

**BYLAWS
OF
ARHS LACROSSE BOOSTERS, INC.**

ARTICLE 1

Section 1.1 Adoption of By-Laws.

These By-laws of ARHS Lacrosse Boosters, Inc. (the “Corporation”) were initially adopted by the Board of Directors to be effective as of October 21, 2023.

Section 1.2 Purposes.

The purpose of the Corporation shall be: (a) to promote the development and growth of the sport of lacrosse at Aubrey Rogers High School in Naples, Florida and the affiliation of such youth lacrosse programs with U.S. Lacrosse, Inc.; (b) to promote and develop through the operation of a high school lacrosse program knowledge of the rules and skills of lacrosse; (c) to promote and develop through participation in high school lacrosse the qualities of sportsmanship, teamwork and respect for coaches, officials and players; (d) to develop, promote and provide opportunities for coaches and officials to receive training on the rules and skills of lacrosse and the skills necessary to enable coaches and officials to serve as positive role models for boys participating in the sport of lacrosse, with an emphasis on the positive qualities of sportsmanship, teamwork and the building of character; and (e) in general to do all things as may be appropriate to promote and accomplish any of the foregoing purposes.

ARTICLE 2

Not for Profit

Section 2.1 Membership.

The Corporation shall not have members and shall not issue membership certificates.

Section 2.2 No Stock.

The Corporation shall not issue shares of stock.

Section 2.3 Nonprofit Operations.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of any statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future tax code, or (b) by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 2.4 *No Loans to Directors or Officers.*

This Corporation will loan no money to any of its Directors or Officers.

Section 2.5 *No Vested Rights.*

No Director or Officer of this Corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the Corporation.

ARTICLE 3

Board of Directors

Section 3.1. *Membership.*

The Board of Directors shall be composed of not less than five (5) individuals who shall be elected annually by the existing Board of Directors. The acting head coach of the Aubrey Rogers High School Boys' Varsity Lacrosse Team (the "Coach") shall have a non-voting seat on the Board of Directors. The Coach may also be elected to serve as a voting member of the Board of Directors. A Board of Directors member may vote for himself or herself. The exact number of members shall be set by the Board of Directors annually.

Section 3.2. *Duties.*

The business and affairs of this Corporation and the general policies to be followed by the Corporation shall be the responsibility of the Board of Directors.

3.3. *Term of Office.*

The Members of the Board of Directors shall be elected at the first annual meeting and (unless they are removed as a Director) shall hold office until the later of: (a) one year from the date of their election; and (b) the election of their successor. Board of Directors members may be removed, with or without cause, by mailing to the Board of Directors member at the business address of the Corporation written notice of the termination of the appointment.

3.4 *Meetings.*

- 3.4.1 *Annual Meetings:* The annual meeting will be held once each year at a time and place to be selected in the discretion of the Board of Directors.
- 3.4.2 *Regular Meetings:* A regular meeting shall be held at least once per year which may be in conjunction with the annual meeting.
- 3.4.3 *Special Meetings:* Special meetings shall be held at the call of the President or by a written request of more than 50% of the members of the Board of Directors.

- 3.4.4 *Action By Directors Without A Meeting:* Any action taken at a meeting of the Directors of the Corporation or a committee thereof may be taken without a meeting if a consent in writing setting forth the actions so to be taken is signed by all the Directors or all of the members of the committee, as the case may be, and filed in the minutes of the Board of Directors or a committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the Board of Directors or a committee thereof at a duly called and convened meeting thereof.
- 3.4.5 *Participation Of Directors By Means Of Communications Equipment:* Members of the Board of Directors, or of any committee thereof, shall be deemed present at a meeting of such Board of Directors or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

Section 3.5. *Notices.*

- 3.5.1 Written Notices of any annual meeting shall be provided to all members of the Board of Directors at least seven (7) days prior to such meeting, at their address as listed on the books of the Board of Directors or via electronic mail at the last known address provided to the Board of Directors.
- 3.5.2 Written Notices of any regular meeting or special meeting shall be provided to all members of the Board of Directors at least three (3) days prior to such meeting, at their address or email address as listed on the books of the Board of Directors.

Section 3.6. *Quorum.*

A majority of the Board of Directors then serving shall constitute a quorum of the Board of Directors. Should the number of members be three, then all members of the Board of Directors shall constitute a quorum.

Section 3.7. *Vacancies.*

Vacancies on the Board of Directors shall be filled by the remaining members of the Board of Directors.

Section 3.8. *Resignation or Removal.*

Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon its acceptance by the Board of Directors.

Section 3.9 *Removal.*

The other members, by a majority vote of such other members at any meeting of the Board of Directors at which a quorum is present, may remove from office a member of the Board of Directors, with or without cause, whenever it is deemed in the best interests of the Corporation.

