

**BYLAWS**  
**of the**  
**SOUTHWESTERN LACROSSE CONFERENCE**



Adopted, October, 2008

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BYLAWS  
of  
SOUTHWESTERN LACROSSE CONFERENCE

**ARTICLE I  
NAME AND OBJECTIVES**

Section 1. **Name and Location.** The name of the organization shall be the **SOUTHWESTERN LACROSSE CONFERENCE** (hereinafter referred to as “**SLC**”). The principal office of this proposed corporation (corporation) shall be located in San Diego County, California.

Section 2. **Objectives.** The objectives of the **SLC** shall be as follows:

- a. To promote the development of those characteristics of honesty, fellowship, self-discipline, team play and self-reliance, which are essential to good sportsmanship.
- b. To promote the development of collegiate lacrosse by administering a conference structure that will certify and adjudicate team and individual eligibility issues with the goal of providing an equitable set of standards for student athletes.
- c. To seek out programs which assist the SLC in the achievement of its overall objectives.

**ARTICLE II  
MEMBERSHIP**

Section 1. **Classification of Members.** This organization shall have one class of members with voting rights as specified in these Bylaws, known as Full Members. In addition, this organization shall have one class of nonvoting associates, referred to as Developing Members, as further defined in Article II, Section 3, below. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. References to “members” or “membership” shall refer to both the Full Members and the Developing Members unless otherwise specified.

Section 2. **Qualifications for Membership.** All members must be accredited collegiate institutions who want to participate in this corporation’s lacrosse conference (the “Conference”). All members must comply with the Team Responsibilities List approved by the Full Members from time to time.

Section 3. **Admission of Members.** Any application for membership must be made in writing, to the Secretary of this corporation, prior to the annual meeting of the Full Members (the “Annual Meeting”), and must include a description of the applicant organization (i.e., number of potential players, support by college or university, coaching staff, available facilities, etc.). The Board of Directors or a person or committee authorized by the Board shall review each application; if appropriate, certify that the applicant meets the qualifications for membership in accordance with Sections 1 and 2 above; and present the application at the Annual Meeting for approval by the Full Members. Applicants approved by the Full Members will become

“Developing Members” upon payment of any required dues. All Developing Members must participate in at least one year of Conference play. After a trial period of one year, Developing Members may become Full Members, if (1) they have fulfilled all of the member obligations listed on the Team Responsibilities List; (2) receive a recommendation from the Board; and (3) are approved by a vote of the Full Members at the next Annual Meeting.

Section 4. **Membership Dues and Fees.** All Full Members and Developing Members must pay to this corporation dues and game fees in the amounts established by the Full Members at their Annual Meeting. All members must pay such other fines or assessments as set forth on the Team Responsibilities List, or, if not addressed on that list, as determined by the Board of Directors from time to time.

Section 5 **Non-payment of Dues and/or Fees** Non-payment of dues and/or game fees may lead to the cancellation of scheduled games, as further provided in the Team Responsibilities List.

Section 6 **Good Standing** Those Full Members who have paid the required dues, fees, and assessments, and who are not suspended, shall be Full Members in good standing of this corporation.

Section 7 **Membership Roster** This corporation shall keep a membership roster containing the name of each member and the last address provided to this corporation by the member for purposes of notice. The roster shall indicate whether a member is a Developing Member or a Full Member, and, if a Full Member, whether the Full Member is in good standing from time to time.

Section 8 **Nonliability of Members** No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section 9 **Transferability of Memberships** Membership in this corporation or any right arising there from may not be transferred or assigned. Any attempted transfer shall be void.

Section 10 **Designated Representatives** All Full Members of this corporation shall exercise all the rights and obligations of Full Members in this corporation, including the right to vote, through a designated representative. Each Full Member organization shall designate its representative in a writing executed by an authorized officer of the organization, delivered to the Secretary of this corporation, which shall be retained with the membership records of this corporation. A Full Member may change its designated representative at any time and from time to time in the same manner.

Section 11 **Termination or Suspension of Membership** Membership in this corporation shall continue until terminated as provided in this Section, or until the member dissolves or resigns in a written delivered to the Secretary or President of this corporation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation.

