



**BY-LAWS OF THE  
BELLEVILLE  
LACROSSE ATHLETIC ASSOCIATION**

**Adopted August 2014**

**BY-LAWS OF THE BELLEVILLE LACROSSE  
ATHLETIC ASSOCIATION**

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# **BY-LAWS OF THE BELLEVILLE LACROSSE ATHLETIC ASSOCIATION**

## **(A Nonprofit Organization of the State of Michigan)**

### **ARTICLE I – Name, Purpose and Objectives**

**Section 1.01 Name.** The name of this nonprofit organization shall be the Belleville Lacrosse Athletic Association, hereafter referred to as the "Organization". The organization may also be referred to a B.L.A.A.

**Section 1.02 Location.** The principal office of this organization shall be maintained at Belleville High School located at 501 West Columbia, Belleville, MI 48111 or in such a place as the Board of Directors may determine.

#### **Section 1.03 Purpose.**

a. Our purpose is to unify and strengthen public awareness, enthusiasm, and support of the lacrosse youth athletic programs in our school district in a manner that is consistent with the rules and regulations governing Belleville High School Athletics, and the MHSAA. We strive to promote education, leadership, good sportsmanship and provide resources for team development.

b. This organization shall not seek to dictate coaching decisions on the field as it relates to practices and game situations. The organization may make recommendations concerning the philosophy and general direction of the Organization.

**Section 1.04 Non-profit Status.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by a organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding

section of any future federal tax code. It is the intent of this organization to maintain its 501(c)3 status at all times.

## **ARTICLE II – Membership**

**Section 2.01 Membership.** A “Member” of the Organization is defined as not more than two parents or guardians of a student(s) who is participating in the B.L.A.A. program during the current membership year (hereinafter defined), and has paid his/her Membership Dues (hereinafter defined), in full, at least (10) days prior to the Annual Membership Meeting (hereinafter defined). All current lacrosse coaches and the Belleville High School Athletic Director shall be non-voting, advisory members of the organization.

**Section 2.02 Members Right to Privacy.** Any personal information gathered or requested by the Organization is for the sole use of the Organization and will not be made available to any other organizations.

**Section 2.03 Quorum.** The members present at any membership meeting of the organization, provided at least (10%) of members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought to the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

**Section 2.04 Voting.** Each Member household shall be entitled to two (2) votes for each issue or item for which a Member is specifically entitled to vote under these By-Laws or the Articles of Incorporation. At all membership meetings a member may vote in person or by proxy executed in writing by the member at least two (2) business days in advance.

**Section 2.05 Rights and Responsibilities.** The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for officers, review and approve the annual budget and approve amendments to these by laws.

**Section 2.06 Nondiscrimination.** Membership in the Organization and participation in its affairs shall be open to any person without regard to religion, race, color, sex, national origin, age, marital status, sexual orientation, handicapping condition or other legally prohibited factors. Within the limitation imposed by the facilities available to the Organization and the desirability of

harmonious association among its members, any person who meets the requirements as determined by the Board is eligible to hold a membership.

**Section 2.07 Suspension of Membership.** The Board, after due deliberation, may restrict, suspend, or terminate the membership of any member, for good cause, including, but not limited to, the nonpayment of any dues and/or fees owed by such member, or conduct which, in the judgment of the Board damages the Organization's spirit of harmonious association.

### **ARTICLE III – Executive Board**

**Section 3.01 Membership.** The Executive Board shall consist of the elected officers of the organization.

**Section 3.02 Authority.** The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization. In addition the Executive Board will:

- (a) Set the time and date of General Membership Meetings and give members timely notification;
- (b) Approve goals and budget targets annually; and
- (c) Review the annual budget, monthly financial reports and monthly financial statement issued by the bank utilized to manage the funds of the Organization at a minimum, every three months. Bank issued financial statements shall be provided to all Executive Board Members at said meetings by the Treasurer.

**Section 3.03 Meetings.** The Executive Board shall meet monthly to prepare for general membership meetings and to conduct the affairs of the organization.

**Section 3.04 Quorum.** A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

**Section 3.05 Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (with the exception of amending these Bylaws) or of any committee may be taken without a meeting if all the members of

the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.06 Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as members participating in such meetings can hear one another.

**Section 3.07 Reimbursement.** Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business as allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval. Executive Board members must approve the expenditure of all general funds above \$125.00 per request.

## **ARTICLE IV**

### **Officers and Their Elections**

**Section 4.01 Officers.** The officers of this organization shall include one President, one Vice-President, a Secretary, and a Treasurer, an appointed at-large member and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

**Section 4.02 Election.** A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in May of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. The officers shall be elected by a majority of the voting membership present at the Annual General Business Meeting by the end of June. All elected officers, at-large and standing committee chairs can be current or previous members of the Organization.

