



By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE I: PURPOSE, OFFICES, FISCAL YEAR AND MEMBERSHIP

1.01: Purpose

The purposes for which the York County Lacrosse Association has been organized are:

- 1.01.01 To set up a league with the intention of promoting lacrosse programs in York and Adams Counties in Pennsylvania; thereby hoping to bring about good character building, good citizenship, and spiritual and physical development for all involved.
- 1.01.02 To promote, by example, the highest standards of sportsmanship and good team fellowship, thereby helping to build a better place in which to live.
- 1.01.03 To establish a code of conduct and rules under which the York County Lacrosse Association and all members will operate.

The Corporation is organized exclusively for charitable purposes as such purposes are defined by § 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States). No part of the net earnings of the Corporation shall inure to the benefit of any individual and no member, executive board representative, officer or employee of the Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the corporate purposes.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in (including the publishing or distributing statements of) any political campaign on behalf of any candidate for public office.

References to the Corporation in these By-Laws are made using the terms 'Association', 'York County Lacrosse Association' and 'YCLA'. Additionally, the Corporation's Directors are referred to as 'Executive Board Representatives', and its Board of Directors is referred to as its 'Executive Board' and 'Board' in the By-Laws.

1.02: Registered Office

The registered office of the Association in the Commonwealth of Pennsylvania shall be at 874 Cool Creek, Wrightsville, PA 17368 until otherwise established by action of the executive board representatives in office (the 'Board'), and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the Association's articles.

1.03: Other Offices

The Association may also have office at such other places within or without the United States of America as the Board may from time to time appoint or the business of the Association requires.

1.04: Fiscal Year

The fiscal year of the Association shall end June thirtieth each year.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



1.05: Membership

Membership in this classification is comprised of the members of the York County Lacrosse Association.

1.06: Membership Fees and Application Procedure

The Association's membership fee is a non-refundable annual fee of \$100.00, due by December thirty-first. Membership fees must be submitted to the Treasurer by check made payable to the 'York County Lacrosse Association'.

The Association has defined the following application procedure for membership.

Membership applicants must submit an application in writing to the Board, care of the President or Chairman, to be considered for membership in the Association. This application must be received between July first and September first in order to be eligible for membership for that fiscal year. This application must contain:

- 1.06.01 Name of the applicant. This name may not conflict with any current member's name.
- 1.06.02 Logo as a portable electronic artwork file (PDF, PNG, JPG, GIF, BMP).
- 1.06.03 Website address, if applicable.
- 1.06.04 Field locations for lacrosse fields to be used to host games. A street address or geographic coordinates are acceptable location identifiers. If special instructions exist for a location, they should be provided as well.
- 1.06.05 Primary and secondary team colors. Primary and secondary team colors may not conflict with any current member's primary and secondary team colors.
- 1.06.06 Contact information (name, e-mail address and telephone number) for the applicant's proposed executive board representative and scheduler.
- 1.06.07 Membership information for the spring lacrosse season. Actual registration information is preferred, however estimates are accepted. Applicants must be able to demonstrate the ability to field at least one team (at any level) during the spring lacrosse season.
- 1.06.08 The following statements signed by the applicant's proposed executive board representative:

[Applicant Name] hereby agrees to accept and to abide by the By-Laws of the York County Lacrosse Association (YCLA).

[Applicant Name] hereby certifies that that all athletes and coaches who will participate in York County Lacrosse Association (YCLA) games and events

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



will be fully insured, and will have achieved the applicable certifications, for participation in YCLA games and events by April first.

All applications received in good order by the President and/or Chairman will be distributed to all executive board representatives, and a presentation will be permitted at the regular Association meeting in September or October, if the applicant so desires to make a presentation.

As part of any action made to accept the applicant's application, a league division, as defined in Article 12, must be specified for the applicant. If any such action results in an approval of the application, membership is granted to the applicant as of the date the vote was tallied for the action.

The Association shall not discriminate against applicants on a basis of race, color, national origin or ethnic origin. The Association shall provide members all the rights, privileges, programs, and activities generally accorded or made available to all members with the same membership status, and shall not discriminate on the basis of race, color, national or ethnic origin in the administration of its policies and programs.

1.07: Membership Statuses

The Association may change the membership status of any member, and revoke the membership of any member, by action of the Board.

The revocation of a membership results in a member becoming a non-member, and thus entitles them to none of the rights, privileges, programs, and activities accorded or made available by the Association to its members.

1.07.01 Active Membership Status

All members of the Association, who do not have a probationary membership status, or a suspended membership status, have an active membership status. Having a membership with an active status entitles a member all the rights, privileges, programs, and activities accorded or made available by the Association to its members.