- A. Termination of Developing Members Developing Members may be terminated upon a good faith finding by the Board of Directors that continued participation by the Developing Member in this corporation as a

member is not in the best interests of this corporation and the furtherance of its purposes.

B. Termination or Suspension of Full Members.

1. Basis for Termination or Suspension. Full Members in the corporation may be terminated or suspended upon the occurrence of any of the following events or conditions:
  - (a) Missing Annual Meeting. On a finding by the Board of Directors, made in accordance with this Section, that a Full Member missed an Annual Meeting
  - (b) Failure to Qualify. On a good faith finding by the Board of Directors, made in accordance with this Section, that a Full Member no longer meets the qualifications set forth in Article II, Sections 1 or 2
  - (c) Interests of Corporation. On a good faith finding by the Board of Directors or, if at least five percent of the Full Members indicate that they want to make such a decision, the Full Members, made in accordance with this Section, that continued participation by the Full Member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes.
2. Termination and Suspension Procedures. In the case of a proposed suspension or termination of a Full Member, under subsection B.1., the following procedures shall apply:
  - (a) Notice. This corporation shall send a written notice to the Full Member, setting forth the proposal for termination or suspension, the reasons for it, the date on which the proposed termination or suspension shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be sent at least fifteen days before the proposed date of termination or suspension, and at least ten days before the date set for the hearing, by first-class or registered mail, to the last address provided by the Full Member to the corporation for purposes of notice.
  - (b) Hearing. The Full Member shall be given an opportunity to be heard, either orally or in writing (email permitted), not less than five days before the effective date of the proposed termination or suspension, by the Board or the Full Members, depending on who is making the decision whether the proposed termination or suspension will take place. If the Full Member does not appear and has not notified the Secretary of any adequate reason therefore, or

chooses not to appear at the hearing, the termination or suspension shall be effective automatically on the proposed date of termination or suspension.

- (c) Determination. Following the hearing date, the Board (or the Full Members, as applicable), shall decide whether or not the Full Member in question should in fact be terminated, suspended, or sanctioned in some other way; provided that a vote of two-thirds of the directors then in office or of the current Full Members in good standing shall be required to terminate a Full Member. If the notice indicated the Full Member would be terminated, a determination can be made to suspend or otherwise sanction the Full Member instead. That decision shall be final, and the Full Member shall be promptly notified of it. If a Full Member is terminated hereunder, all member rights of such Full Member in the corporation shall cease on the effective date of the termination stated in the notice given pursuant to subsection B.2. (a) above.

- C. Sanctions Other Than Termination or Suspension of Membership. In lieu of, or in addition to, termination or suspension of membership, the Board may impose other sanctions, including but not limited to the following:

- (a) probation;
- (b) a reprimand and/or fine;
- (c) declare a team ineligible for post season play;
- (d) declare forfeits for games in which an ineligible player participates; and/or
- (e) declare an individual player ineligible for regular season games, the playoffs, or an entire season.

- D. Probationary Member. Upon recommendation by the Board of Directors, the Full Members may at an Annual Meeting classify a Full Member as a **Probationary Member**. A Probationary Member retains all voting and other statutory legal rights of a Full Member. However, if the Probationary Member does not strictly comply with all member responsibilities as set forth in the Team Responsibilities List, as further detailed at the time the probation is imposed; further action may be taken against the Probationary Member. The Probationary Member may regain regular Full Member status by the vote of the Full Members at a future Annual Meeting.

- E. Administrative Probation. The Board of Directors may place a Full Member on **Administrative Probation**, upon the terms and conditions established by the Board at that time, provided that the Full Member shall retain all voting and other statutory legal rights of a Full Member provided in these Bylaws and by law.