**Section 4.03 Terms of Office.** Officers shall serve a two year term, September 1 through August 31 of each year. An individual may not serve in the same elective capacity for more than four consecutive terms. The President and Secretary positions shall be elected during even calendar years. The Vice President and Treasurer positions shall be elected during odd calendar years. The Member at Large position will be appointed by the board.

**Section 4.04 Vacancies.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

**Section 4.05 Resignation and Removal.** An officer may resign by delivering a written resignation letter to the President or the Secretary. Such resignation shall be effective upon its receipt or upon such date (if any) as is stated in such resignation. An Officer may be removed with cause by a vote of a two-thirds majority of the Executive Board as a duly held meeting with a quorum present.

## **Article V**

### **Duties of Officers**

**Section 5.01 President.** The President shall be the principal executive officer of the organization and subject to the control of the Executive Board, shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization. The President shall serve as the primary spokesperson for the Organization, except as otherwise specified. The President shall direct goals and budget performance and have an official signature card on file with the bank utilized to manage the funds of the Organization and have electronic access to said accounts.

**Section 5.02 Vice President.** The Vice President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board. The Vice-President will review the By-Laws annually and make recommendations for possible changes.

**Section 5.03 Secretary.** The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for publishing the minutes and dispersing them to the membership, shall keep 2 secretary notebooks, one for membership meeting minutes and one for Executive Board meeting minutes. All Secretary records shall be retained permanently. The Secretary will have a current copy of the By Laws available at all meetings. In general, the Secretary will perform all duties as may be assigned by the President or the Executive Board.

**Section 5.04 Treasurer.** The Treasurer shall be a member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the organization's financial policies. The Treasurer shall maintain a complete set of books of account in accordance with generally accepted accounting principles and practices. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Treasurer shall make disbursements as authorized by budget as approved, or amended, by the membership. The Treasurer shall present a written financial report, prepared in accordance with the organization's financial policies, at each General membership Meeting of the membership and at other times as requested by the Executive Board. The Treasurer shall keep an accurate record of member and nonmember status.

**Section 5.05 Appointed At-Large Member.** One Appointed at-Large Member is a part of the Executive Board. The Appointed at-Large Member represents the members and their concerns to the Executive Board and contributes to projects and fundraising activities as called up by the Executive Board.

**Section 5.06 Fundraising Coordinator.** The Fundraising Coordinator will be a member of the Executive Board. The Fundraising Coordinator will be responsible for organizing sign-up sheets for all U of M events and other fundraising activities. The Fundraising Coordinator will be responsible for finding members to assist with fundraising. The Fundraising Coordinator will bring any new fundraising events to the board (via email, meeting) to be considered and voted on. The Fundraising Coordinator will be the direct contact with the community member assisting in the event (Sodexo Manager, Etc). The Fundraising Coordinator will put together a "Spirit Wear" offering for the players and parents to further generate recognition for the program and additional funds for the BLAA.

**Section 5.07 Marketing Director.** The Marketing Director will be a member of the Executive Board. The Marketing Director will be responsible for updating and maintaining the BLAA website. The Marketing Director will create and organize the distribution of fliers and signs to support registration. The Marketing Director will work on the Corporate Sponsor Program to generate support and additional funds for the BLAA. The Marketing Director will work with our current BLAA sponsors to strengthen our relationships within the community and to continue to create opportunities that benefit the program and our members.



## **ARTICLE VI**

### **Standing Committees**

**Section 6.01 Standing Committees.** Standing Committees are those required to function throughout the year. Chairpersons shall be appointed by the President, subject to the approval of the Executive Board. Standing Committees and their primary functions follow. Note: No individual has the authority to use or remove any funds from any Organization checking or saving account for investment purposes or otherwise, unless directed and approved by the Executive Board majority.

**Section 6.02 Fund Raising Committee.** The Fund Raising Committee shall recruit and schedule parent volunteers to complete specific events; record all expenses and revenues for each event; Acquire all provisions required for the successful completion of each event or activity; record an accurate and timely account of revenues and expenses of the event and coordinate its financial operation with the Organization Treasurer.

## **ARTICLE VII**

### **Role of Liaison**

**Section 7.01** Each team shall have a Liaison present at each General Membership Meeting.

**Section 7.02** Liaisons shall disseminate information from the General Membership Meeting to the team coach, athletes, and parents.

