

BYLAWS §§405,602
OF
South Huntington Youth Lacrosse, Inc.

A New York Corporation.

ARTICLE 1. OFFICES AND AGENT

1) Principal Office.

The principal office of the corporation in the State of New York shall be located in the City of South Huntington, New York. The corporation may have such other offices, either within or without the State of New York, as the Board of Directors may designate or as the business of the corporation may require from time to time.

2) Registered Office [§102]

The registered office of the corporation required to be maintained in the State of New York, New York may be , but need not be, identical with the principal office or place of business in the State of New York, and the address of the registered office may be changed from time to time by the Board of Directors in accord with the law of New York.

3) Registered Agent [§§304-306]

The Registered Agent of the corporation required by law shall be the Secretary of State. The corporation may designate a Registered Agent for service of process by a filing with the Secretary of State. The post office address to which he shall send process shall be as initially designated in the articles of incorporation and may resign or change address or be changed by the Board of Directors from time to time in accord with the law of New York.

ARTICLE II. MEMBERS

Section 1. Annual Meeting [§§603,604]

The annual meeting of the Members shall be held on the third Monday in the month of March in each year, beginning with the year after incorporation, at the hour of 6:30 P.M. for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

(meeting date adopted by Member vote on June 18, 2018)

If the day fixed for the annual meeting shall be a legal holiday in the State of New York such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be. A Member may demand a regular meeting be held pursuant to New York law.

Section 2. Special Meetings [§§603,604]

Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, and shall be called by the Secretary at the request of any person owning the number of Membership votes entitled to vote at the meeting as set forth in New York law.

Section 3. Place of Meeting

The Board of Directors may designate any place, either within or without the State of New York, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all Members entitled to vote at a meeting may designate any place, either within or without the State of New York, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of New York.

Amendment to Section 3: Place of Meeting

Place of meeting by vote has been designated as to be **South Huntington Public Library, 145 Pidgeon Hill Road, Huntington Station, NY 11746.**

(Adopted by member vote on June 18, 2018)

Section 4. Notice of Meeting [§§603,605,606]

Written or printed notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, and other contents required by law, shall be delivered not less than ten nor more than 50 days before the date of the meeting, either personally or by mail if not less than 30 but not more than 60 days before the meeting, but or at the direction of the Chairman, President or Secretary, or the officer authorized by the Board of Directors to call the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the records of the corporation, with postage thereon prepaid. Notice may be transmitted electronically if consented to by the Member. Notice if there are more than 500 Members may be given by publication as provided by law. Written or electronic waiver of notice or attendance at such meeting without protest by the Member shall be equivalent to the giving of such notice and cure any deficiency therein. Notice of any adjourned meeting shall be given as provided by New York law. Exceptions to this notice are those set forth in New York law.

Section 5. Fixing of Record Date. [§§605,611]

Subject to applicable law, for the purpose of determining Members entitled to notice of or to vote at any of Members or any adjournment thereof or in order to make a determination of Members for any other proper purpose, the Board of Directors or an authorized officer may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than 50 days and, in case of a meeting of Members, not less than ten days prior to the date on which the particular action, requiring such determination of Members, is to be taken. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 6. Electronic Communications

A meeting of the Members in the form of a conference among Members may be held by electronic communications as permitted by New York law.

Section 7. Voting Lists

The officer or agent having charge of the books for Membership interests of the corporation shall make a complete list of the Members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order with the address of and number of votes held by each, which list shall be kept on file at the registered office of the corporation and shall be subject to inspection by an Members at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection of any Member during the whole time of the meeting. The original Membership book shall be prima facie evidence as to who are the Members entitled to examine such list or to vote at any meeting of Members.

Section 7.1. Definition of Voting Members

Voting Members will be defined as any member of the program, Parent of Player or Community Member who is eighteen (18) years of age or more residing in the South Huntington Union Free School District and registered in the South Huntington Youth Lacrosse database.

(Adopted by Member Vote June 18, 2018)

Section 7.2. Voting List Generation

Voting lists will be generated from the South Huntington Youth Lacrosse league management database by exporting registered members and filtering by the qualifying age. All members above the age of 18 will make up the Voting list. This list will be generated by the league management system admin and reviewed with the Secretary and/or Chairman for validation. Any registration with incomplete date of birth will not be counted as valid for voting. This lists will be available for review by members as defined in Section 7.