### **ARTICLE III MEMBERSHIP RIGHTS**

Section 1     **Voting Rights** Subject to these Bylaws and this corporation's other policies and procedures, Full Members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a)     the establishment of dues, officials game fees and the Team Responsibilities List;
- (b)     the election of directors and officers;
- (c)     the removal of directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;
- (d)     any amendment to these Bylaws, and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
- (e)     the disposition of all or substantially all of the assets of this corporation;
- (e)     any merger of this corporation;
- (f)     any dissolution of this corporation; and
- (g)     any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

Section 2     **Inspection Rights of Full Members**

- A.     Articles and Bylaws. This corporation shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by Full Members at all reasonable times. If this corporation has no principal office in California, the Secretary shall furnish such copies to any Full Member on written request therefore.
- B.     Accounting Records; Minutes. On written request, any Full Member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the Full Members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the Full Member's interests as a Full Member.
- C.     Membership Records. The right of Full Members to have access to the membership records of this corporation shall be governed by Sections

6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

Section 3 **Other Rights** In addition to the rights described in these Bylaws, Full Members of this corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

#### **ARTICLE IV FULL MEMBER MEETINGS AND VOTING**

Section 1 **Member Voting** Each Full Member in good standing shall have **one vote** on each matter on which the Full Members are entitled to vote.

Section 2 **Annual Member Meetings** The Annual Meeting of the Full Members will be held at a date, place, and time determined by the Board of Directors, for the purpose of electing directors and officers, determining dues and game fees, adopting a list of team responsibilities (the "Team Responsibilities List"), scheduling Conference play, and transacting such business as may come before the meeting.

Section 3 **Special Meetings of Full Members**

- A. Who May Call. Special meetings of the Full Members may be called (i) by the Board of Directors, (ii) the President, or (iii) on the written request of five percent of the Full Members.
- B. Procedures for Calling Special Meetings Requested by Full Members. If a special meeting is called by Full Members, the requesting Full Members shall deliver a written notice specifying the general nature of the business proposed to be transacted personally, by registered mail, email, or facsimile transmission, to the President, Vice President, or the Secretary of this corporation. The requested meeting will be held not less than thirty, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting Full Members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors or the President.

Section 4 **Record Dates** For any notice, vote, or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only Full Members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, a person holding a Full Membership as of the close of business on the record date shall be deemed a Full Member of record.

- A. Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which Full Members are entitled to notice of any Full Members' meeting shall be the business day preceding the date on which notice for that meeting is given. If the Board,

by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

- B. Voting at Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which Full Members are entitled to vote at any Full Members' meeting shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.
- C. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which Full Members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

**Section 5 Time and Manner of Notice of Meetings** The Secretary shall give written notice of each Full Members meeting to each Full Member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice shall be delivered to the last address provided by the Full Member to this corporation for purposes of notice, either personally or by telegram, facsimile transmission, electronic mail, or first-class, registered, or certified mail at least sixty but not more than ninety days before the date of such meeting.

**Section 6 Contents of Notice** The notice shall state the place, date and time of the meeting and (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or (b) in the case of the annual meeting, the names of all those who are nominees for director and officers as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the Full Members, but any proper matter may be presented at the annual meeting for such action.

**Section 7 Notice of Certain Actions Required** Unless the vote of the Full Members is unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, or (d) to voluntarily dissolve this corporation.

**Section 8 Member Quorum** A majority of the Full Members in good standing shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough Full Members to leave less than a quorum, so long as any action taken thereafter is approved by at least a 50% majority of the required quorum.

**Section 9 Act of the Members** Every decision or act made or done by a majority of Full Members present and voting at a duly held meeting at which a quorum is present is the act of

the Full Members unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

**Section 10 Manner of Voting**

- A. Voting at Meetings. Voting at meetings may be by voice or by secret ballot, provided that any election of directors and any other vote designated by the chairman of the meeting, in his or her discretion, or requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot.
- B. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the Full Members.
- C. Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

**ARTICLE V  
BOARD OF DIRECTORS**

**Section 1 Corporate Powers; Exercised By Board**

This corporation shall have powers to the full extent allowed by law. Subject to any limitations in the Articles of Incorporation or Bylaws of this corporation or in the California Nonprofit Corporation Law relating to actions required to be approved by the Full Members, all powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

**Section 2 Number and Qualification of Directors**

The number of directors shall be within a range of not less than two nor more than six with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors. In the absence of an explicit resolution setting a different number, the number of authorized directors shall equal the number of directors holding office on the day following an Annual Meeting of the Full Members.