**Section 7.03** Liaisons shall review the financial report issued by the Treasurer, paying particular attention to the encumbered fund(s) for which he/she is a Liaison. Any points requiring clarification should be raised as soon as possible or within a reasonable time frame with the Executive Board and/or the Team Coach/Parents.

**Section 7.04** Team Liaisons are responsible to contribute to projects and fundraising activities as called upon as well as encourage participation of their team/families.

## **ARTICLE VIII**

### **Meetings**

**Section 8.01 Annual Business Meeting.** The Annual Business Meeting of the Organization shall be held at the General Membership Meeting unless otherwise specified by the Executive Board. Any change to the Annual Business meeting

date, time or location shall be announced a minimum of two weeks in advance of the proposed change.

**Section 8.02 General Membership Meetings.** General Membership Meetings shall be in the months of February, April, June, August and November unless otherwise specified by the Executive Board and reasonable notice is provided to the General Membership. Meetings shall be open to all interested persons.

**Section 8.03 Executive Board Meetings.** Executive Board Meetings shall be held monthly unless otherwise specified by the Executive Board. A summary of the decisions reached and Executive Board members present at each meeting should be distributed to all Executive Board members within a reasonable timeframe following the meeting and before the next General Meeting.

**Section 8.04 General Meeting Voting.** All members for the current year may vote.

**Section 8.05 Quorum.** A quorum for the transaction of business at the Annual Business Meeting and at General Membership Meetings shall be ten percent (10%) of membership. A quorum for Executive Board Meetings shall be two-thirds (2/3) of the Board members. In all voting instances, majority rules for those present.

**Section 8.06 Robert's Rules of Order.** Robert's Rules of Order, the latest edition, shall be recognized as the authority governing the meetings of the Organization, its Executive Board, and its Committees.

## **ARTICLE IV**

### **Finances**

**Section 9.01 Budget.** The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any

substantial deviation from the budget must be approved in advance by the membership.

**Section 9.02 Obligations.** The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

**Section 9.03 Checks.** All checks for the payment of money on behalf of the organization shall be signed by the Treasurer and any other executive officer with signature clearance from the financial institution. All checks require two signatures.

**Section 9.04 Banking.** The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies, or other depositories as the Executive Board may select and shall make such disbursements authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

**Section 9.05 Financial controls.** The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically without limitations, the organization shall maintain separation of financial controls so that, minimally,

- (a) All expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board.
- (b) All checks must be endorsed by at least two officers/employees authorized by resolution of the Board of Directors.
- (c) An officer or other person without check signing authority designated by the Board shall review all bank statements.
- (d) Any Organization purchase over \$125 shall require an additional bid submitted by a second appointed board member. All bids shall be presented to the Executive Board for discussion and approval.
- (e) At the Annual Membership Meeting two members will be nominated to perform quarterly audits of the Organizations financial records. In the event the nominated auditors are unable to perform the quarterly audit, the Executive Board will appoint a replacement by normal majority rules.
- (f) Funds raised by and/or allocated to specific teams, although deposited in the Organization's account, shall be separately tracked as "encumbered funds" for each team. Expenditures from these encumbered funds do require Executive Board approval. No team or committee should submit a payment request which exceeds the amount of funds available, at the time of the request in the team or the committee encumbered funds

account. The Executive Board may decline a request for funds if the team balance is inadequate to cover the expenses.

- (g) Funds raised by the Organization that have a specific advertised purpose, shall be deposited (and separately tracked) in the Organization's general fund to ensure that it is disbursed for the advertised purpose and to safeguard the integrity of the Organization and the School. No vote is required by the general membership unless the advertised purpose has been altered or changed since the project's inception. Funds raised by a Belleville organization outside of the Organization, but whose funds are directed to the Organization for financial record keeping, also require the same Organization procedures for disbursement.
- (h) Funds raised by any of the Organization fundraising programs can only be directed to an approved district team. All requests to direct money elsewhere must have prior approval of the Executive Board.

**Section 9.06 Interest.** Any interest generated by the investment of the Organization's general funds and/or encumbered funds, in an approved financial institution, will be deposited into the Organization's general fund.

**Section 9.07 Use of Organization Tax ID number.** Any Team making use of the Organization Tax ID number for purchases made with funds from a Team bank account which is separate from the official Organization Team encumbered funds, shall provide financial reports, including bank statements as appropriate, at the request of the President for review.

**Section 9.10 Booster Camp Scholarship.** Above and beyond the annual approved budget, each season, the Executive Board shall have the option to provide scholarship for lacrosse camp fees, as funds allow. Selections will be made by the Executive Board.