1.07.02 Probationary Membership Status

A member with a probationary membership status is entitled to all the rights, privileges, programs, and activities accorded or made available by the Association to its members, with the exception of:

- 1.07.02.01 It's executive board representative's right to propose an action to the Board, to second an action before the Board, and to vote on actions before the Board.

All new members approved for membership will have a probationary membership status from the date of their acceptance until the end of the Association's fiscal year, as defined in section 1.04, after which the member's membership status is

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



automatically changed to active, provided the member has completed all the requirements for membership renewal as described in section 1.08.

1.07.03 Suspended Membership Status

A member with a suspended membership status is entitled to all the rights, privileges, programs, and activities accorded or made available by the Association to its members, with the exception of:

- 1.07.03.01 It's executive board representative's right to propose an action to the Board, to second an action before the Board, and to vote on actions before the Board.
- 1.07.03.02 It's ability to participate in Association events including the YCLA Spring Season and the YCLA Tournament.

Memberships with suspended statuses are automatically revoked on the one-year anniversary of the suspension of membership.

1.08: **Membership Renewal**

The Association requires the following to be completed by members on an annual basis in order to maintain an active membership status:

- 1.08.01 Payment of the membership fees as defined in section 1.06.
- 1.08.02 Provide a scheduler at the Association scheduling meeting and schedule games as directed by Article 8 of these By-Laws.
- 1.08.03 Submit to the Secretary, by January first, contact information (name, e-mail address and telephone number) for the member's executive board representative and scheduler.
- 1.08.04 Submit to the Secretary, by March first, the location of a home field on which the member can host games. Street addresses and geographic coordinates are acceptable location identifiers. Multiple members may use the same home field. If special instructions exist for a location, they should be provided as well.
- 1.08.05 Submit to the Secretary, by April first, a roster for each team participating in the YCLA Spring Season. This roster must contain the player's name, number, date of birth and grade. Each member must field at least one team (which may be in any age division) during the YCLA Spring Season.
- 1.08.06 Submit to the Secretary, by April first, contact information (name, e-mail address and telephone number) for the member's disciplinary board representative and coaches.
- 1.08.07 Submit to the Secretary, by April first, a statement signed by the member's executive board representative:

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



[Member Name] hereby certifies that that all athletes and coaches who will participate in York County Lacrosse Association (YCLA) games and events are fully insured, and have achieved the applicable certifications, for participation in YCLA games and events.

- 1.08.08 Submit to the Secretary, by May first, scores for all YCLA Spring Season games, which are competitive, as defined in Article 8 of these By-Laws.

Provided a member completes all the requirements for membership renewal, their membership is automatically renewed on the first day of the Association's fiscal year, as defined in section 1.04.

In the event a member fails to complete the requirements for membership renewal, their membership status may be changed, by action of the Board, to a suspended status.

1.09: Membership Cancellation

Members may cancel their membership at any time by written notice.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE II: EXECUTIVE BOARD

2.01: Powers

The Board shall have full power to conduct, manage, and direct the business and affairs of the Association; and all powers of the Association are hereby granted to and vested in the Board.

2.02: Qualification and Selection

Each executive board representative, shall be a natural person of full age, but need not be a resident of Pennsylvania. In the case of vacancies, the member owning the vacancy shall select a new executive board representative to represent it.

2.03: Number and Term of Office

The Board shall consist of one executive board representative for each member. Each executive board representative shall hold office until his successor shall have been identified and qualified by the member he represents, or until his earlier death, resignation, or removal.

2.04: Organization

At every meeting of the Board, the Chairman of the Board, or, in the case of a vacancy in the office or absence of the Chairman of the Board, a Chairman chosen by a majority of the executive board representatives present, shall preside, and Secretary, or, in his absence, any person appointed by the Chairman of the meeting, shall act as Secretary.

2.05: Place of Meeting

Meetings of the Board may be held at such place within or without Pennsylvania as the Board may from time to time appoint, or as may be designated in the notice of the meeting.

2.06: Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these By-Laws.

2.07: Special Meetings

Special meetings of the Board shall be held whenever called by the President, or by two or more of the executive board representatives. Notice of each such meeting shall be given to each executive board representative by telephone or via electronic mail (e-mail) at least seventy-two hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Notice of any meeting of the Board during any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster shall be given only to such of the executive board representatives as it may be feasible to reach at the time and by such means as may be feasible at the time, including

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



publication or radio. To the extent required to constitute a quorum at any meeting of the Board during such an emergency, the officers of the Association who are present shall be deemed, in order of rank and within the same rank in order of seniority, executive board representatives for such meeting.

