

BYLAWS OF
LAX DEVILS LACROSSE CLUB, INC.
an Arizona nonprofit corporation

Article I
General Provisions

SECTION 1. Objectives. The objectives of the Lax Devils Lacrosse Club, which may also be known as the Arizona State University (“**ASU**”) Men’s Lacrosse Club Inc. (the “**Club**”) are to:

- a. provide students at ASU with an opportunity to learn, participate in and compete in the sport of lacrosse;
- b. promote the understanding of teamwork, sportsmanship and competition; and
- c. learn the strategies and finer skills of the sport; and
- d. Compete with clubs and teams from other schools and organizations; and
- e. represent the Club in all matters pertaining to its activities; and
- f. obtain tax-exempt status with the Internal Revenue Service under Code Sections 501(c)(3).

SECTION 2. Arizona Office. The principal office of the Club shall be such address as its Board of Directors (the “**Board**”) shall designate from time to time, and in the absence of any such designation, shall be the office of its statutory agent.

SECTION 3. Procedures. Except as otherwise provided by law or these bylaws, all meetings of the Club shall be conducted in accordance with the latest version of Robert’s Rules of Order.

SECTION 4. Books. There shall be kept at the office of the Club or of its statutory agent, or at such other location as the Club’s Board shall designate, within the State of Arizona, correct books of all the business, transactions, and affairs of the Club.

SECTION 5 Fiscal Year, The fiscal year of the Club shall be as determined by the Board.

Article II **Membership**

SECTION 1. Admission. Membership in the Club shall be open to all full-time male students of ASU, without regard to race, color, religion, ethnic origin, or age, who are not under academic or disciplinary probation, and who meet the eligibility requirements set forth by the Western Collegiate Lacrosse League (“WCLL”) and the Men’s Collegiate Lacrosse Association (“MCLA”), subject only to such lawful limitations imposed by any competitive league or tournament in which the Club participates and to such rules and regulations adopted by the Members or the Board (“Members”).

SECTION 2. Membership Requirements.

- a. Members are expected to perform to the best of their ability, hold the values set forth in these By-Laws, and comply with all rules and regulations of the Club, ASU, MCLA, and WCLL.
- b. Members, except those in the Spring semester of their senior year, must be enrolled at ASU with a minimum of 12 credit hours up to and including the fall semester of a player’s senior year.
- c. Members must meet the academic requirements as established by the Board, but in no event shall these requirements be less than the requirements of the WCLL and the MCLA.
- d. Members shall meet any player requirements as reasonably determined by the Head Coach.

SECTION 3. Dues. Each Member shall be charged Dues in an amount determined by the Board and based on the projected funds needed by the Club to pay its ordinary and normal expenses of operation including, but not limited to, equipment purchases, transportation, compensation of officials and coaches, and league dues.

SECTION 4. Assessments. Assessments for unanticipated expenses of the Club including, but not limited to, travel to and participation in playoff games, may also be imposed on all Members, equally, by the Board.

SECTION 5. Payment of Dues and Assessments. Each Member shall be required to pay membership dues and assessments, as imposed by the Board. Any member who fails to pay dues and assessments when due shall be prohibited from

participating in Club activities until full payment is made. However, in exceptional circumstances, the Board, or the Head Coach if designated by the Board, may waive this requirement for good cause shown.

Article III **Meetings of Members**

SECTION 1. Place of Meeting. The Members may hold its meetings at such place or places within or without the State of Arizona as the Board may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

SECTION 2. Meetings. Meetings of the Members shall be held at such time and place as the Board may determine. Meetings of the Members shall be held whenever called by the President or by any two of the Directors. There shall be at least one meeting before the season and one after the season. The post season meeting shall be deemed the Annual Meeting where Directors and Officers shall be elected.

SECTION 3. Notice of Meetings. Notice of each meeting of the Members, stating the time, place and purpose thereof, shall be mailed or e-mailed to each Member, addressed to him at such address as he shall from time to time designate to the Secretary, or be delivered personally or by telephone, at least three (3) days before the day on which the meeting is to be held.

SECTION 4. Quorum. Except as otherwise provided by law, a quorum shall be more than 50% of the current Members.

SECTION 5. Voting. Voting by written ballot, email or verbally, whether in person or by conference call are acceptable methods of conducting an election. Ballots shall be counted by the President and members of the Coaching staff.