- (a) The Listed Officers of this corporation (see definition in Article VII, Section 1) shall serve, by virtue of their holding office, as full voting directors of this corporation (the "Officer Directors").
- (b) The immediate past President of this corporation shall serve an additional term as a full voting director (the "Past President Director"). If a President is elected for a second or more terms as President, the Past President Director serving at that time shall serve those additional terms as well.
- (c) Three additional directors shall be elected to represent the SLC North/West & SLC South/East Division I, and SLC Division II Teams within the Conference (known as *Directors at Large*). To be elected as a Director at Large, an individual must, at the time of being elected, be affiliated with an entity that has been a Full Member of this corporation for at least one year and must be at least twenty-one years of age.

For purposes of this section and Article VII, Section 1, "affiliated" means being connected directly and identifiably with that lacrosse team of a Member that is participating in the League, as a coach, advisor, or in some other capacity. The Board of Directors shall determine, in its sole discretion, whether the affiliation requirement has been met. The Board can determine, in its sole discretion and on a case-by-case basis, to waive the affiliation requirement.

- (d) The Board may appoint a chief official and/or legal counsel as advisors to the Board

**Section 3 Limitations on Interested Persons** At all times, not more than forty-nine percent of the directors of this corporation may be interested persons. An interested person means either:

- (a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

**Section 4 Nomination of Directors and Officers**

The nomination procedures are as follows:

- (a) At least three months before the Annual Meeting, the Secretary will call by written notice to the Full Members for nominations of the officers and directors to be elected. Individuals nominated for a Listed Officer position are automatically also nominated as one of the four Officer Directors.
- (b) From the date of call by the Secretary, until a date one month prior to the Annual Meeting, any Full Member may submit to the Secretary, in writing, one or more nominations of officers and/or directors.
- (c) In the event that no nomination is received during the time allotted for nominations, for any office or director position, the Board of Directors may make nominations for that office.
- (d) No nominations will be accepted for any office that does not conform to sections 4(a) through 4(c) above, except that if there is no nomination for an officer or director position, then nominations for that officer or director position will be accepted from the floor at the Annual Meeting.

**Section 5 Election and Term of Office of Officers and Directors**

The election and term of office for directors and officers are as follows:

- (a) Election.
  - 1. Votes for any Listed Officer shall be deemed to also be a vote to elect that person as Officer Director. The nominee receiving the

greatest number of votes for each Listed Officer position is elected to that office and as Officer Director.

2. In the case of the Directors at Large, the three nominees receiving the greatest number of votes are elected as Directors at Large.
3. Any tie vote for a Officer Director or for Directors at Large shall be resolved by additional ballots until sections 5(A)(1) and 5(A)(2) are satisfied.

(b) Terms.

1. Each director shall be elected, or hold office *ex officio*, for a term of two years. No officer or director shall serve for a period of more than two consecutive terms in office.
2. Directors will take office on the day following the Annual Meeting at which they were elected or became *ex officio* directors.
3. Each director shall hold office until the expiration of the term and until a successor is elected or starts serving *ex officio*.
4. The Secretary, Vice-President, and two Directors at Large shall be elected at each Annual Meeting during even-numbered years. The President and Treasurer shall be elected at each Annual Meeting during odd-numbered years.

**Section 6 Vacancies**

A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the President or, if not filled by the President, by the Full Members, for the unexpired portion of the term, provided that a vacancy in the Past President Director position shall remain vacant until the current President becomes the immediate past president; and provided that the President or Full Members, as applicable, shall fill the vacancy of an Officer Director position by appointing the applicable Listed Officer.

**Section 7 Resignation and Removal of Directors**

- A. Resignation. Resignations shall be effective upon receipt in writing by the President or the Secretary of this corporation, unless a later effective date is specified in the resignation.
- B. Removal.
  1. By the Members.  
The Full Members, by a vote of the majority of all the Full Members, may remove any director at any time, with or without cause; provided that if there are more than 50% Full

Members, only the vote of a majority of a quorum of Full Members shall be required to remove a director.