(Adopted by Member Vote June 18, 2018)

Section 8. Quorum [§§604,608,615]

A majority of the total number of votes of the Members of the corporation entitled to vote, represented in person, by representative, delegate or by proxy, shall constitute a quorum at a meeting of Members, except if a special meeting for election of directors under §604(b). If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum unless such presence was only for the sole purpose of objection to notice given.

Section 9. Proxies [§§603,609]

If provided by the certificate of incorporation or bylaws adopted by the Members, a Member may vote by a representative or delegate or by proxy executed in writing or by electronic transmission by the Member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provide din the proxy.

Section 10. Voting Shares [§§611,613]

10.1 Cumulative Voting [§617]

If the certificate of incorporation so provides, each Member entitled to vote for directors has the right to cumulate votes in the election of directors. Directors are elected by plurality. Of the articles so provide, there may be Member voting by class.

10.2 Vote [§§611,615]

Subject to the provisions of Section 11 of this Article II and provision of the certificate of incorporation, each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of the Members. An organization as a member may have other voting rights as provided by the certificate of incorporation or bylaws. Corporate action, other than as set forth in Section 11, shall be authorized by a majority of qualified votes cast at a Members meeting.

Section 11. Information Action by Members [§614]

Any action required to be taken at any meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing or electronic, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Such action is effective when signed by all the Members, unless a different time is provided in such written action. All such action shall comply with New York law.

Section 12. Voting Inspectors [§610]

At any Member meeting, the Chairman of the meeting may appoint on or more persons as inspectors for such meeting with duties pursuant to law.

Section 13. Inspection Rights [§621]

Members shall have the rights of books and records according to New York law.

ARTILCE III. BOARD OF DIRECTORS

Section 1. General Powers [§701]

The business and affairs of the corporation shall be managed under the direction of its Board of Directors under the authority granted by the law of New York.

Section 2. Number, Tenure, Election, Removal, Resignation, Vacancies, and Qualification
[§§701-705,710]

Directors shall be natural persons eighteen years of age unless otherwise permitted by law. The first Board of Directors may be named in the articles or elected by Incorporators or Members. The number of directors of the corporation may be determined by resolution of the Board of Directors or Members, but shall not be less than three, or as set forth in the articles or bylaws within a range, but shall in the absence of such designation be the number of Members of the corporation entitled to elect directors or three (3), whichever is less, and may be increased or decreased in accordance with New York law. Directors may be elected to fill vacancies and newly created directorships by the Board of Directors. Each director shall hold office until the next annual meeting of Members and until his successor shall have been elected and qualified; or elected for term not to exceed five (5) years. A Director may resign by filing his resignation with the Secretary, to take effect as set forth in such resignation, which shall have the effect of creating a vacancy. The articles or these bylaws shall determine Directors' qualifications, but a Director need not be a resident of the State of New York or Member of the corporation.

Section 2.1 – Amendment to Section 2

To ensure there is a reasonable amount of board members and that the organization is not hindered by bureaucracy that can stem from having too many board members. South Huntington Youth Lacrosse shall at no given time have more than seven (7) Members to the Board of Directors. Each term shall be held for a period of two (2) years and voted on at the Annual Members meeting according to the schedule defined in Section 2.2.

Section 2.2. Election Cycle

The following are the positions and their election cycles based on odd and even voting years and position:

Voting Board of Director Positions

Even Years	Odd Years
Chairman	Director 1
President	Director 2
Vice President 1	
Vice President 2	
Vice President 3	

Non-Voting Board Positions (Annually)

Treasurer
Secretary
Boys Program Director
Girls Program Director
Clinic Director
Social Media / Events Coordinator
Equipment Director

(Sections 2.1 and 2.2 Adopted by Member Vote June 18, 2018)

Section 3. Regular Meetings [§710]

A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of New York, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings [§710]

Special meetings of the Board of Directors may be called by or at the request of the President or other officer or determined by the Board of Directors. If a corporation without Members, 20% of the entire Board can demand a meeting by written demand. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of New York, as the place for holding any special meeting of the Board of Directors called by them.