Article IV **Board of Directors**

SECTION 1. General Powers. The business affairs and activities of the Club shall be managed by its Board, which may exercise all such authority and powers of the Club, and do all such lawful acts and things as are not prohibited by law, which the Club's Articles of Incorporation ("**Articles**") or these Bylaws either permit, direct, or require.

SECTION 2. Number, Qualification and Term of Office. The number of Directors of the Club ("**Directors**") shall be such number as shall from time to time be

determined by the act of the Board, but in no event shall be less than three in number. All Directors shall be age of majority under Arizona state law and at least one of them shall be a citizen of the United States and a resident of the State of Arizona. Except as otherwise provided in the Articles or these Bylaws, the term of office of each Director shall be one year, or until he shall resign, or until he shall have been removed in the manner provided in Section 9 of this Article III. The Past President shall be appointed a Director of the Club for a one year term, after he discontinues being the President.

SECTION 3. Election of Directors. All Directors except for the Past President, who must be Members in good standing of the Club, shall be elected by the Members. Each Member shall be entitled to cast a number of votes equal to the number of Directors to be elected. Each Member shall be entitled to cast their votes for one or more candidates ("**Director Candidates**"), in any combination. Those Director Candidates receiving a plurality of votes cast shall be deemed elected, in descending order of votes received, until all necessary Directors have been elected. The election of Directors will be typically done as soon as practicable after the end of each lacrosse season. Voting by written ballot, email or verbally, whether in person or by conference call are acceptable methods of conducting an election.

SECTION 4. Quorum and Manner of Acting. Except as provided in Section 10 of this Article IV, a quorum for the transaction of business at any Board meeting shall require the presence of not less than one-half of the whole Board. One or more Directors may be present at any Board meeting by using conference, telephone, or any other communication equipment by means of which all persons participating in the meeting can hear each other. Except as otherwise expressly provided by the Articles, any act of a majority of the Directors present at any meeting at which a quorum shall be present shall be the act of the Board. In the absence of a quorum, a majority of Directors present may adjourn any meeting from time to time until a quorum is achieved. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such adjournment is taken.

SECTION 5. Place of Meeting. The Board may hold its meetings at such place or places within or without the State of Arizona as the Board may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

SECTION 6. Meetings. Meetings of the Board shall be held at such time and place as the Board may determine. Meetings of the Board shall be held whenever called by the President or by any two of the Directors. Any Member may request a special meeting with the Board, in writing (or by e-mail). Any such request shall be made at least one week prior to the date of the meeting requested.

SECTION 7. Notice of Meetings. Notice of each meeting of the Board, stating the time, place and purpose thereof, shall be mailed or e-mailed to each Director,

addressed to him at such address as he shall from time to time designate to the Secretary, or be delivered personally or by telephone, at least one (1) day before the day on which the meeting is to be held.

SECTION 8. Removal of Directors. Any Director may be removed at any time, either with or without cause, by the affirmative vote of two-thirds (2/3) of the Members, given at a special meeting of the Members called for that expressed purpose; with no less than one week notice given to all Members.

SECTION 9. Vacancies. Any vacancy occurring on the Board shall be filled by the affirmative vote of a majority of the Members. Any Director so chosen shall hold office until the next annual election of Directors when his successor is elected and qualified. Any newly created Directorship shall be deemed a vacancy. When one or more Directors shall resign from the Board, effective at a future time, a majority of the Members shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each Director so chosen shall hold office as herein provided in the filling of other vacancies.

SECTION 10. Committees. A majority of all Directors then in office may create one or more committees of the Board, appoint Directors to serve on them.

ARTICLE V **Officers**

SECTION 1. Number. The executive officers of the Club shall be the President, Secretary and Treasurer. One person may hold the office of, and perform the duties of, any two or more offices, except that the same person shall not be both President and Secretary. Executive officers must be Directors. The Directors will also have the ability to appoint Vice Presidents or other subordinate officers as described below who are deemed non-executive officers. The Past President, who serves as a Director, cannot be an executive officer of the Club.

SECTION 2. Election, Term of Office, Qualification. The executive officers of the Club shall be chosen annually by the Members during their election of Directors. Each officer will hold office for one year or until his successor shall have been duly chosen and shall qualify, or until his death or until he shall resign, or shall have been removed in the manner hereinafter provided.