2.08: Quorum, Manner of Acting, and Adjournment

Except as otherwise provided in Section 2.07 of this Article, a majority of the executive board representatives in office shall be present at each meeting in order to constitute a quorum for the transaction of business.

Actions may be presented in any regular or special meeting, or may be presented to the Board electronically by an executive board representative in an electronic mail (e-mail) message addressed to all officers and the entire Board. Actions may be voted upon using one of the following schedules, to be determined at the time of the motion for action:

2.08.01 Immediate Vote Schedule

The vote may be scheduled to occur immediately. Immediate votes may only be used for administrative actions, such as approval of minutes and reports.

Actions presented electronically are not eligible for an immediate vote schedule.

2.08.02 Delayed Vote Schedule

The vote may be delayed and scheduled to occur at the next regular or special Association meeting at least five days in the future. This type of schedule is the default method for handling actions of the Board. Unless otherwise specified and agreed upon by the Board, motions presented before the Board will use a delayed vote schedule.

2.08.03 Electronic Vote Schedule

The vote may be scheduled to occur electronically. Electronic votes may only be utilized for time-sensitive actions, for which votes cannot be delayed until the next regular Association meeting.

Electronic votes are initiated when the Secretary sends a formal request for a vote to all executive board representatives via electronic mail (e-mail). This formal request for a vote must contain the exact motion as presented to the Association, and the date and time at which a vote response is due, which is to be a minimum of five days in the future from the request date.

The time period between the Secretary's request for a vote until the due date and time of the vote is known as the electronic voting period. Executive board representatives are to communicate their member's vote only to the Secretary via electronic mail (e-mail) during the electronic voting period.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



After the electronic voting period has expired, the Secretary will publish the results of the vote for all executive board representatives.

Actions presented electronically are not eligible for an electronic vote schedule.

Every executive board representative with an eligible membership status, as defined in section 1.07, shall be entitled to one vote upon any motion presented to the Board.

In the event an executive board representative is unable to attend a regular or special Association meeting at which a vote on a motion is scheduled, that executive board representative may communicate his member's vote to the Secretary up to 24 hours before the meeting time via electronic mail (e-mail).

Except as otherwise specified in the articles or these By-Laws or provided by statute, the acts of a majority of the executive board representatives present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the executive board representatives present and voting may adjourn the meeting from time to time until a quorum is present. The executive board representatives shall act only as a board and the individual executive board representatives shall have no power as such, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the executive board representatives in office and shall be filed with the Secretary.

2.09: Interested Executive Board Representatives or Officers; Quorum

No contract or transaction between the Association and one or more of its executive board representatives or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its executive board representatives or officers are executive board representatives or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the executive board representative or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- 2.09.01: The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested executive board representatives, even though the disinterested executive board representatives are less than a quorum; or
- 2.09.02: The contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified, by the Board. Common or interested executive board representatives may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE III: OFFICERS

3.01: Number, Qualifications and Designation

The officers of the Association shall be a President, a Chairman, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of Section 3.03 of this Article. The same person may hold any number of offices. Officers may be, but need not be, executive board representatives of the Association. The President, Chairman and Secretary shall be natural persons of full age; the Treasurer may be a corporation, but also a natural person, if of full age.

3.02: Election and Term of Office

The officers of the Association, except those elected by delegated authority pursuant to Section 3.03 of this Article, shall be nominated annually by the Board at the regular Association meeting in June, and elected annually by the Board at the regular Association meeting in July, and each such officer shall hold his office until the next annual organization meeting of the Board and until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal.

3.03: Subordinate Officers, Committees and Agents

The Board may from time to time elect such other officers and appoint such committees, employees or their agents as the business of the Association may require, including one or more assistant secretaries, and one or more assistant Treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these By-Laws, or as the Board may from time to time determine. The Board may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

3.04: Resignations

Any officer or agent may resign at any time by giving written notice to the Board, or to the President or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.05: Removal

Any officer, committee, employee or their agent of the Association may be removed, either for, or without cause, by the Board or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

3.06: Vacancies

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board by the officer of committee to which the power to fill such office has been delegated pursuant to Section 3.03 of this Article, as the case may be, and if the office is one for which these By-Laws prescribe a term, shall be filled for the unexpired portion of the term.

3.07: General Powers

All officers of the Association, as between themselves and the Association, shall respectively have such authority and perform such duties in the management of the property and affairs of the Association as may be determined by resolutions or orders for the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these By-Laws.

3.08: The Chairman of the Board

The Chairman of the Board shall preside at all meetings of the Board, and shall perform such other duties as may from time to time be requested of him by the Board.

