



B Y L A W S of RILAX
the
Rhode Island Lacrosse Association, the Rhode Island Chapter of US Lacrosse
a
Rhode Island Nonprofit Corporation

MISSION STATEMENT

RILAX is the local affiliate of US Lacrosse, the national governing body of lacrosse. The RILAX mission is to unify, promote and manage the various aspects of the men's and women's game with particular emphasis in the development of youth, high school and post collegiate club lacrosse. RILAX will serve as a source of information and guidance to the lacrosse community in Rhode Island

ARTICLE I

Office; Fiscal Year and [Corporate Members]

Section 1.01. Registered Office. The registered office of the corporation shall be: the address of the President.

Section 1.02. Fiscal Year. The fiscal year of RILAX shall begin on the first day of January in each year.

[Section 1.03. Corporate Members. For all purposes of these bylaws and the [Nonprofit Corporation Law], the members of RILAX shall consist of those directors in office from time to time who are active members of U.S. Lacrosse, Inc., a Maryland nonprofit corporation.]*

ARTICLE II

Board of Directors

Section 2.01. Powers.

The board of directors shall have full power to conduct, manage, and direct the business and affairs of RILAX; and all powers of RILAX, are hereby granted to and vested in the board of directors.

Section 2.02. Qualification and Selection. The directors shall be elected by majority vote of the Board of Directors in attendance at the annual election held at the October meeting. Nominees for directors shall be limited to those persons nominated by the Board Development Committee and such additional nominees as may be nominated in writing by at least five Members of US Lacrosse, Inc. who reside within the region of the Chapter at least 10 days prior to the date when directors are to be elected. When selecting nominees the Board Development Committee shall seek to identify and nominate persons who will help achieve or maintain balance on the board of directors with respect to various lacrosse constituencies (including, but not limited to, youth groups, high schools, colleges, clubs and officials/referees). Multiple nominations for the same Board position is acceptable if the Board development Committee deems it to be appropriate.

*This provision is needed only if the Chapter is a "Membership" corporation under state law.

Section 2.03. Number and Term of Office. The board of directors shall consist of such number of directors not less than 16 and no more than 22, as may be determined from time to time by resolution of the board of directors. Each director shall hold office for two years and until a successor shall have been elected and qualified, except in the event of death, resignation, or removal. Notwithstanding the foregoing, by resolution of the board of directors, the directors in office when these bylaws are adopted shall be divided as evenly as possible into two groups, one group to serve for one year, one group to serve for two years, in each case until a successor shall have been elected and qualified.

Representatives from the following groups represent their respective constituency in addition to particular functions of their committee.

High School: Coordinate high school all-star games and nominations for All-State and All-American Selections.

College: Coordinate youth clinics and jamborees with Youth Committee

Officials: Serve as a liaison to the Officials' organization and RILAX

Post - Collegiate Club: Lead the promotion of and participation in, the game of lacrosse to this constituent group.

Boys' Youth and Girls' Youth: Coordinate and manage boys' and girls' house and regional leagues including scheduling and rules development. Youth tournaments/jamborees and festivals and fundraising for these events are also committee responsibilities. No program will have more than one voting member.

At-Large: It is recommended by US Lacrosse that at-large board members not represent another constituency but should be civic and business leaders.

Section 2.04. Vacancies.

(a) The board of directors may declare vacant the office of a director if such director is declared of unsound mind by an order of court, or convicted of felony, or for any other proper cause, or if within 60 days after notice of selection, the director does not accept such office either in writing or by attending a meeting of the board of directors.

(b) Any vacancy or vacancies in the board of directors because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, may be filled by a majority of the remaining members of the board of directors though less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 2.05. Place of Meeting. Meetings of the board of directors may be held at such place as the board of directors may from time to time appoint, or as may be designated in the notice of the meeting.

Section 2.06. Regular Meetings. Regular meetings of the board of directors shall be held in September, October, November, January, February, March, April, and May at such time and place as shall be designated from time to time by resolution of the board of directors. At such meetings, the directors shall transact such business as may properly be brought before the meeting. The November meeting will be an open meeting with notices sent to all US Lacrosse members in the Chapter informing them of such.

Section 2.07. Special Meetings. Special meetings of the board of directors shall be held whenever called by the president or by two or more of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least 24 hours (in the case of notice by telephone) or five days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 2.08. Quorum, Manner of Acting, and Adjournment. A quorum shall be considered if seven (7) Board members are present at a Board meeting. Every director shall be entitled to one vote. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors. 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 directors 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 RILAX.