2. By the Board of Directors. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order or judgement of any court, to have breached any duty, as prescribed in Section 5221(a) of the California Nonprofit Public Benefit Corporation Code. The Board of Directors, at its option and discretion, may consider further disciplinary action against any director removed from office under this provision.

**Section 8 Two Board Meetings Per Year** The Board of Directors shall have at least two meetings per year. Meetings shall be called by the President or any two directors, and noticed in accordance with Section 10 of this Article.

**Section 9 Special Board Meetings** Special meetings of the Board of Directors may be called by the President, or any two directors, and noticed in accordance with Section 10 of this Article.

**Section 10 Notice** Notice of any meeting of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

**Section 11 Waiver of Notice** The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

**Section 12 Quorum** A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. 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 of Directors, except as otherwise provided in Article V, Section 13 (taking action without a meeting); Article VI, Section 1 (appointing Board Committees); Article VIII, Section 3 (approving self-dealing transactions); and Article IX, Section 2 (approving indemnification), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Section 13 Action Without a Meeting** Any action required or permitted to be taken by the Board may be taken without a meeting if the members of the Board (other than any director interested in a transaction so approved), shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

**Section 14 Telephone and Electronic Meetings** Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, *and* (ii) all motions, votes, or other actions required to be made by a director are actually made by a director and not by someone who is not entitled to participate as a director.

**Section 15 Standard of Care**

- A. **General.** A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

- B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation investments, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation. This includes commonly used investment vehicles such as Money Market Funds/Mutual Funds, Bonds & Bond Funds, Fixed Income backed LLP's, REIT's, and other General Partnerships that are insured or capitalized so as to protect the corporation against loss of principal.

**Section 16 Director Inspection Rights** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

**Section 17 Compensation of Directors and/or Officers** The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director (or as directors and officers, for those directors holding officer positions). The President may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees. Should any such reimbursement be denied, the individual concerned may petition the Board for reconsideration. Such petition shall be submitted to the Secretary who will forward it to the President for action. The President will submit the petition together with the reason for denial of the expense to the Board of Directors for a vote as soon as possible. The Board of Directors will decide the issue and the expense will be allowed or denied accordingly.

## **ARTICLE VI COMMITTEES**

**Section 1 Board Committees** The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of one or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;

- (b) fill vacancies on the Board of Directors or on any Board Committee;
- (c) fix compensation of directors for serving on the Board or any Board Committee;
- (d) amend or repeal these Bylaws or adopt new Bylaws;
- (e) approve amendments to the Articles of Incorporation of this corporation;
- (f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (g) create any other Board Committees or appoint the members of any Board Committees;
- (h) spend corporate funds to support a nominee for director after there are more nominees than can be elected; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

**Section 2 Advisory Committees** The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

**Section 3 Meetings**

- A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.
- B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept. The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

**ARTICLE VII  
OFFICERS**

Section 1     **Officers** The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer (the “Listed Officers”). In order to qualify for election as a Listed Officer, an individual must, at the time of being elected, be affiliated with an entity that has been a Full Member of the corporation for at least one year and must be at least twenty-one years of age. The President must have served as a director before being elected as President. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. No person may hold more than one Listed Officer position at any one time without the approval of the Full Members; provided that in no event may either the Secretary or the Treasurer serve concurrently as the President. The term “affiliated” is defined in Article V, Section 2(c). The Board can determine, in its sole discretion and on a case-by-case basis, to waive the affiliation requirement.

Section 2     **Election** The Listed Officers of this corporation shall be elected for two-year terms by the Full Members as part of the director elections, as described in Article V, Sections 4 and 5. Any other officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3     **Removal** Subject to the rights, if any, of an officer under any contract of employment, the Listed Officers may be removed pursuant to the procedures for removing the officers from the directors positions they hold *ex officio*, as provided in Article V, Section 7(B), of these Bylaws; and any other officers may be removed, with or without cause by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4     **Resignation** Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party. A resignation from a position as Listed Officer shall automatically also be a resignation from the applicable *ex officio* position of Officer Director.