3.09: The President

The President shall be the chief executive officer of the Association and shall have general supervision over the activities and operations of the Association, subject, however, to the control of the Board and the Chairman. The President shall sign, execute, and acknowledge, in the name of the Association, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these By-Laws, to some other officer or agent of the Association; and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him the Board or the Chairman.

3.10: The Secretary

The Secretary or an assistant Secretary shall attend all meetings of the Board and shall record all the votes of the executive board representatives and the minutes of the meetings of the Board and of committees of the board in a book or books to be kept for that purpose; shall publish and make public those minutes; shall see that notices are given and records and reports properly kept and filed by the Association as required by law; shall be the custodian of the seal of the Association and see that it is affixed to all documents to be executed on behalf of the Association under it seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to tome be assigned to him by the Board, the Chairman or the President.

3.11: The Treasurer

The Treasurer or an assistant Treasurer shall have or provide for the custody of the funds or other property of the Association and shall keep a separate bank account of the same to his credit as Treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Association; shall deposit all funds in his

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



custody as Treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board of, render an account showing his transactions as Treasurer, and the financial condition of the Association; and, in general, shall discharge such other duties as may from time to time be assigned to him by the Board, the Chairman or the President.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE IV: NOTICE-WAIVERS-MEETINGS

4.01: Notice, What Constitutes

Whenever written notice is required to be given to any person under the provisions of the articles, these By-Laws, or the Nonprofit Corporation Law of 1972, it may be given to such person, either personally, by electronic mail (e-mail) or by sending a copy thereof by first class mail, postage prepaid, to his address supplied by him to the Association for the purpose of notice. If the notice is sent by electronic mail (e-mail) or first class mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these By-Laws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

4.02: Waivers of Notice

Whenever any written notice is required to be given under the provisions of the articles, these By-Laws, or the Nonprofit Corporation Law of 1988, 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. Electronic mail (e-mail) may be used for the purposes of writing a waiver of notice. Except as otherwise required by Section 6.06 of these By-Laws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for or the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

4.03: Modification of Proposal Contained in Notice

Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

4.04: Exception to Requirement of Notice

Wherever any notice or communication is required to be given to any person under the provisions of the articles or these By-Laws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



4.05: Conference Telephone Meetings

One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE V: LIMITATION OF PERSONAL LIABILITY OF EXECUTIVE BOARD REPRESENTATIVES AND OFFICERS; INDEMNIFICATION OF EXECUTIVE BOARD REPRESENTATIVES, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

5.01: Limitation of Personal Liability of Executive Board Representatives and Officers

Executive board representatives and officers of the Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- 5.01.01 The executive board representative or officer has breached or failed to perform the duties of his or her office as defined in Section 5.02 below; and
- 5.01.02 The breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to the responsibility or liability of a executive board representative or officer pursuant to any criminal stature; or the liability of a executive board representative for the payment of taxes pursuant to local, state, or federal law.

5.02: Standard of Care and Justifiable Reliance

- 5.02.01 Executive board representatives and officers of the Association shall stand in a fiduciary relations to the Association, and shall perform his or her duties as a executive board representative or officer, including his or her duties as a part of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonable believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, executive board representatives and officers shall be entitled to rely in good faith on information, opinion, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - 5.02.01.01 One or more officers or employees of the Association whom the executive board representative or officer reasonably believes to be reliable and competent in the matters presented;
 - 5.02.01.02 Counsel, public accountants or other persons as to matters which the executive board representative or officer reasonably believes to be within the professional expert competence of such person;
 - 50.02.01.03 A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the executive board representative or officer reasonably believes to merit confidence.

Executive board representatives and officers shall not be considered to be acting in good faith if they have knowledge concerning any matter which would cause his or her reliance to be unwarranted.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



- 5.02.02 In discharging the duties of their respective positions, the Board, committees of the board and individual executive board representative or officer may, in considering the best interests of the Association, consider the effects of any action upon employees, upon persons with whom the Association has business and other relations and upon communities which the offices or other establishments of or related to the Association are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of section 5.02.01.
- 5.02.03 Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a executive board representative or officer or any failure to take any action shall be presumed to be in the best interests of the Association.

5.03: Indemnification in Third Party Proceedings

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

5.04: Indemnification in Derivative Actions

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association and except that not indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the Court of Common Pleas of York County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



5.05: Mandatory Indemnification

Notwithstanding any contrary provision of the articles or these By-Laws, to the extent that a representative of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 5.03 or Section 5.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

5.06: Determination of Entitlement to Indemnification

Unless ordered by a court, any indemnification under Section 5.03 or 5.04 above shall be made by the Association only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- 5.06.01 By the Board by a majority vote of a quorum consisting of executive board representatives who were not parties to such action, suit or proceeding; or
- 5.06.02 If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested executive board representatives so directs, by independent legal counsel in a written opinion.

