4 - The Governing Procedure at the Annual or any Special Meeting of the Membership shall be governed by Roberts Rules of Order, Revised.

SECTION 10.5 - QUORUM Fifty-one percent of the membership present (e.g. in-person or virtual attendance) at the Annual or any Special Meeting of the Membership shall constitute a quorum for the transaction of business.

SECTION 10.6 – Adjournment, Continuation, Continuation, and Reconveyance of any Annual or Special Meeting of the Membership at which a quorum for the transaction of business is not present may be adjourned and reconvened at another place, date and time by the President. Notice of such reconvened meeting shall be posted at least ten (10) days before the reconvened meeting. Any Annual or Special Meeting of the Membership at which a quorum for the transaction of business is present may be adjourned, continued and reconvened at another place, date and time by vote of a majority of Membership present and voting. Notice of such adjourned, continued and a reconvened meeting need not be given.

SECTION 10.7—A Special Meeting of the Membership may be called by the President for the purpose of conducting any business proper for a meeting of the Membership. Notice of such Special Meeting shall be posted at least fifteen (15) days prior to the date of the Special Meeting. Such notice shall specify the date, time and place of such Special Meeting and the agenda therefore.

ARTICLE XI DIRECTORS LIABILITY AND INDEMNIFICATION

Generally no Director of the Association shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless: (i) they have breached the standards set forth in Title 42, Chapter 83 §8363 of the Pennsylvania Consolidated Statutes relating to performing of fiduciary duties, and (ii) such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall not apply to the responsibility or liability of any person either pursuant to any criminal statute or for the payment

of taxes pursuant to local, state, or federal law. If the Pennsylvania Consolidated Statutes is hereafter amended to authorize the further elimination or limitations of liability of corporate fiduciaries, then the liability of a director, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes.

SECTION 11.1 - The Association may maintain insurance, at its expense, to protect itself and any director, officer, employee, agent, fiduciary or representative of the Association or another subsidiary or related corporation, joint venture, trust or other enterprise, against any expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the laws of the Commonwealth of Pennsylvania.

SECTION 11.2 - Fundraising shall be the exclusive function of the Board of Directors, and any fund raising activity for any individual team is expressly prohibited.

SECTION 11.3 - The Board of Directors will require the Treasurer to be bonded for such amounts as it shall deem necessary, premiums on said bonds shall be paid for by the Association.

SECTION 11.4 - All checks given in payment of any debt or obligation of the Association shall contain the signature of the person holding either the office of President or Treasurer.

SECTION 11.5 - Authority to Bind: No individual member of the Association nor officer of the Association shall have the prior approval to contract for or incur any debt as agent or to obligate this Association for any amount. Any member or officer seeking funding for any specific project or program shall make such requests to the Board of Directors, and receive prior approval from the Board. Any violation of this section shall be cause for the immediate suspension and/or removal from office of any member. In addition, the Board of Directors may impose personal liability on an individual for unauthorized acts found to be in violation of the provisions of this section.

ARTICLE XII CONFIDENTIALITY

Any or all Jr. Jags Lacrosse information accessible by a "Data Custodians" that includes any Board member, officer, coach, or volunteer who has access to Protected Information. is confidential.

Section 12.1 "Protected Information" includes but is not limited to:

- A. Personal identifying information of members, players, and families
- B. Financial records and account information
- C. Medical and health information
- D. Player evaluations and development records
- E. Internal communications and documents
- F. Strategic plans and proprietary information

- G. Coaching materials and methodologies
- H. Recruitment and player selection information

Section 12.2 Data Collection and Storage

- A. The organization shall collect only necessary information for operations
- B. All electronic data must be stored securely with appropriate encryption
- C. Physical records must be stored in locked facilities
- D. Regular security audits shall be conducted
- E. Data retention schedules shall be established and followed

Section 12.3 Access Controls

- A. Access to Protected Information shall be granted on a need-to-know basis
- B. All Data Custodians must sign confidentiality agreements
- C. Access privileges shall be immediately revoked upon separation
- D. Regular access reviews shall be conducted

Section 12.4 Data Sharing & Use

- A. Protected Information shall not be shared outside the organization without: a) Express written consent from affected parties b) Board approval c) Appropriate data sharing agreements
- B. Use of Protected Information for personal gain is strictly prohibited
- C. No commercial use of member data is permitted

Section 12.5 Incident Security Incidents Response

- A. All suspected data breaches must be immediately reported to the Board
- B. The Board shall establish an Incident Response Team
- C. Written notification to affected parties within 72 hours
- D. Documentation of all incidents and responses

