**LEO LACROSSE CO**

**Amended and Ratified**

**March 5th 2018**

**ARTICLE I. Identification**

Section 1.01. Name. This organization will be known as Leo Lacrosse Co (hereinafter referred to as “LLC”), an Indiana High School lacrosse Club affiliated with the Fort Wayne Lacrosse Association

Section 1.02. Purpose. The purpose of LLC is to operate, supervise, and support a lacrosse program for the benefit of Leo area youth, primarily those associated with the Leo (Leo-Cedarville, IN) school system.

Section 1.03. Mission. With the direction and support of coaches, parents and the LLC Board of Directors, LLC aims to provide a healthy learning environment for Leo-Cedarville youth to play the game of lacrosse.  Furthermore, LLC will promote and develop within its coaches and players the ideals of good sportsmanship, honesty, and respect for others, and encourage them to conduct themselves and their involvement with LLC in a manner consistent with the mission of US Lacrosse and its codes of conduct.

Section 1.04. Nonprofit Purpose. LLC is a High School lacrosse club, which is affiliated with FWLA who are organized exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its activities, financially inclined or otherwise, shall inure to the benefit of any member, director, officer, or other private person, except that LLC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the mission set forth in Section 1.03.

No substantial part of the activities of LLC shall be carrying on propaganda or otherwise attempting to influence legislation, and LLC shall not participate in or intervene in, including publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-laws or the Articles of Incorporation, LLC shall not carry on any other activities not permitted to be exercised by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any subsequent federal tax laws.

**ARTICLE II. Membership**

Section 2.01. Membership. LLC membership will be open to any persons without regard to factors such as age, sex, race, religion, disability, color, sexual orientation, national origin or any basis protected by law. A “Member” of LLC shall be any Player Family member or Coach as defined below. LLC Membership will be reviewed and approved by the LLC Board of Directors (hereinafter “Board”) on an annual basis prior to the annual meeting as set forth in Section 2.03.

1. A “Player Family” is made up of those members who are individuals, whether parent or legal guardian, with a youth participant, whether natural born, adopted, legal guardian, or step-child, enrolled in a LLC lacrosse program with a paid annual membership fee.
2. “Coach” is any individual who is to provide leadership and lacrosse training to LLC players on a continuous basis throughout the season.

Section 2.02. Voting Rights.

There shall be no voting for the Leo Lacrosse Club. Board members will be allowed on a volunteer basis, if the Head “Coach” sees fit.

Section 2.03. Annual Membership Meeting. Shall take place in the fall prior to the spring season. This meeting will be used to introduce new and interested participants into lacrosse, go over club dues, costs, and any other vital information to the lacrosse club that is available to address at the time.

Section 2.04. Member Probation and Termination. Should the Coach determine that a Member (whether Player Family member or Coach) has conducted himself/herself in a manner inconsistent with the mission of LLC and/or US Lacrosse and their codes of conduct, the Coach shall have the option of placing the Member on probation.  If the Coach deems said conduct to be sufficiently inconsistent with the mission of LLC and/or US Lacrosse and the codes of conduct of these organizations, that Member’s LLC membership may be terminated immediately. Additionally, if a youth participant is no longer active in LLC activities, whether voluntarily or through violation of team rules or code of conduct, the Player Family’s LLC membership will be terminated immediately.

**ARTICLE III – Board of Directors**

Section 3.01.  Powers of the Board. All corporate powers and business affairs shall be exercised by or under the authority of the Coach. Only the Coach may authorize contracts and loans on behalf of LLC. The Directors shall have no authority individually to bind LLC except when acting as the Board, or as a duly authorized committee thereof. The Board may employ such agents as it may deem advisable or necessary, but shall not convey any powers to act in the capacity of the Board.

Section 3.02.  The Board of Directors will be under the jurisdiction of the Coach, who will serve as President of the Board. The Board of Directors will be placed under titles such as Vice President, Treasurer, Secretary, or Member at Large. Membership will come as a first come first serve basis, under discretion of the President (Coach). If multiple members volunteer for the same Board of Directors position, the President will decide as to who serves in what capacity.

**ARTICLE IV – Officers** **and Directors**

Section 4.01. Standard of Care. A Director shall stand in a fiduciary relation to LLC and shall perform his/her duties as a Director, including duties as a member of any Committee of the Board upon which the Director may oversee, in good faith, in a manner the Director 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.

Section 4.02. Board Roles. As needed when a role becomes vacant on the Board, the opening will be announced to those affiliated with LLC. Once all roles have been determined, the Board will be closed until the following year. Board positions may or may not be posted or offered. A Board will not be a necessary component of the Leo Lacrosse Club as long as a Head Coach is serving as President.

Section 4.03.  Executive Officers. Executive Officers shall consist of the President, Vice President, Secretary and Treasurer.

1. President

The principal duties of the President shall include, but are not limited to: (a) providing strategic direction to the Board to ensure LLC activities are conducted in the spirit of the LLC purpose and mission, (b) supervising LLC business and corporate affairs, (c) enforcing LLC policies and procedures, and (d) presiding over the meetings, (e) serving as Head Coach. The role of the President may be adapted at the discretion of the Head Coach of the Leo Lacrosse Club.