5.07: Advancing Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized above.

5.08: Indemnification of Former Representatives

Each such indemnity may continue as to a person who has ceased to be a representative of the Association and may inure to the benefit of the heirs, executors and administrators of such person.

5.09: Insurance

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a executive board representative, officer, employee or agent of the Association or is or was serving at the request of the Association as a executive board representative, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Association would otherwise have the power to indemnify such person against such liability.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



5.10: Reliance on Provisions

Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by the Article.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE VI: MISCELLANEOUS

6.01: Corporate Seal

The Association may have a corporate seal in the form of a circle containing the name of the Association; the year of incorporation, and such other details as may be approved by the Board.

6.02: Checks

All checks, notes, bills of exchange or other orders in writing shall be signed by the Treasurer, or such person, or persons, as the Board may from time to time designate.

6.03: Contracts

Except as otherwise provided in these By-Laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

6.04: Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may approve of designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board shall from time to time determine.

6.05: Annual Report of the Board

The Board shall direct the President and Treasurer to present at the regular Association meeting in June, a report showing in appropriate detail the following:

- 6.05.01 The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report.
- 6.05.02 The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- 6.05.03 The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.
- 6.05.04 The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.

The annual report of the Board shall be filed with the minutes of the regular Association meeting in June.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



6.06: Compensation

No part of the net earnings of the Association shall inure to the benefit of any executive board representative, officer or member, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no executive board representative, officer or member, or any private individual shall be entitled to share in the distribution of any of the Association's assets on dissolution of the Association.

6.07: Dissolution

In the event of a dissolution of the Association, its assets, after payment of all of its debts and charges and expenses of dissolution, shall be distributed to such organizations operating in the Commonwealth of Pennsylvania which are organized and operated exclusively for charitable, scientific, literary or educational purposes as provided in Section 501 (c)(3) of the Internal Revenue code, or comparable provisions of any subsequent Federal tax law, no part of the net earnings of which inures to the benefit of any member or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The Association members shall select the recipient organizations which qualify under this provision and the remaining assets shall be distributed to each said organizations. The decision of the members shall be final.

6.08: Amendment of By-Laws

These By-Laws may be amended or repealed, or new By-Laws may be adopted, by vote of a two-thirds majority of the Board of the Association in office at any regular or special Association meeting.

Such proposed amendment, repeal or new By-Laws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE VII: AGE DIVISIONS

7.01: Definition of Age Divisions

The Association will provide a framework for teams in the following age divisions, or levels of play:

- 7.01.01: U-9 (Bantam): Under nine years of age as of September first in the year prior to the YCLA Spring Season.
- 7.01.02: U-11 (Lightning): Under eleven years of age as of September first in the year prior to the YCLA Spring Season.
- 7.01.03 U-13 (Junior): Under thirteen years of age as of September first in the year prior to the YCLA Spring Season.
- 7.01.04 U-15 (Senior): Under fifteen years of age as of September first in the year prior to the YCLA Spring Season, or in eighth grade during the YCLA Spring Season.

7.02: Official Age Division

Every player must be officially listed on a single team's roster to identify the age division in which that player participates in Association games. The age division of that team is player's 'Official Age Division'. The Official Age Division of a player can be calculated using section 7.01 of these By-Laws. There is no minimum age requirement for participation in Association games and events.

7.03: Participation Outside of Official Age Division

Any member with a player, who has the athletic ability and physical dimensions necessary to participate in a higher age division than what they qualify for, can officially list that player on the roster of a team in the higher age division, thereby making the higher age division that player's Official Age Division. The Association discourages this practice. A player's Official Age Division cannot be reduced to a lower level, without Board approval, once that player has participated in a game in their Official Age Division.

'Playing Down' is defined as a player participating in a game below their Official Age Division. Playing Down is prohibited.

'Playing Up' is defined as a player participating in a game above their Official Age Division. The Association discourages Playing Up. Playing Up does not change a player's Official Age Division.

In any contest involving players who are Playing Up, prior to the opening face-off, the head coaches of both teams must be made aware of all players who are Playing Up, and both head coaches must agree to allow those players to Play Up. Circumstances where Playing Up is generally acceptable:

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



-
- 7.03.01 A team has less than sixteen players for a contest, and, in order to participate, that team must Play Up one or more players from a team in a lower age division. This team may Play Up as many players as needed to field up to sixteen players for the contest.