Section 4.1. Attendance Requirements

Members of the Board of Directors are required to attend regular meetings of the board and special meetings. Should a member of the Board of Directors have three (3) consecutive absences or whereas, the Director has missed more than one quarter of the annual board meetings, they are subject to removal from the Board of Directors. Any Board Member having 4 or more unexcused absences during a single season or fiscal year, is automatically subject to removal from the Board of Directors. Warnings may be issued to the offending party at the discretion of the board after the second absence. Egregious infractions, such as 4 or more unexcused absences will not require prior notification and may be enacted by the Chairman or President without a board vote. Unanimous board vote may pardon an offending Director with commitment for future attendance.

(Adopted by Member vote June 18, 2018)

Section 5. Notice [§711]

No notice shall be required for any regular meeting of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally or mailed to each Director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting in a writing to be filed with the minutes of such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum [§§707,709]

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than all Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. A Director may give advance written consent or opposition to a proposal to be acted on at a Board of Directors meeting in accordance with New York law.

Section 7. Manner of Acting [§§708,709]

The act of a majority of the Directors present at a meeting shall be the act of the Board of Directors. All members may consent in writing to an action without a meeting.

Section 8. Electronic Meetings [§708]

Any one or more of the Directors may participate in a meeting of the Board of Directors or any Committee thereof by means of a conference telephone or similar communications equipment allowing all persons to hear each other at the same time. Such participation shall constitute presence in person at such meetings.

Section 9. Vacancies. [§705]

Any vacancy occurring in the Board of Directors may be filled by the vote of the remaining Directors though less than a quorum of the Board of Directors in accordance with New York law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation.

The Board of Directors may fix the compensation of directors serving in any capacity.

Section 11. Presumption of Assent

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 12. Removal [§706]

The Members or Directors of the corporation may remove a Director pursuant to New York Law. Any member of the Board of Directors being removed must be issued notification in writing, delivered either via email, United States Postal Service or facsimile. In the event of electronic delivery, the notification will be considered received seventy-two hours from the date of issuance in the event the receiving party does not acknowledge receipt. Notice of removal must be issued by the Chairman or President of the Board.

(Bylaw Amended by Member vote on June 19, 2018)

Section 13. Board Committees [§712]

The Board of Directors or Members may establish committees and subcommittees having the authority of the board pursuant to New York law.

Section 13.1 [§712-a] Audit Committee

If required by law, there shall be an audit committee of the Board

Section 14. Board Action by Consent

Any action required to be taken by the Board of Directors may be taken without a meeting if consent in writing or electronic, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action is effective when signed by all the Directors, unless a different time is provided in such written action. All such action shall comply with New York law.

ARTICLE IV. OFFICERS

Section 1. Number [§713]

The officers of the corporation may be a Chairman of the Board of Directors, President, Chief Executive Officer, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer or Chief Financial Officer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors or Members. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office; Resignation [§713]

The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members, or as soon thereafter as is convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. In the absence of an election or appointment, the person exercising such powers are deemed to have been elected to such offices under New York law.

Section 3. Removal [§714]

Any officer or agent elected or appointed by the Board of Directors or Members may be removed by the Board of Directors or Members whenever in its judgement the best interests of the corporation would be served thereby. Any officer elected by the Members or a class of Members can be removed only by such Member vote. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term and until the successor shall have been chosen and qualified.

Section 5 Officers. [§713]

Section 5.1 The Board of Directors or Members may appoint the following officers:

Section 5.1.1. Chairman of the Board of Directors. The Board of Directors shall elect the Chairman of the Board of Directors from its membership. He shall preside at the meetings of the Board and Members and perform such other duties as may be assigned to him by the Board from time to time.

Section 5.1.2. President/CEO

The President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when the Chairman of the Board of Directors is absent, preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing an execution thereof shall be expressly delectated by the Board of Directors or by the bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.2. The Board or Members of President may appoint:

Section 5.2.1 The Vice Presidents

In the absence of the President or in the event of his death, inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restriction upon the President. Any vice-presidents may sign, with the Secretary or an Assistant Secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time bay be assigned to him by the President or by the Board of Directors.