Section 12.6 Investigation and Mitigation

- A. Full investigation of all security incidents
- B. Implementation of corrective measures
- C. Review and updating of security protocols
- D. Regular testing of incident response procedures

Section 12.7 Prohibited Activities

- A. Using inside information for personal benefit
- B. Sharing confidential information with unauthorized parties
- C. Trading on non-public information
- D. Selective disclosure of material information

ARTICLE XIII CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect the Association's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or any person as defined in the Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in 2241466.2 -12-Section 4958 (c) (1) (A) of the Internal Revenue Code and as amplified by the Section 53.4958 of the IRS regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 13.1 Procedure: A conflict of interest is always present whenever the Association pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be approved using the following procedures:

- A. Conflict of interest transactions must be approved by the full Board of Directors.
- B. Directors and officers who have a conflict of interest in any matter must:
 - a. declare the existence of any direct or indirect conflict of interest,
 - b. disclose the details of the proposed transaction on the record,
 - c. abstain from voting on that matter, and
 - d. leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done.
- C. The rest of the Board must analyze the transaction and provide sufficient information to ensure that all transactions involving a conflict of interest are fair to the Association and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes.
- D. All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

ARTICLE XIV

EXTERNAL ENDORSEMENT, PROMOTION, & SOLICITATION

The organization shall not endorse, promote, or solicit on behalf of any for-profit organization, individual, political party, or candidate for public office.

Section 14.1 - Exceptions

- A. At the expressed approval of the Board of Directors the organization can promote a non-profit organization.
- B. Sponsorship is exempt, benefits will be fulfilled as outlined in Sponsorship levels.

ARTICLE XV

Player Placement

Subject to the exceptions listed below players are not permitted to play on a team outside the child's age or grade level as defined by US Lacrosse for a given season. The exceptions and procedures that would allow any player to be moved to a team that is different than the one the player's age or grade dictates (ex: allowing a child who is eligible for a D Division level team (1st & 2nd Grade) to play on a C Division Level team (3rd & 4th Grade).

Section 15.1 Exceptions:

- A. When a coach of the older team extends an invitation to play in a game: A player is permitted to play in a game for a team above their age or grade level if invited to by the coach of the older team. The game must not interfere with the player's age or grade level appropriate team's schedule. Typically, this is done when the older team is missing their regular players.
- B. The Board reserves the right to allow a player to move up an age or grade level permanently, not exceeding the C Division (3rd & 4th Grade), if requested by the parent/guardian, is agreed to by the coaches of both the age appropriate team, older team, and approved by a majority vote of the Board.

Section 15.2 "Playing-Up" Request Procedure: No requests will be considered until the player in question has been assigned to an age or grade appropriate team. Once that criterion has been met the following procedure must be followed.

- A. The player's parent or guardian needs to make a formal request in writing to the board of directors. Requests must include the rationale for why it is in the best interest of all parties to have the child play-up;
- B. The appropriate age or grade level Divisional Coordinators along with the coaches will review to decide if a move is warranted. Criteria used may be but not restricted to the following:
 - a. Input from parent/guardian
 - b. Feedback from previous coaches
 - c. Input from both head coaches of the impacted teams.
 - d. Impact on team sizes
 - e. Player's size and maturity level
- C. If the appropriate level Divisional Coordinators and coaches do not support the request, the request is denied.
- D. If the appropriate level Divisional Coordinators and coaches support the parent's request they will present to the Board for formal approval. A simple majority approves or denies the request.

- a. Any board members that are the parent must abstain.
- b. Following the vote the Board will provide formal written response of the final decision to the parent/guardian requesting the move.

ARTICLE XVI AMENDMENTS

The Voting General Membership shall have the exclusive power to alter, amend, repeal or adopt Bylaws. Such alteration, amendment, repeal or adoption of Bylaws shall be made only at a meeting of the Board of Directors after the membership has received at least a thirty (30) days notice of such meeting, giving notice of the alterations, amendments, repeals or new bylaw(s) proposed for adoption to be considered at the meeting. The participation (e.g. in-person or virtual attendance) of not less than 51% of the voting members shall constitute a quorum. Such action shall require a majority vote.

ARTICLE XVII EFFECTIVE DATE

The bylaws of this Association as amended this date, shall take effect immediately.

DATE OF PASSAGE OF THESE AMENDED BYLAWS: As of (02/06/25)

CERTIFIED TRUE AND CORRECT COPY:

Jeffery Morgan SECRETARY (02/06/25)