 - 7.03.02 A member wishes to provide additional training at a higher age division for players who are officially listed on the roster of a team in a lower age division. Players who are Playing Up for additional training cannot be used to impact the outcome of the contest and should receive minimal playing time.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE VIII: YCLA SPRING SEASON, YCLA TOURNAMENT AND YCLA CHAMPIONSHIP

8.01: YCLA Spring Season

The YCLA Spring Season is comprised of the lacrosse games hosted by Association members during the spring. The age divisions referenced herein are defined in Article 7 of these By-Laws. The league divisions referenced herein are defined in Article 12 of these By-Laws.

8.01.01 U9 and U11 Age Divisions

In the U9 and U11 age divisions, each member's teams are required to schedule a minimum of ten games with other YCLA teams during the YCLA Spring Season.

Teams are encouraged to schedule two games each with every other team in their league division, but may schedule the teams of their choosing to complete their entire schedule.

These games are to be considered non-competitive, and meaningful, equitable playing time for all dressed players is highly encouraged for all games. Qualification for, and seeding in, the YCLA Tournament is not based on performance in these games.

Members which field multiple teams in these age divisions should evenly divide those teams based on player ability and experience.

8.01.02 U13 and U15 Age Divisions

In the U13 and U15 age divisions, each member's teams are required to schedule a minimum of twelve games with other YCLA teams during the YCLA Spring Season.

Teams are encouraged to schedule two games each with every other team in their league division, but may schedule the teams of their choosing to complete their entire schedule.

These games are to be considered non-competitive, and meaningful, equitable playing time for all dressed players is highly encouraged for all games. Qualification for, and seeding in, the YCLA Tournament is not based on performance in these games.

Members which field multiple teams in these age divisions may competitively divide those teams based on player ability and experience.

The YCLA Tournament, which concludes with the YCLA Championship event, and other special events and tournaments held during the spring lacrosse season are not considered YCLA Spring Season games.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



8.02: YCLA Tournament and YCLA Championship

At the end of the YCLA Spring Season, the Association will coordinate a tournament to be called the 'YCLA Tournament', which shall be comprised of randomly seeded games.

The YCLA Tournament shall be conducted in a non-competitive format for the U9 and U11 age divisions, with all participating teams playing an equal number of games. Each team shall be awarded sportsmanship points for each game it plays, based on metrics defined by tournament administrators. At the end of the tournament, the four teams with the highest number of sportsmanship points will be officially recorded as 'YCLA Final Four', 'YCLA Finalist' and 'YCLA Champion' with the name of the head coach, for historical purposes.

The YCLA Tournament shall be conducted in a competitive single-elimination format for the U13 and U15 age divisions. The final four teams in each supported age division will be officially recorded as 'YCLA Final Four', 'YCLA Finalist' and 'YCLA Champion' with the name of the head coach, for historical purposes.

The YCLA Tournament will conclude with the 'YCLA Championship' event, which will provide a single location and date for the YCLA Tournament's championship games, which are held for the U13 and U15 age divisions.

8.03: YCLA Championship Host Selection Process

The member selected to host the YCLA Championship event is to be designated at the regular Association meeting in November. A committee, as defined in section 3.03, will define the process for members to apply to host the YCLA Championship event. The purpose of the committee is to establish a fair and equitable opportunity for each member to host the YCLA Championship event.

8.04: YCLA Tournament and YCLA Championship Host Responsibilities and Rights

Members hosting games during the YCLA Tournament, and at the YCLA Championship event, are responsible for ensuring fields are properly lined and maintained and have regulation goals on them. The home team is responsible for providing a scoring table, a timekeeper, a scorekeeper, an official rules book, balls for the end lines, cones for the field, a clock, a scoreboard and a horn.

Hosting members hold the exclusive right to sell concessions at games during the YCLA Tournament, and at the YCLA Championship event.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE IX: DISCIPLINARY BOARD

9.01: Definition of the Disciplinary Board

The executive board representatives and officers of this Association have no authority, or jurisdiction, in disciplinary issues. A Disciplinary Board exists to allow members to communicate effectively when disciplinary issues arise. All members agree to abide by disciplinary board rulings for matters concerning disciplinary issues.

Each member is required to provide one representative who is a natural person of full age, or older, and who is not a head coach or assistant coach of a member's team, or a York-Adams Interscholastic Athletic Association boy's lacrosse team, to be recognized as the member's Disciplinary Board Representative.

If an issue arises between two members, the protocol for communication is to initiate contact between both members' disciplinary board representatives via email, with all messages being copied to the President. Correspondence between the disciplinary board representatives of the involved members is used to bring a resolution to the issue.

In the event the issue cannot be resolved, the Disciplinary Board will convene and accept presentations by both members' disciplinary board representatives prior to issuing a Disciplinary Board ruling on the issue.

