

BY-LAWS
OF
ROCHESTER/WESTERN NY LACROSSE CHAPTER

ARTICLE I

ESTABLISHMENT AND PURPOSE

1.1 The Organization. The Rochester/Western NY Lacrosse Chapter is a not for profit corporation established under the Nonprofit Corporation Law of the State of New York. These by-laws intended to govern the activities of the Rochester/Western NY Lacrosse Chapter, with headquarters at 24 Sylvia Lane, Rochester, NY 14617.(hereinafter called the "Chapter").

1.2 Purpose. The principal aims and objectives of the Chapter are to encourage, foster and promote the growth of lacrosse at all levels in the Rochester/Western NY area; to communicate lacrosse events of major interest in the greater Rochester and Western NY area to our membership and the lacrosse community; and to solicit moral and financial support for the support from citizens and other individuals, organizations, corporations, societies and groups; to honor area individuals, past and present, who by their deeds as players, coaches and contributors and by the example of their lives personify the great contribution of the game of lacrosse to our way of life and to enshrine the names of such individuals in the Lacrosse Hall of Fame.

1.3 Objectives. Included in our objectives are the following proposed ways to promote lacrosse in the Greater Rochester area and Western NY:

- a. To lend assistance in initiating, organizing and publicizing youth lacrosse programs:
- b. To develop strategies to encourage the expansion of high school lacrosse throughout the Greater Rochester area and Western NY:
- c. To conduct and publicize special lacrosse events in the area, to raise funds for promoting the game; to encourage more youngsters to become lacrosse players and to gain new lacrosse fans:
- d. To lend assistance in recruiting new coaches and referees for youth and high school lacrosse programs:
- e. To support college and club lacrosse programs in the area:
- f. To support summer leagues as required and requested:

g. To collect data and submit nominations on behalf of the Greater Rochester area and Western NY residents who are strong candidates for admission to the Lacrosse Hall of Fame.

ARTICLE II

POWERS

2.1 Powers. The chapter shall have the following powers (subject to such limitations as prescribed by statute) in furtherance of its aims and objectives, which shall not be deemed to be exclusive of any other powers provided by law: to solicit contributions and aid; to purchase, receive, take by grant, gift, devise, bequest, or otherwise; to hold, improve, employ, use and otherwise deal in and with, real or personal property; to pledge its assets, but only as a furtherance of the sport; and to publish and distribute information concerning the support or status of the Chapter. Its powers shall include all other powers necessary to effectuate the above enumerated powers.

ARTICLE III

DIRECTORS

3.1 Directors Duties and Powers. The affairs and property of the Chapter, except as otherwise provided by law, shall be conducted and managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the Chapter, or for the management of its affairs, or for the conduct of its meetings, as they deem necessary.

3.2 Number of Directors. The Board of Directors and the Chapter shall number not less than six (6) nor more than fifteen (15) directors. Four of the directors shall be elected and each chairman of the respective committees will also be directors.

3.3 Term of Office. The directors to be elected shall have a term of two (2) years.

3.4 Uncompleted Terms. In the event that any director shall fail to complete his term of office, the Board of Directors shall elect his replacement. A vacancy may be filled by a majority of the remaining Board through less than quorum.

3.5 Removal. Any director may be removed for cause by the affirmative vote of 2/3 of all of the members of the Board. The vote shall be taken at a meeting for which the notice will have specified the proposed removal.

3.6 Quorum. A majority shall constitute a quorum at any meeting of the Board of Directors.

3.7 Regular Meetings. The Board of Directors shall meet at least four (4) times a year, at a time and place determined by the President. Special meetings of the

Board of Directors may be called by the President or at the request of two or more members of the Board. Not less than 48 hours prior notice of the time, place and purpose of any special meetings shall be given to all members of the Board of Directors. Special meetings may be held without such notice if such notice has been waived by all members of the Board of Directors either before or after such meeting or if all Board members are present at such meeting. The Board of Directors may adjourn, however, for an executive session at its discretion at any of its meetings.

ARTICLE IV

OFFICERS

4.1 Number. There shall be four (4) officers of the Chapter, namely, President, Vice President, Secretary and Treasurer, who shall be members of the Board of Directors. at the last regular meeting of every other calendar year of the Board of Directors, a nominating committee, appointed by the President, shall make nominations to the Board of Directors to fill all offices. In addition, nominations may be made from the floor. The officers of the Chapter shall be elected at that meeting by majority vote of the Directors, a quorum being present, for a term of two (2) years. Uncompleted terms of officers may be filled by the Board of Directors.

4.2 President. The President shall be the Chief Executive Officer of the Chapter and shall preside at all meetings and shall act as a member ex officio of all committees and perform any and all such duties as may fall within the scope of office. The President or his appointed representative approved by the Board of Directors shall represent the Chapter in all dealings on behalf of the Chapter. In addition, the President or his appointed representative shall attend meetings of the Lacrosse Foundation, Inc. with expenses and travel paid for by the Chapter.

4.3 Vice President. The Vice President shall, in the absence or incapacity of the President, perform the duties of that officer, and when so acting shall have the powers of the President.

4.4 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and shall be the custodian of all documents and correspondence, and shall issue such notices of meetings and conduct such official correspondence as required.

4.5 Treasurer. The Treasurer shall have custody and responsibility for all funds and securities of the Chapter in such bank or banks as the Board of Directors may designate. He shall, along with such other officer or officers as the Board of Directors may designate, sign all checks, drafts, notes and orders for the payment of money. The Treasurer shall make regular financial statements and reports and shall at all reasonable hours exhibit the books and accounts to any director upon application. The Treasurer may be required, at the Chapters expense to give bond

or bonds for the faithful performance of duties in such amount and with such surety or sureties as shall be determined by the Board of Directors. The Treasurer shall recommend an annual budget to the Board of Directors at or before the 1st regular meeting of each year of the Board of Directors.

4.6 No Compensation. No director or officer of the Chapter shall receive, directly or indirectly, any salary or compensation from the Chapter for his services as a director or officer.

ARTICLE V

FISCAL YEAR

5.1 The fiscal year of the Chapter shall begin on January 1st and end on December 31st of each year.

ARTICLE VI

AMENDMENTS

6.1 These BY-LAWS may be amended or repealed and new BY-LAWS may be adopted at any meeting of the Board of Directors either by majority vote of the entire Board without notice or by 3/4 vote of a quorum upon written notice mailed twenty (20) days prior to the meeting.