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By



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**BYLAWS
OF
THE TEXAS SCHOLASTIC LACROSSE ASSOCIATION, INC.
A TEXAS NON-PROFIT CORPORATION**

ARTICLE I

NAME

The name of the corporation ("Corporation") is Texas Scholastic Lacrosse Association, Inc.

ARTICLE II

PURPOSE

The Corporation is organized, subject to the Corporation's Articles of Incorporation, to encourage and promote the growth of amateur boys lacrosse at the high school, junior high school, and grade school levels, in all regions of the State of Texas. The Corporation will achieve its purpose by, among other things:

- Establishing a league (the "League") known as the Texas High School Lacrosse League for promoting and conducting interscholastic lacrosse competition;
- Working in partnership with public and private schools ("Member School Programs") to select and train coaches and to organize varsity, junior varsity, middle school, and other teams for interscholastic competition;
- Promoting and protecting the health of participating student athletes by establishing uniform rules of play and cultivating the ideals of good sportsmanship, loyalty and fair play;
- Directing and controlling interscholastic competition by arranging regular season schedules for contests, prescribing eligibility rules for contestants and penalties for the violation of such rules, conducting preseason and/or playoff district and state tournaments, providing game officials; honoring students for exemplary play and good sportsmanship; and making other suitable awards in district or state tournaments;
- Holding meetings open to the public and/or providing pertinent information with which to teach parents, students, coaches and other school officials the rules of the game, how the League operates, eligibility requirements, and the risks and rewards of playing lacrosse.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Initial Board of Directors. The Board of Directors (“Board”) shall consist of eleven (11) directors holding the League positions listed below:

- Commissioner;
- Treasurer;
- Secretary;
- Division I, North Coordinator;
- Division II, North Coordinator;
- Division III, North District Coordinator;
- Division II, San Antonio District Coordinator;
- Division I, South District Coordinator
- Division II, South District Coordinator
- Division I, Central District Coordinator
- Division II, Central District Coordinator

At no time shall the number of directors be less than three (3), with the exact number to be fixed by the Board. Additional directors may be elected by the Board as the need arises.

Section 3.2. General Powers. The government of the Corporation, the direction and management of its affairs, and the control of its property, shall be vested in the Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as provided by statute or by the Articles of Incorporation or by these Bylaws, including, without limitation, the promulgation of League and division rules, the appointment of committees or task forces, and the delegation of such management authority to the Member School Programs or otherwise.

Section 3.3. Term of Office. A director shall remain in office as long as she or he remains in the League position identified above, or such other League position that may be established by the Board.

Section 3.4. Vacancies. Any vacancy occurring on the Board resulting from the death, resignation, retirement, disqualification, or removal from office of any director, or as a result of an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors, though not less than a quorum of the Board, at any annual or special meeting, or by any other procedure established by the Board.

Section 3.5. Compensation. No compensation shall be paid to any director in his or her capacity as director, except that directors may be paid their actual and necessary expenses

incurred in attending directors' meetings. In addition, directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

Section 3.6. Advisory Directors. The Board may from time to time designate one or more persons to act as "Advisory Directors." Advisory Directors shall receive notice of meetings of the Board and shall be entitled to attend meetings and participate in discussions of the Board, but shall not be entitled to vote on any matter decided by the Board.

ARTICLE IV

OFFICERS

Section 4.1. Officers. The officers of the Corporation shall be a Commissioner and at least one additional member of the Board authorized and elected by the Board.

Section 4.2. Election and Term of Office. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. No person shall serve in excess of four (4) consecutive years in the same office without approval by the Board. The Commissioner, Treasurer, Secretary, and Coordinators may serve more than four (4) consecutive years in the same office after approval, by the Board. The Board shall have the absolute power to elect officers, whose power includes, without limitation, the power to promulgate rules for the election of officers.

Section 4.3. Removal. Any officer may be removed by a majority vote of the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any Board member may be removed by the Member School Programs through super majority vote; a two-thirds majority vote, of the Member School Programs at a special meeting of the Member School Programs.

Section 4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 4.5. Compensation. No compensation shall be paid to any officer in his or her capacity as officer, except as specifically authorized by the Board, and except that officers shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

Section 4.6. Commissioner. The Commissioner shall serve as Chairman of the Board and as the chief executive officer of the Corporation. The Commissioner shall have charge of

the general affairs of the Corporation, and shall preside at all meetings of the Board, appoint all regular and special committees and task forces, and serve as an ex-officio member of all such committees and task forces.