A disciplinary board representative, to be selected by the President of the Executive Board, will preside as Chairman at the Disciplinary Board meeting, and will ensure equitable presentation time for both members' disciplinary board representatives, facilitate discussion between all disciplinary board representatives concerning the issue, and facilitate the issuance of a ruling on the issue.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE X: OFFICIALS ASSIGNING AUTHORITY

10.01: Use of Officially Recognized Officials Assigning Authorities

Members are required to utilize an officials assigning authority that has been officially recognized by the Association, to schedule officials for YCLA Spring Season games, and any YCLA Tournament games, they may host.

10.02: Officially Recognized Officials Assigning Authorities

Officials assigning authorities officially recognized by the YCLA are:

10.02.01 South Penn Lacrosse Officials Association (SPLOA)

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE XI: LACROSSE RULES

11.01: Identification and Jurisdiction

The lacrosse rules and rules exceptions contained within this Article will be commonly known as the 'NFHS Rules Book with YCLA Exceptions'.

The lacrosse rules and rules exceptions contained within this Article govern games that are played during the YCLA Spring Season, and the YCLA Tournament.

11.02: Official Rules Book

This Association accepts the most recent published version of the 'National Federation of State High School Associations (NFHS) Boys' Lacrosse Rules' as it's Official Rules Book.

11.03: YCLA Rules Exceptions

The Association has identified the following YCLA Rules Exceptions, which supersede the Official Rules Book. This Association has incorporated a majority of the exceptions from the most recent published version of the 'US Lacrosse Youth Council's (USLYC) Exceptions to the National Federation of State High School Associations (NFHS) Boys' Lacrosse Rules' into these YCLA Rules Exceptions.

YCLA Rules Exceptions may apply to all age divisions, or a single age division, as specified in sections 11.03.01 through 11.03.05. Age Divisions are defined in Article 7 of these By-Laws.

11.03.01 Rules Exceptions for All Age Divisions

- 11.03.01.01 Play on regulation-sized fields is preferred, however the coaches and officials can agree to play on any size field available.
- 11.03.01.02 Rib pads are strongly recommended.
- 11.03.01.03 Home teams are responsible for contrasting jersey colors and will wear pennies if needed. Rules concerning uniforms are to be considered strong guidelines. Color and equipment variations should be expected.
- 11.03.01.04 Each team will be asked to provide a designated Sideline Manager to help encourage, maintain and manage the sportsmanlike behavior of spectators and fans.
- 11.03.01.05 At any point during a game when there is a four-point score differential, unless waived by the coach of the trailing team, the trailing team will be given the ball at the midfield line in lieu of a face-off. This will occur as long as a four-point score differential is maintained.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



- 11.03.01.06 Two timeouts are permitted per half during regulation play. One timeout is permitted per overtime period. The length of team timeouts will be agreed upon before the game starts by the coaches and officials, and will not exceed two minutes.
 - 11.03.01.07 Any player or coach who uses derogatory or profane language (starting with 'damn') on the field or bench, whether addressing a player, coach or official, may receive: First Offense: 1 to 3-minute non-releasable unsportsmanlike conduct penalty; Second Offense: a 3-minute non-releasable expulsion foul.
 - 11.03.01.08 Take-out checks are prohibited, and are assessed a penalty for unnecessary roughness. A take-out check is defined as any body check in which a player lowers his head or shoulder with the force and intent to put another player on the ground. Officials may rule a legal body check as unnecessarily rough, and may rule a check in which a player was put to the ground as legal. Intent and force are used by officials to interpret the rules for such checks, and whether to assess penalties for them.
- 11.03.02 Rules Exceptions for the U9 Division
- 11.03.02.01 Games are to be played with seven players per side. Games may be played with up to ten players per side, if both coaches agree.
 - 11.03.02.02 Alternate goal areas with crease markings are to be located 30 yards from the midfield line to provide a shorter distance between goals than regulations allow. Goals are to be placed in these alternate goal areas for game play.
 - 11.03.02.03 A single coach is allowed on the field within 5 yards of the sideline. This coach may instruct players but may not interfere with game play or make substitutions.
 - 11.03.02.04 The allowable length range for offensive crosses is changed to 37-42 inches and the allowable length range for defensive crosses is changed to 37-72 inches.
 - 11.03.02.05 Games will consist of four 12-minute running-time quarters. In the event of a tie, a single 6-minute running time overtime period will be played, with the team in the lead at the end of the overtime period declared the winner. This is not a sudden victory period. If the score is still tied at the of the overtime period, the game will end as a tie.
 - 11.03.02.06 If a loose ball is contested for more than five seconds without a player gaining possession, the ball will be restarted following the alternate possession rule.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



- 11.03.02.07 Body checking is not permitted. Incidental body contact, and body contact resulting from the use of techniques such as 'boxing out', is not considered body checking.
- 11.03.02.08 All one-handed checks are prohibited and are considered slashing.
- 11.03.02.09 The offensive stalling rule during the last two minutes of play, the 20-second count for advancing the ball beyond the midfield line, and the 10-second count for advancing the ball into the goal area are not in effect.
- 11.03.02.10 Penalties will be enforced and time will be served according to rules, however while the offending player is serving time, a substitute player will be permitted on the field. This prevents a man-down situation for the offending team.

