

# **Magnolia United Lacrosse Association**

## **BY-LAWS**

Amended November 2009

### **ARTICLE I**

#### **NAME**

The name of this organization shall be known as Magnolia United Boys Lacrosse Association (“MAG-U”). MAG-U has been formed under the nonprofit corporation laws of the State of Washington.

### **ARTICLE II**

#### **PURPOSE**

The purpose of MAG-U is to promote the game of lacrosse to youths in and around the city of Seattle, Washington by providing a safe and fun environment while emphasizing the importance of good sportsmanship, mastery of the game of lacrosse, fitness and teamwork.

### **ARTICLE III**

#### **GENERAL MEMBERSHIP**

Each member of MAG-U’s Google Group, located at <http://groups.google.com/group/MAG-U?hl=en> on the Internet shall be a general member of MAG-U.

### **ARTICLE IV**

#### **MEETINGS**

Section 1. Annual Meeting: The annual meeting of MAG-U’s general members shall occur each year on the Thursday preceding Thanksgiving for the purpose of electing members of the Board of Directors (also known as “the Board” and those on the Board are also known as “Directors”) and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the date designated herein for any annual meeting of the general members, or at any adjournment thereof, the Board shall cause the election to be held as a special meeting of the general members as soon thereafter as conveniently may be held. Notice, stating the place, date and hour of the special meeting shall be published in MAG-U’s Internet based Google Group, located at <http://groups.google.com/group/MAG-U?hl=en>, not less than ten days prior to the date of the special meeting.

Section 2. Special Meetings: At the written request of at least ten general members or of three Directors, the President or the Secretary shall call a special meeting of the general members by publishing, not less than ten days prior to the date of the special meeting in MAG-U BOARD’s Internet based Google Group, located at <http://groups.google.com/group/mag-u-board?hl=en&lnk=>, the purpose or purposes for which a special meeting is called, the place, date, and hour of the special meeting.

Section 3. Place of Meeting: MAG-U’s meetings, whether annual or special, shall be held at the Magnolia Community Center located at 2550 34th Ave W. Settle, WA 98199 or at such other place within the Magnolia Community designated by the Board or the President in the notice of the meeting given in accordance with Sections 1 or 2 of this ARTICLE.

Section 4. Quorum: Ten general members shall constitute a quorum at a meeting of the members of MAG-U. If less than such number are present or represented by proxy at a meeting, a majority of those present may adjourn the meeting from time to time without further notice. At an adjourned meeting at which a quorum is present or represented, any business may be conducted that might have been conducted at the meeting as originally notified. The general members present at a duly organized meeting may continue to conduct business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Proxies: At a meeting of general members, each general member may vote by proxy executed in writing and filed with the Secretary of MAG-U before or at the time of the meeting.

Section 6. Voting: Each general member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the general members. The right to cumulate votes in the election of directors shall not exist. At a

meeting at which a quorum is present or represented by proxy, the affirmative vote of a majority of the general members so represented shall be the act of the general members, unless the vote of a greater number is required by law or by the Articles of Incorporation.

## ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers: The business affairs of MAG-U shall be exercised by or under the authority of the Board of Directors except as may be provided by law or the Articles of Incorporation.

Section 2. Number, Tenure, Qualifications: The Board shall be composed of between seven and eleven Directors, three of whom shall be elected at each annual meeting of the general members in accordance with Sections 1 of ARTICLE I. It is the intent that the election of Directors be based on a staggered basis, as much as possible, so as to provide continuity within the organization, that there will be an odd number of Directors, and that all Directors are concurrently Officers (see Section VI). Directors shall hold office for three years and until his or her successor has been elected and qualified or until his or her earlier resignation or removal. No decrease in the number of directors on the Board shall have the effect of shortening the term of any incumbent director.

Section 3. Regular Meetings: A regular Board meeting shall be held without notice immediately after and at the same place as the annual meeting of general members. By resolution the Board may provide the time and place within the Magnolia community for holding additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special Board meetings may be called by or at the request of the President or any two Directors. The person or persons authorized to call a special meeting may fix any reasonable time and place within the Magnolia community for holding any special Board meeting called. Written notice of each special Board meeting shall be published, not less than two days prior to the date of the special meeting in the Board's Google Group, located at <http://groups.google.com/group/mag-u-board?hl=en&lnk=>, stating the purpose or purposes for which a special meeting is called, the place, date, and hour of the special meeting.

Section 5. Quorum, Manner of Acting: A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting but, if less than such majority is present, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Unless a written dissent is entered in the minutes of a meeting or filed with the Secretary at or immediately after such meeting, a Director present at such meeting shall be presumed to have assented to action taken at such meeting.

Section 6. Vacancies. Any vacancy occurring in the Board other than an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy due to resignation or removal shall be elected for the unexpired term of his or her predecessor in office.

Section 7. Removal. At a meeting of general members called expressly for that purpose, one or more Directors (including the entire Board) may be removed, with or without cause, by a vote of a majority of the members then entitled to vote on the election of Directors.

Section 8. Committees. By resolution adopted by a majority of the Directors then holding office, the Board may from time to time designate from among members of the Board one or more committees and the authority delegated to be exercised by such committee or committees.

## ARTICLE VI OFFICERS

Section 1. Designation, Tenure. The officers of MAG-U shall be a President, a Secretary, a Treasurer, an Auditor, a Registrar, a Commissioner, an Equipment Manager, a Communications and Volunteer Coordinator, and a Coaching and Training Director. Each officer must be a director and shall hold office until his or her successor had been elected and qualified or until his or her earlier resignation or removal.

Section 2. Vacancies, Removal. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by majority vote of the Board for the unexpired portion of the term. Any

officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of MAG-U would be served thereby.