**Section 9.11 College Scholarship Fund.** A college scholarship fund shall be set up each fiscal year provided funds are available. The scholarship(s) shall be awarded utilizing an applications process. The Minimum requirements for application consideration are GPA of 3.0 or higher and 2 years in the Belleville High School Lacrosse Program. The Executive Board shall review all qualified applicants and make final selection (s).

#### **Section 9.12 Financial Report**

The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an

internal audit committee. The internal audit committee shall consist of two voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100-200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the executive board to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

**Section 9.13 Fiscal Year.** The fiscal year of the organization shall be from Jan 1 to December 31 but may be changed by resolution of the Executive Board.

**Section 9.14 Record retention.** All the records of the organization shall be maintained and destroyed in accordance with the law and standard record retention guidelines. Financial records shall be maintained as follows:

- (a) Record the Year end Treasurer's financial report/statement in a record book; **Permanently.**
- (b) Record the Treasure's periodic reports by compiling and filing on a yearly basis storing with financial records for **Seven years.** Destroy after seven years.
- (c) Keep bank statements, check registers, invoices, investment sheets and related documents by compiling and filing on a yearly basis storing with financial records for **Seven years.** Destroy after seven years.

## **ARTICLE X**

### **CONFLICTS OF INTEREST**

**Section 10.01 Existence of Conflict, Disclosure.** Directors, Officers, employees and contractors of the Organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Organization. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any director, officer, member or contractor competes or appears to compete with the interests of the Organization. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board attention, the person who is the subject of the possible conflict shall

not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

**Section 10.02 Nonparticipation in Vote.** The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

**Section 10.03 Minutes of Meeting.** The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

**Section 10.04 Annual Review.** A copy of this conflict of interest statement shall be furnished to each director, officer, employee and/or contractor who is presently serving the organization, or who hereafter becomes associated with the organization. This policy shall be reviewed annually for information and guidance of directors, officers, members, and contractors. New officers, directors, members, and contractors shall be advised of this policy upon undertaking the duties of their offices. The President will circulate to all officers an annual questionnaire at the August Board Meeting and other forms as may be necessary to further compliance with this Conflict of Interest Policy.

## **Article XI**

### **INDEMNIFICATION**

**Section 11.01 Volunteer Liability.** To the fullest extent permitted under Section 209C of the Michigan Nonprofit Organization Act (MNCA), as the same presently exists or may hereafter be amended, a volunteer officer of the Belleville Lacrosse Athletic Association shall not be personally liable to the Belleville Lacrosse Booster Organization for monetary damages for breach of the officer's fiduciary duty. However, this provision does not eliminate or limit the liability of an officer for any of the following:

- (a) A breach of the officer's duty of loyalty to the Belleville Lacrosse Booster;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- (c) A violation of Section 511(1) of the MNCA (dealing with certain prohibited transactions by officers);
- (d) A transaction from which the officer derived an improper personal benefit;

(e) An act or omission that is grossly negligent.

Any volunteer officer of the Belleville Lacrosse Athletic Association shall only be personally liable for monetary damages for a breach of fiduciary duty as an officer to the Belleville Lacrosse Booster Organization to the extent set forth in these By Laws.

**11.02 Organization Liability.** To the fullest extent permitted under Section 209(d) of the MNCA, as the same presently exists or may hereafter be amended, the Belleville Lacrosse Athletic Association assumes all liability to any person other than the Belleville Lacrosse Athletic Association, for all acts or omissions of a volunteer officer occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the MNCA, incurred in the good faith performance of the volunteer officer's duties as such. A claim for monetary damages for a breach of a volunteer officer's duty to any person other than the Belleville Lacrosse Athletic Association, shall not be brought or maintained against a volunteer officer; but such a claim shall be brought or maintained instead against the Belleville Lacrosse Athletic Association, which shall be liable for the breach of the volunteer officer's duty. The term "volunteer officer" shall have the same definition as the term "volunteer director" set forth in Section 110(2) of the MNCA, as the same presently exists or may hereafter be amended.

**11.03 Modifications to Article.** Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of an officer of the Belleville Lacrosse Athletic Association existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of officers shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

## **ARTICLE XII**

### **Amendment of These By-laws**

**Section 12.01** Amendments to the By-laws are to be submitted in writing at a regular Executive Board Meeting prior to any General Membership Meeting. Notice of the amendments shall be publicized by direct mail or e-mail to the membership at least two weeks prior to the Annual Business Meeting.

**Section 12.02** Amendments may be adopted at the Annual Business Meeting by a 2/3rd majority of those Organization members voting, a quorum being present.