11.03.03 Rules Exceptions for the U11 Division

- 11.03.03.01 Teams may start and play a game with as few as seven players per side if both coaches agree.
- 11.03.03.02 The allowable length range for offensive crosses is changed to 37-42 inches and the allowable length range for defensive crosses is changed to 37-72 inches.
- 11.03.03.03 Games will consist of four 12-minute running-time quarters. In the event of a tie, a single 6-minute running time overtime period will be played, with the team in the lead at the end of the overtime period declared the winner. This is not a sudden victory period. If the score is still tied at the of the overtime period, the game will end as a tie.
- 11.03.03.04 If a loose ball is contested for more than five seconds without a player gaining possession, the ball will be restarted following the alternate possession rule.
- 11.03.03.05 Body checks more than two yards away from the ball are prohibited and are assessed a penalty for an illegal body check.
- 11.03.03.06 All one-handed checks are prohibited and are considered slashing.
- 11.03.03.07 The offensive stalling rule during the last two minutes of play, the 20-second count for advancing the ball beyond the midfield line, and the 10-second count for advancing the ball into the goal area are not in effect.

1.03.04 Rules Exceptions for the U13 Division

- 11.03.04.01 Teams may start and play a game with as few as seven players per side if both coaches agree.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



11.03.04.02 Games will consist of four 10-minute stop-time quarters. In the event of a tie, two 4-minute sudden victory overtime periods will be played. If the game is still tied at the end of the two 4-minute sudden victory overtime periods, if time permits and both coaches agree, additional 4-minute sudden victory overtime periods may be played until a winner is determined. Games may be recorded as a tie if two sudden victory overtime periods have been played.

11.03.04.03 The 20-second count for advancing the ball beyond the midfield line, and the 10-second count for advancing the ball into the goal area are not in effect, except during the last two minutes of the fourth quarter, and during any overtime periods. These counts are waived for any team trailing by eight points or more.

11.03.05 Rules Exceptions for the U15 Division

11.03.05.01 Teams may start and play a game with as few as seven players per side if both coaches agree.

11.03.05.02 Games will consist of four 10-minute stop-time quarters. In the event of a tie, two 4-minute sudden victory overtime periods will be played. If the game is still tied at the end of the two 4-minute sudden victory overtime periods, if time permits and both coaches agree, additional 4-minute sudden victory overtime periods may be played until a winner is determined. Games may be recorded as a tie if two sudden victory overtime periods have been played.

11.03.05.03 The 20-second count for advancing the ball beyond the midfield line, and the 10-second count for advancing the ball into the goal area are waived for any team trailing by eight points or more.

By-Laws of the York County Lacrosse Association

A Pennsylvania Nonprofit Corporation



ARTICLE XII: LEAGUE DIVISIONS

12.01 League Divisions

The Association has divided its league into four divisions, and assigns each member to a division.

League divisions, and league division assignments for members, may be changed by action of the Board.

12.01.01 East Division

- 12.01.01.01 York Suburban (Incorporator - 10/23/2005)
- 12.01.01.02 Central York (Incorporator - 10/23/2005)
- 12.01.01.03 Shooting Irish (Incorporator - 10/23/2005)
- 12.01.01.04 Eastern York (Accepted - 06/25/2006)

12.01.02 South Division

- 12.01.02.01 Wildcat (Incorporator - 10/23/2005)
- 12.01.02.02 South Eastern (Incorporator - 10/23/2005)
- 12.01.02.03 Warrior (Incorporator - 10/23/2005)
- 12.01.02.04 Red Lion (Incorporator - 10/23/2005)

12.01.03 West Division

- 12.01.03.01 Spring Grove (Incorporator - 10/23/2005)
- 12.01.03.02 South Western (Incorporator - 10/23/2005)
- 12.01.03.03 West York (Accepted - 02/19/2006)
- 12.01.03.04 New Oxford (Accepted - 12/10/2006)

12.01.04 North Division

- 12.01.04.01 Northern York (Incorporator - 10/23/2005)
- 12.01.04.02 Red Land (Accepted - 09/22/2009)
- 12.01.04.03 Lions (Accepted - 10/26/2009)
- 12.01.04.04 Eagles (Accepted – 10/17/2010)