Section 4.7. Treasurer. The Treasurer shall have the charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws. If required by the Board, the Treasurer shall be bonded for the faithful discharge of his or her duties in such sum and such surety or sureties as the Board shall determine. Any costs related to such bonding shall be borne by the Corporation. The Treasurer shall perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Commissioner or the Board.

Section 4.8. Secretary. The Secretary shall keep the minutes of the Board and committee meetings, in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; keep a register of the post office address of each Board Member which shall be furnished to the Secretary by such Member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Commissioner and/or by the Board.

ARTICLE V

BOARD MEETINGS

Section 5.1. Annual Board Meeting. An annual meeting of the Board shall be held once a year for the purpose of transacting business, planning future meetings, and to attend to the concerns of the Corporation. The annual meeting shall be held at such time and place as the Commissioner and/or the Board determines or will be held in conjunction with the annual meeting of the Member School Programs of the League.

Section 5.2. Regular Board Meetings. The Board shall meet regularly at such time and place as the Commissioner or the Board shall determine.

Section 5.3. Special Board Meetings. Special meetings of the Board may be called by or at the request of the Commissioner or a majority of the members of the Board. The Commissioner or a majority of the members of the Board may fix any place as the place for holding any special meeting of the Board.

Section 5.4. Quorum, Vote. No record of any regular or special meeting of the Board shall be official unless a majority of the voting members of the Board are present in person or by proxy. The act of a majority of the directors present at any meeting at which a quorum is present in person or by proxy shall be the act of the Board, except as otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum is not present at a meeting of the Board, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5.5. Place of Meetings. The Board may designate the place of meeting for any annual meeting or for any regular meeting.

Section 5.6. Notice of Meetings. No notice of meetings of the Board shall be required to be given of regular meetings held in accordance with the Board's schedule for regular meetings, or for the annual meeting. Special meetings of the Board shall be preceded by three (3) days' notice, which notice may be by telephone, by mail, electronic mail or any other appropriate means and shall be deemed given when such message (whether by voice-mail, electronic mail or otherwise) is sent.

Section 5.7. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members of the Board present at a meeting at which a quorum is present or by proxy shall be necessary for the adoption thereof.

Section 5.8. Waiver of Notice and Consent to Action. Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting, in writing, via proxy, or are present at the meeting and do not object to the notice given. Waiver or consent may be given either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 5.9. Telephone Meetings. Subject to the requirements of Article 9.11 of the Texas Non-Profit Corporation Act, as amended, members of the Board, or members of any committee designated by the Board may participate in and hold a meeting of the Board or committee thereof by means of a conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other, and participation in such a meeting or meetings shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VI

DEPOSITS, GIFTS, DISBURSEMENTS

Section 6.1. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer or Board may select.

Section 6.2. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

Section 6.3. Disbursements. All disbursements shall be by check; however, the Board may establish a "petty cash" fund for incidental expenses and disbursements. Authorized signatories for bank accounts of the Corporation shall be the Treasurer and Commissioner and any other person designated by the Board.

Section 6.4. Distribution of Net Earnings Prohibited. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any of its officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose.

ARTICLE VII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of its meetings, and shall keep at its registered or principal office a record giving the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any voting member of the Board for any proper purpose at any reasonable time, and subject to audits by independent auditors, if required.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September of the following year, except that the initial fiscal year shall begin on the date that the Articles of Incorporation have been filed with the State of Texas and end on September 30, 2010.

ARTICLES IX

DISSOLUTION

Upon dissolution of the Corporation, no director, officer or other private person shall be entitled to any distribution or division of the Corporation's remaining money and property, or the proceeds thereof, and the Board shall distribute all remaining money and property, after paying or making provisions for payment of all debts and obligations of the Corporation, in furtherance of the charitable purposes set forth in Article II, to such organization or organizations which are at the time of dissolution qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future law, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court for such charitable purposes exclusively and to such organizations exclusively.

ARTICLE X

AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority vote of the Board at any meeting at which a quorum is present, if at least ten (10) and not less than fifty (50) days' written notice is given to each director of the intention to alter, amend, repeal or adopt new bylaws at such meeting. Any such Amendment to the Bylaws must still include a process for removal of Board members through a super majority vote of the Member School Programs. Additional processes for removal may be adopted, however the right of a super majority vote of the Member School Programs to remove a Board member shall be preserved.

[End of Bylaws]