Proxy votes and absentee votes are to be submitted in writing (including e-mail) to the President 24 hrs before the meeting

Section 2.09. Executive and Other Committees.

(a) The board of directors may, by resolution adopted by a majority of the directors in office, establish the following committees:

- (1) Finance/Fundraising: Treasurer will serve as a voting member to break a tie on a motion voted by the committee. Responsibilities to include an annual Finance Report and fundraising A financial statement/Treasurer's report will be presented at each Board meeting
- (2) PR/Communications/Outreach Program:. Secretary will serve as a voting member to break a tie on a motion voted by the committee Duties such as newsletter, web page and chapter correspondence as well as outreach programs and recognition awards will among the responsibilities of this committee.
- (3) Boys' Youth and Girls' Youth: Coordinate boys' and girls' house leagues including scheduling and rules, tournament teams, youth tournaments/jamborees and clinics as well as fundraising for said events. Vice President will be a member of this committee as will a member of each youth program, as appointed by each youth program. The Vice president votes only to break a tie on a motion voted by the committee. No program will have more than one voting member. The Chair serves a one year term and the Vice Chair succeeds the Chair. Nominations for these positions are generated from the Youth Committee, approved by the Board Development Committee and elected by the Board of Directors annually.
- (4) Post – Collegiate Club: Promote participation among post-college age players with tournaments, summer and indoor leagues, etc.

Note: Committee Chairs are to be nominated by the Nominating Committee. With the exception of the Youth Committee, the Chairs will appoint the committee members of the above listed committees.

The board of directors may also establish such other committees as the board of directors may deem appropriate from time to time. Each committee shall consist of two or more directors of the corporation.

- (b) The board of directors may have an Executive Committee consisting of those directors who also serve as the President, Vice president, Treasurer, and Secretary, together with the director, if any, who served as the Immediate Past President. The Executive Committee shall oversee the activities of the board of directors and shall have and exercise all of the powers and authority of the board of directors in the management of the business and affairs of RILAX.
- (c) The Board Development Committee: The board of directors shall, by resolution adopted by a majority of the directors in office, designate at least three directors to serve on such committee for a total of five members. The President shall be a voting member of this committee. Nominations will be held in September. Elections to be held at the October meeting and newly elected officers will be installed at the November meeting.
- (d) No committee of the board of directors, other than the Executive Committee, shall, pursuant to resolution of the board of directors or otherwise, exercise any of the powers or authority vested by these bylaws or the Nonprofit Corporation Law of 1988 in the board of directors as such, but any other committee of the board of directors may make recommendations to the board of directors or Executive Committee concerning the exercise of such powers and authority.

(e) The establishment of any committee of the board of directors and the delegation thereto of power and authority shall not alone relieve any director of the fiduciary duty of such director to the corporation.

(f) A majority of the directors in office designated to a committee shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the directors in office designated to a committee shall be the acts of the committee.

Section 2.10. Interested Directors or Officers; Quorum. No contract or transaction between RILAX and one or more of its directors or officers, or between RILAX 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 of directors which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

(1) The material facts as to such relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors 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

(2) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors.

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

Section 2.11 Attendance Requirements:

1. The Executive Committee members as well as Committee chairs of the following committees: Boys' Youth, PR/Communications/Outreach, Finance and Board Development are expected to attend every Board meeting; Two consecutive missed meetings or a total of three per calendar year are grounds for review by the Board Development Committee and possible dismissal by vote of the Board of Directors.
2. Other members of the Board are encouraged to attend as many meetings as possible and to submit written or electronic committee reports to the President 24 hours prior to a meeting that they can not attend.

ARTICLE III

Notice - Waivers - Meetings

Section 3.01. Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, or the [Nonprofit Corporation Law], it may be given to the person, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier services, charges prepaid, or by facsimile or electronic transmission to his or her address (or to his or her facsimile number) supplied by the person to the corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws.

Section 3.02. Waivers of Notice.

(a) Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the [Nonprofit Corporation Law], a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by Section 6.05, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

(b) Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the articles or these bylaws or the [Nonprofit Corporation Law], the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.04. Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of the articles or these bylaws, or the [Nonprofit Corporation Law] or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with that person is then unlawful, the giving of the notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 3.05. Conference Call Meetings. One or more persons may participate in a meeting of the board or a committee of the board by means of conference call telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

ARTICLE IV

Officers

Section 4.01. Number, Qualifications and Designation.