Section 3. President. The President shall be the principal executive officer of MAG-U and, subject to the Board's control, shall supervise and control all of the business and activities of MAG-U. When present, the President shall preside over all meetings of the Board and the general members, and shall cast any necessary tie breaking votes. He or she shall fill all non officer positions within MAG-U with persons qualified to perform the functions of such positions, such as coaches of MAG-U teams and coordinators of MAG-U activities.

Section 4. Secretary. The Secretary shall provide notice, act as parliamentarian, vote valid proxies and record the minutes of meetings of the members and the Board, handle correspondence and other administrative communication for MAG-U, and maintain MAG-U in good standing with the State of Washington. The Secretary shall maintain complete, current and accurate records for MAG-U such as copies of the Articles of Incorporation, Bylaws, Board resolutions and minutes of meetings. The Secretary shall perform the duties of the President in his or her absence and shall supervise the activities of MAG-U in areas not assigned by these Bylaws to any other officer.

Section 5. Treasurer. The Treasurer shall maintain complete, current, and accurate records of all MAG-U financial transactions; be responsible for all funds of MAG-U, which shall be deposited in the name of MAG-U in one or more checking accounts, savings accounts, or money market mutual funds sponsored by state or federally chartered banking institutions; prepare a detailed annual budget for MAG-U's operations for presentation at MAG-U's annual Board of Director's planning meeting; register MAG-U annually as a nonprofit corporation with the Washington Secretary of State; and prepare and submit Internal Revenue Service reports as required by law.

Section 6. Auditor. The Auditor shall receive from the banking institutions all statements related to checking and savings accounts in the name of MAG-U and review all bank statements. The Auditor shall not have the authority to sign checks. The Auditor shall also be responsible for coordinating background checks on all coaches and managers when required. The Auditor will also be responsible to administering the end of year survey to general members regarding their satisfaction with and thoughts for improving all aspects of MAG-U.

Section 7. Registrar. The Registrar shall be responsible for the proper annual registration of all players wishing to participate in MAG-U activities, for all insurance matters for MAG-U and the players, and handle mail pick up and phone messages. With the concurrence of the President and Commissioner, the Registrar shall assign registered players to the various teams operated by MAG-U. The registrar shall keep complete, current and accurate records regarding MAG-U's players.

Section 8. Commissioner. The Commissioner shall represent MAG-U at all meetings with other organizations with which MAG-U is associated including those held by BYLW and others regarding rules, conduct of players and other judicial matters. The Commissioner shall preside at all meetings of the Judicial committee of MAG-U and maintain complete, current and accurate records of its actions.

Section 9. Equipment Manager. The Equipment Manager shall be responsible for purchasing and maintaining MAG-U's uniforms and equipment.

Section 10. Communications Director. The Communications Director shall be responsible for creating and posting signs and posters about MAG-U events including those for annual team registrations and clinics. The Communications Director shall also interact with local businesses and publications to spread goodwill about MAG-U and its program. Also, the Communications Director will be responsible for all content on the website.

Section 11. Volunteer Coordinator. The Volunteer Coordinator shall be responsible to make sure that all volunteer job descriptions are up to date and available to MAG-U general members. The Volunteer Coordinator shall ensure that every team has a volunteer general manager who will organize the other team specific volunteers.

Section 12. Coaching and Training Director. The Coaching Director shall be responsible to assist MAG-U's President to recruit coaches and assistants for MAG-U's teams. The Coaching Director shall be responsible for organizing coaching training clinics.

Section 13. Fields Coordinator. The Fields Coordinator shall be responsible for scheduling fields for practices and games. The Fields Coordinator shall be responsible for ensuring fields and goals are set-up and available for practices and games. The Fields Coordinator shall be responsible for communicating with the Seattle

Parks Department in all matters related to scheduling and maintenance of fields and shall represent MAG-U at related meetings and hearings.

Section 14. General. In addition to the specific duties and responsibilities assigned above, each officer shall in general perform all of the duties incident to his or her office and such other duties as from time to time may be assigned by the Board or, for all officers other than the President, by the President. These other duties might include but are not limited to acting in any of the officer roles described above.

#### ARTICLE IX AMENDMENTS

These Bylaws may be adopted, altered, amended, or repealed, in whole or in part, at any regular or special meeting by the Board provided that the amendment complies with the Washington Nonprofit Corporation Law and does not adversely affect the corporation's qualifications under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended.

#### ARTICLE XI RULES FOR PROCEDURE

When disputes arise in meetings and resolution to the dispute is not otherwise provided for by these Bylaws, this organization shall be governed by the Roberts Rules of Orders.

#### ARTICLE XII ACTION WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the Board or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors entitled to vote with respect to the subject matter thereof. Signed consent can also be a return email from each Director indicating written approval. Such consent shall have the same force and effect as a vote of such Board of Directors at a regularly convened meeting and may be stated as such in any articles or documents filed with the Secretary of State, any governmental authority person or entity.

#### ARTICLE XIII WAIVER OF NOTICE

Whenever any notice is required to be given to any general member or Director of this organization pursuant to the provisions of these Bylaws, or under the provisions of the Washington Nonprofit Corporation Law, a waiver thereof in writing, signed by the person or persons before or after the holding of the meeting, shall be deemed equivalent to giving of such notice. The presence of a Director at any such meeting shall constitute a waiver of any notice required for such meeting, except where said member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### CERTIFICATE OF ADOPTION

The forgoing amended Bylaws of the MAGNOLIA UNITED BOYS LACROSSE ASSOCIATION were adopted by resolution of the Board of Directors and general members dated this 19th day of November, 2009.

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Pierre Gallant, Secretary