SECTION 3. Subordinate Officers, Etc. The Directors may appoint such subordinate officers, agents or employees as the Board may deem necessary or advisable, including one or more additional Vice-Presidents, one or more Assistant Treasurers and one or more Assistant Secretaries, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these

Bylaws or as the Board may from time to time determine. These subordinate officers shall be deemed Vice Presidents. Examples of Vice Presidents may include:

- Academics - Collects all schedules and grades to determine player eligibility. Reports findings to Directors.
- Fundraising - Develops and leads team fundraising efforts.
- Travel - Coordinates travel and housing to/from games and provides projected expenditures to establish budgets.

SECTION 4. Vacancies. A vacancy in any office, because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Sections 2 and 3 of this Article V for election or appointment to such office.

SECTION 6. The President. The President shall be the chief executive officer of the Club and shall work with the Head Coach to conduct the business of the Club. The President shall preside at each meeting of the Board. He shall see that all orders and resolutions of the Board are carried into effect. He may sign, execute and deliver in the name of the Club, all contracts or other instruments authorized by the Board, except in cases where the signing, execution or delivery thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Club or where any thereof shall be required by law otherwise to be signed, executed and delivered, and he may affix the seal of the Club to any instrument which shall require it. In general, he shall perform all duties incident to the office of the President and such other duties as may from time to time be assigned to him by these Bylaws or by the Board of Directors. It is preferred (not required) that the President serve as a Director and an Officer, prior to being elected President.

SECTION 7. The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Club and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all monies and other valuable effects in the name of and to the credit of the Club in such banks or other depositories as may be designated by the Board, he shall disburse the funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and to the Directors at the regular meetings of the Board or whenever they require it, a statement of all his transactions as Treasurer and an account of the financial condition of the Club; and, in general, he shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Board.

SECTION 8. The Secretary. The Secretary shall: act as secretary of, and keep the minutes of, all meetings of the Directors; shall cause to be given notice of all meetings of the Directors; shall have charge of the records of Members and also for the other books, records and papers of the Club relating to its organization as a corporation,

and shall see that the reports, statements and other documents required by law are properly kept or filed; and shall have such other powers and perform such other duties, not inconsistent with these Bylaws as the Board shall from time to time prescribe.

SECTION 9. Resignations. Any Director or other officer may resign his office at any time by giving written notice of his resignation to the President or the Secretary of the Club. Such resignation shall take effect at the time specified therein, or, if no time be specified therein, then at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

SECTION 10. Compensation. Executive Officers may receive compensation, in the form of a reduction in their dues. Any such compensation shall be at the recommendation of the Head Coach and shall be approved by the majority of the Directors. An Officer / Director shall abstain from voting on his own compensation.

ARTICLE VI **Waiver of Notice**

Whenever under the provisions of any law of the State of Arizona ,the Articles or these Bylaws, as amended from time to time, the Board is authorized to take any action after notice to Members or Directors, or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if, at any time before or after such action shall be completed, such notice or lapse of time has been waived in writing by the person or persons entitled to participate in the action to be taken. Any meeting at which all Members, or in the case of a meeting of the Board, all Directors are present, or with respect to which notice is waived by any absent Member or Directors, may be held at any time, for any purpose and at any place, and shall be deemed to have been validly called and held, and all acts done and business conducted at any such meeting shall be deemed valid in all respects. Any act of the Directors may be taken without a meeting if consent in writing setting forth the act is signed by all of the Directors entitled to vote with respect to the subject matter of the meeting. The consent has the same force and effect as unanimous vote and may be stated as such in any document delivered to any other party.

ARTICLE VII **Amendments**

These Bylaws, or any of them, may be altered, amended or repealed, or new Bylaws may be made, at any meeting of the Members, by affirmative vote of more than fifty (50%) percent of all the Members, provided that the proposed action in respect thereof shall be stated in the notice of such meeting, or that such notice be waived.

ARTICLE VIII
Advisors

SECTION 1 Advisor. The Directors shall use their best efforts to locate an advisor to the Club that is a member of the ASU faculty or administration.

SECTION 2 Oversight Committee. The Directors shall use their best efforts to staff an Oversight Committee ("OC"). The OC will support the ongoing growth and continuity of the Club through positive feedback and constructive guidance to the Members and the Coaches. The OC shall be comprised of Members, parents of members, alumni and general supporters of lacrosse in Arizona.

Certification

The Board of Directors of the Lax Devils Lacrosse Corporation duly approved and adopted these Bylaws, effective as of September 25, 2007.

/s/ Anthony LaFlam _____

Its: Secretary