(a) The executive board officers of RILAX shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be designated by the board of directors. Any number of offices may be held by the same person. Only directors of RILAX shall be eligible to be elected to the office of president.

(b) In lieu of the standards of conduct otherwise provided by law, officers of the corporation shall be subject to the same standards of conduct, including standards of care and loyalty and rights of justifiable reliance, as shall at the time be applicable to directors of the corporation. An officer of the corporation shall not be personally liable, as such, to the corporation for monetary damages for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of his or her office under the articles of incorporation, these bylaws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of an officer pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

Section 4.02. Election and Term of Office. The Board positions up for election shall be voted on annually by the board of directors, and each such officer shall hold office until the second annual organization meeting of directors following such election and until a successor shall have been elected and qualified, or until death, resignation, or removal. Voting is to be conducted via written ballot. Ballot counting is to be done by the President and Chair of the Board Development Committee. (See sec. 2.09 "provision for acting Chair") Electronic ballots are permitted for use as long as they are submitted by the day of the election to the President.

Section 4.03. Removal. Any officer, committee, employee or other agent of the corporation may be removed, either for or without cause, by the board of directors or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 4.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term at the first meeting following the vacancy announcement.

Any resignation must be delivered electronically or in writing by the resigning Board member. Any notice of removal or disqualification must be delivered electronically or in writing by the President

Section 4.05. General Powers. All officers of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be determined by resolutions or orders of the board of directors, or, in the absence of controlling provisions in resolutions or orders of the board of directors, as may be provided in these bylaws.

Section 4.06. The President. The president shall be the chief executive officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the board of directors and the chairman. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the board of directors or the chairman. The president shall not serve consecutive terms in office.

Section 4.07. The Vice President. The vice president shall perform the duties of the president in the absence of the president and such other duties as may from time to time be assigned to him or her by the board of directors, the President. The Vice President shall also represent the Executive Board on the Youth Committee and cast a deciding vote in the event of a tie.

Section 4.08. The Secretary. The secretary shall record all the votes of the directors and the minutes of the meetings of the board of directors and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors, the chairman or the president. The secretary shall also function as the "Programs Coordinator", responsible for informing the Board of Services and Programs available from US Lacrosse and other organizations.

Section 4.09. The Treasurer. The treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors, the chairman or the president.

Section 4.10 The Immediate Past President: the Immediate Past President is a voting member of the Chapter Board.

ARTICLE V

Indemnification of Directors, Officers and Other Authorized Representatives

Section 5.01. Indemnification of Directors, Officers, etc. To the extent that a director, officer, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding in which such person was a party as the result of servicing as a director, officer or agent of the corporation (or in defense of any claim, issue or matter therein), such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith. In addition the corporation may provide indemnification in other circumstances to the extent permitted by [the Nonprofit Corporation Law].

ARTICLE VI

Miscellaneous

Section 6.01. Chapter Affiliation. The corporation shall at all times conduct its activities and programs in a manner consistent with the purposes of US Lacrosse, Inc. and maintain its status as a recognized chapter of such organization.

Section 6.02. Checks. All checks and notes shall be signed by such one or more officers or employees of the corporation as the board of directors may from time to time designate. No expenditure of \$500 or more and no commitment to expend such amount shall be made without the prior approval of the board of directors.

Section 6.03. Contracts. Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 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 of directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees of the corporation as the board of directors shall from time to time designate.

Section 6.05. Amendment of Bylaws. These bylaws may be amended or repealed, or new bylaws may be adopted, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Such proposed amendment, repeal or new bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

Section 6.06 Purchasing Bids: An open Bidding process shall be utilized for chapter purchases that exceed \$500. The committee making the purchase shall notify the treasurer so notices can be sent out in a timely fashion so as to afford all qualified vendors the opportunity to participate in the bidding process. The Finance Committee shall review the bids and select the vendor. Executive Committee members are authorized to make purchases for Chapter use up to the amount of \$500 without Board approval.

Section 6.07 Conflict of Interest & Ethical Practices: Chapter Board members must sign and adhere to the Chapter Conflict of Interest policy. The Chapter Conflict of Interest policy must be signed for Members to cast a vote in annual elections. Failure to do so will result in the removal of the Board member.

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