Section 5.2.2. The Secretary

The Secretary shall: (a) keep the minutes of the Members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that he seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; (e) sign with the President, or Vice-President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5.2.3 The Treasurer/CFO

The Treasurer shall be the Chief Financial Officer of the corporation and shall have charge and custody of and be responsible for all funds and securities of the corporation and shall keep regular books of all receipts and disbursements of the corporation, and in general shall perform such other duties as may be appointed to him by the Board of Directors or the President. The Treasurer shall disburse out of the funds of the corporation payment of such just demands against the corporation as countersign all checks, notes an such other instruments or obligations as require his signature, and shall perform all duties incident to his office, or that are properly required of him by the Board of Directors, provided

however, that by resolution of the Board of Directors; authority and responsibility for the signing of checks, notes and other obligations may be assigned to either the President or Treasurer or such other officer or officers as the Board of Directors may designate from time to time.

Section 6. Transfer of Authority

In case of the absence of any officer of the corporation or for any other reason the Board of Directors deems sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer, Director or employee of the corporation and any officer may delegate their duties to persons functioning in subordinate offices.

Section 7. Compensation

The salaries of the principal officers shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving his salary by reason of the fact that he is also a Director of the corporation.

ARTICLE V. CONTRACT

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

ARTICLE VI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of December and end on the 30th day of November. The Board of Directors shall have the power to change the fiscal year by resolution duly adopted. (*Fiscal year changed by Member Vote June 18, 2018*)

ARTICLE VII. NAME [§301]

The exclusive name of this corporation that has been reserved as required by law shall be as above written.

ARTICLE VIII. SEAL [§107]

The Board of Directors shall provide a corporate seal which shall have inscribed thereon the (1) word "Seal" or "Corporate Seal", and may contain (2) the name of the corporation, (3) the state of incorporation, and may contain (4) abbreviations or combinations of such terms and be affixed, engraved printed, placed, stamped or in any other manner be reproduced on any document.

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Director of the corporation under the provision of these bylaws or under the provision of the articles of incorporation or under the provision of New York law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by Members or the Board of Directors at any regular or special meeting of the Board of Directors or Members by a vote of such Members or Directors entitled to vote in accordance with the laws of New York.

ARTICLE XI. FURTHER AUTHORITIES

The Board of Directors may grant, delegate or assign to any officer of the corporation any of the duties and authorities herein above designated to be performed by any officer or may enlarge or restrict the duty and authority of any officer, either temporarily or permanently as long as Such powers and authorities shall not be inconsistent with these bylaws.

ARTICLE XII. SEVERABILITY

Any provision of these bylaws, or any amendment or alteration thereof, which has been constructed to be in violation of New York law, as amended, and any amendment or replacement thereto, shall not in any way render the remaining provisions invalid.

ARTICLE XII. DIRECTOR AND OFFICER INDEMNIFICATION [§§721-726]

The corporation shall indemnify any person acting on its behalf in accord with the law of New York. The indemnification provided hereby shall not be deemed exclusive of any other right to which anyone seeking indemnification thereunder may be entitled under any bylaw, agreement, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The corporation may purchase and maintain insurance on behalf of any Director, officer, agent, employee or former Director or officer or other person, against any liability asserted against them and incurred by him.

ARTICLE XIV. ANNUAL REPORT [§519]

At the Annual Meeting of Members or Board of Directors, the President or other officer shall present an annual report as required by New York law.

ARTICLE XV. ZERO TOLERANCE POLICY

Any Member, Director, Officer, Parent, Spectator or player who engages in an act of violence against another Member, Director, Officer, Parent, Spectator, Player or Coach will be subject to sanctions by the board up to and including being banned from the league. South Huntington Youth Lacrosse will not tolerate violence or threats against or by its members, staff, players or parents. Physical violence may result in an automatic ban from any and all future events.

(Adopted by Member Vote on June 18, 2018)

Adopted this 18th day of JUNE, 2018 by the incorporator / Board of Directors, [§§415,602]

Secretary

SCOTT MAGEE

Printed

Attest:

[SEAL]

Incorporator or President

DAMIEN JONATHAN CALDWELL

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