1. Vice President

The principal duties of the Vice President shall include, but are not limited to: (a) assisting the President in the performance of his/her duties, (b) serving in the absence of the President or any other Officer, (c) supervising player registration fund-raising activities, and (d) performing other duties as may be assigned by the Board.

1. Secretary

The principal duties of the Secretary shall include, but are not limited to: (a) keeping the minutes of all Board meetings and LLC membership meetings, (b) preparing and distributing any and all written communications from the Board to the LLC membership, (c) updating and submitting all corporate filings with the State of Indiana, (d) supervising the efforts to recruit and utilize volunteers, (e) maintaining contact lists of LLC membership and youth participants, and (f) performing other duties as may be assigned by the Board.

1. Treasurer

The principal duties of the Treasurer shall include, but are not limited to: (a) maintaining the financial records of LLC, (b) preparing and submitting required state and federal tax filings, (c) ensuring prompt and efficient processing of LLC bills and deposits, (d) providing current financial reports during each regular monthly Board meeting, (e) overseeing the player registration process, and (f) performing other duties as may be assigned by the Board.

Section 4.04. Other Leadership Roles. The following leadership roles shall be permanent and required to be filled by a Director. From time to time, other roles may be created to serve at the pleasure of the Board.

1. Communication Director

The principal duties of the Communication Director shall include, but are not limited to: (a) keeping the content and design of the LLC website current, (b) managing the LLC social media strategy, (c) developing branding and promotional materials, and (d) performing other duties as may be assigned by the Board.

1. Feeder Program Director

The principal duties of the Feeder Program Director shall include, but are not limited to: (a) scheduling games, (b) locating and scheduling practice space, (c) requesting and maintaining equipment, (d) handling parent involvement, (e) overseeing Feeder House League(s), and (f) performing other duties as may be assigned by the Board.

1. Sponsorship Director

The principal duties of the Sponsorship Director shall include, but are not limited to: (a) managing the LLC corporate sponsorship strategy, (b) developing sponsorship material, (c) identifying and procuring corporate and individual sponsorships for all LLC lacrosse programs, (d) building and maintaining positive relationships with sponsors and ensuring sponsorships are recognized for their contributions to LLC, and (e) performing other duties as may be assigned by the Board.

**ARTICLE V – Fiscal Policies**

Section 5.01. Fiscal Year. The fiscal year for LLC shall begin July 1 and end June 30.

Section 5.02. Annual Operating Budget. The President with the help of the Treasurer shall prepare and submit to the Board no later than the fall meeting, a proposed annual operating budget (Budget) detailing the anticipated income, expenditures and cash flow for the fiscal year. The Board, at its discretion and at any time, may modify any portion of the Budget.

Section 5.03. Player Registration Fees. Each fiscal year, the Board shall determine the amount of annual player registration fees (Fees). Fees should generally cover operating expenses related to lacrosse activities. Fees shall be set by December 1st of each fiscal year. In addition to Fees, all youth participants must have active US Lacrosse memberships through the end of the current season.

Section 5.04. Financial Accounts. The Board may create such regular and special accounts for the operation of LLC as may be required. All accounts shall be held in a financial institution with branch access within the Greater Fort Wayne area and subject to examination and/or withdrawal by such Directors or other designees as authorized by the Board.

Section 5.05. Collections and Expenditure of Funds. The President must authorize the collection and expenditure of funds either through the Budget or by special appropriation.

Section 5.06. Debt and Lines of Credit. No Director shall have authority to guarantee any debenture in either his/her name on behalf of LLC or in the name of LLC itself.

**ARTICLE VI**– **Liability and Indemnification**

Section 6.01.  Leo Lacrosse Club is a not a non-profit, though will adhere to the Fort Wayne Lacrosse Associations policies as an acting member. The FWLA will serve as a non-profit to donate funds to the program and will adhere by the laws governing and regulating non-profits.

**ARTICLE VII – Miscellaneous**

Section 7.01. Whistle Blower Protection. All LLC Directors, Members and volunteers are encouraged to report any action or suspected action taken by LLC and/or any of its representatives that is illegal, fraudulent or in violation of any LLC adopted policy.  Anyone reporting a violation must act in good faith, without malice to LLC Director or Member and have reasonable grounds for believing that the information shared in the report indicates that a violation has occurred.

No Director, Member or volunteer, who in good faith, reports a violation or cooperates in the investigation of a violation shall suffer harassment, retaliation or adverse consequences.  Any LLC Director or Member who retaliates against another individual, who in good faith, has reported an investigation of a violation is subject to discipline, including removal from the Board or termination of LLC membership.

Section 7.04. Amendments. The power to make, alter, amend or repeal these By-Laws is vested in the Board. The President will oversee any necessary adjustments or repeal of these By-Laws. Liability and Indemnification, of these By-Laws. LLC must provide notice of any Board meeting at which an amendment is to be made, by stating the purpose of the meeting is to consider a proposed amendment to the By-Laws and accompanied by a copy of summary of the amendment or stating the general nature of the amendment.

**ARTICLE VIII – Dissolution**

Section 8.01. Dissolution. Upon the dissolution of LLC, the Board all of the assets and finances of LLC will go to its members.