Section 5     **Vacancies** A vacancy in any office for any reason shall be filled pursuant to the same procedure for filling that vacancy.

Section 6     **President** The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall preside at all meetings of the members and the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7     **Vice President** The Vice President shall, in the absence of the President, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8     **Secretary** The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9     **Treasurer** The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **ARTICLE VIII CERTAIN TRANSACTIONS**

Section 1     **Loans** Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2     **Self-Dealing Transactions** Except as provided in Section 3 of this Article, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

Section 3     **Approval** This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

## ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 1     **Right of Indemnity** To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, “agent” shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2     **Approval of Indemnity** On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

Section 3     **Advancing Expenses** The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4     **Insurance** The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under law.

**ARTICLE X  
MISCELLANEOUS**

Section 1     **Fiscal Year** The fiscal year of this corporation shall end each year on June 30.

Section 2     **Contracts, Notes, and Checks** All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or any person or persons on whom such power may be conferred by the Board, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation, shall be signed by the Board of Directors or any person or persons on whom such power may be conferred by the Board.

Section 3     **Annual Reports to Members and Directors**

A.     Financial Report. Unless this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the directors and members of this corporation containing the following information:

- (i)     the assets and liabilities, including investment accounts and/or trust funds of this corporation, as of the end of the fiscal year;
- (ii)    the principal changes in assets and liabilities, including investment accounts and/or trust funds, during the fiscal year;
- (iii)   the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (iv)    the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (v)     any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

If this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the report described above must be furnished only to the directors and any member who requests it in writing.

B.     Report of Certain Transactions. Unless this corporation furnishes the report required by subsection A above, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the members and directors of this corporation containing the following:

- (i)     a description of any transaction during the previous fiscal year involving \$50,000 or more between this corporation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten

percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and

- (ii) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 that were paid during the fiscal year to any director or officer of this corporation, and that were not approved by the members of this corporation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

**Section 4 Amendments** Amendments to these Bylaws may be adopted by Full Members only, as follows. Such amendments shall require the vote of two-thirds of the Full Members present at a duly-called meeting. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least one week before such meeting.

**Section 5 Governing Law.** In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

**Section 6 Eligibility and Conduct of Individual Players and Coaches.** All players on member teams in the Conference must conform to eligibility rules as established by this corporation, its players' institutions, and the National Governing Body (known as the MCLA). Any challenges to the eligibility of an individual player will be submitted in writing to the Secretary, stating the reasons for such a challenge. The Secretary will forward the submission to the Board of Directors for resolution. The Board of Directors will, at its discretion, provide for the investigation and the resolution of all questions on the eligibility and conduct of individual players and coaches.

**Section 7 Responsibilities of Member Teams.** All member teams of the League are responsible for informing their individual players and coaches concerning League rules and regulations and ensuring compliance with the same. All member teams are responsible for the conduct and actions of their players and coaches and treated accordingly when appropriate for penalty purposes.

Member teams of the League shall act to further the purpose of the **SLC**, as set forth in Article I, Section 2, and shall conduct themselves with utmost integrity and loyalty, and in the best interests of the **SLC** and its member teams. Member teams and/or any individual player or coach shall take no action that would be considered prejudicial or detrimental to the best interests of the **SLC** and its members, including but not limited to, unsportsmanlike conduct.

- A. Member Players & Coaches shall display the **SLC** letter logo on the right shoulder of all uniform Jerseys, Coaches Apparel, helmets, and Team Apparel when possible.

## CERTIFICATE OF SECRETARY

I, Russell Knoth, certify that I am presently the duly elected and acting Secretary of Southwestern Lacrosse Conference, a proposed California nonprofit public benefit corporation, and that the above Bylaws, consisting of twenty-three pages, are the Bylaws of this corporation as adopted by Action of Sole Incorporator, on **October 4, 2008**.

DATED:

(Signature of SLC Secretary)

(Printed Name of SLC Secretary)