Section 3.10. *Voting.*

Every member of the Board of Directors in good standing shall have the right and be entitled to one vote, in person, upon every proposal properly submitted to vote at any meeting of the Board of Directors.

Section 3.11. *Compensation.*

Members of the Board of Directors shall not receive any stated salaries for their services, but the Board of Directors may, in its discretion, allow a fixed sum and expenses for attendance at any Board of Directors meeting. Nothing contained herein shall preclude any member of the Board of Directors from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE 4

Officers

Section 4.1. *Officers.*

The officers of the Corporation shall consist of a President, a Vice President, a Treasurer and a Secretary, and such other officers as the Board of Directors may from time to time deem necessary. A person may hold more than one office.

Section 4.2. *Duties.*

President:

The President shall preside at all meetings of the Board of Directors. The President shall have all general powers and duties which are generally vested in the office of the president, including the power to make appointment to all committees from time to time as in his or her discretion may be deemed appropriate to assist in the conduct of the affairs of the committee.

Vice President:

If the Board of Directors elects a Vice President, he or she shall be the second officer in the chain of command, and shall accept and perform the duties and exercise the power of the President in his/her absence.

Secretary:

The Secretary is the third officer in the chain of command. In the absence of the President and Vice President, he/she shall accept and perform the duties and exercise the power of the President. The Secretary shall ensure that all minutes and records are properly kept and are available for corporate purposes.

Treasurer:

The Treasurer is the fourth officer in the chain of command. In the absence of the President, Vice President and the Secretary he/she shall accept and perform the duties and exercise the power of the President. The Treasurer shall be responsible for all reports pertaining to the fiscal affairs of the Corporation and shall be custodian of all funds that the Corporation might receive.

Section 4.3. *Term of Office.*

Officers shall be elected annually by the Board of Directors for a period of one year or until their successors have been duly elected.

Section 4.4. *Resignation.*

Any officer may resign at any time by giving written notice to the Board of Directors, and such resignation shall take effect at the time specified therein or, if no such time is specified, upon acceptance by the Board of Directors.

Section 4.5. *Vacancies.*

A vacancy in any office due to death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.6. *Removal.*

Any officer elected or appointed by the Board of Directors may be removed from office, with or without cause, by majority vote of the members, other than the officer to be removed if an Officer is a Director.

Section 4.7. *Compensation.*

Compensation, if any, for the officers of the Corporation shall be set by the Board of Directors in its sole discretion.

ARTICLE 5

Committees

Section 5.1 *Appointment of Committees.*

The Board of Directors or the Executive Committee may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority. Committee chairmen shall be appointed by the President of the Corporation. Members of each Committee shall be selected by the President or committee chairman. Each committee shall have at least two (2) or more members who serve at the pleasure of the Board of Directors. However, no such

Committee will have the authority of the Board of Directors or Executive Committee in reference to effecting any of the following:

- 5.1.1 Filling of vacancies in the Board of Directors or Executive Committee or other committees.
- 5.1.2 Adoption, amendment or repeal of the By-Laws.
- 5.1.3 Adoption, amendment or repeal of any resolution of the Board of Directors or Executive Committee.
- 5.1.4 Action on matters committed by the By-Laws or resolution of the Board of Directors or Executive Committee to another Committee.

Section 5.2 Action by Committee Without a Meeting.

Action required or permitted to be taken at a committee meeting may be taken without a meeting if the action is taken by all of the committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each committee member. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE 6

Financial Affairs

Section 6.1. Audit and Bookkeeping.

All books and records of the Corporation, and all funds thereof, shall be audited as may be required from time to time by applicable law.

Section 6.2. Fiscal Year.

The fiscal year of the Corporation shall begin on July 1 of each year.

ARTICLE 7

Rules of Order

“*Roberts Rule of Order*”, as revised from time to time, shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

ARTICLE 8

Amendments

These By-Laws may be amended, revised, repealed, or rescinded by a majority vote of the Board of Directors at any meeting of the Board of Directors.

ARTICLE 9

Indemnification

Section 9.1. *Authorization.*

- 9.1.1 In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding seeks indemnification from the Corporation for expenses (including attorneys' fees) and, in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined in the manner provided under applicable Florida law whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth under applicable Florida law and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.
- 9.1.2 Expenses, including attorneys' fees, incurred by a director, officer, employee, agent or volunteer in defending any action, suit or proceeding referred to in Section 9.1 of this Article may be paid by the Corporation as they are incurred in advance of the final disposition of such action, suit or proceeding, as authorized by the Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee, agent or volunteer to repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Corporation as authorized by this Article.
- 9.1.3 The indemnification authorized by Section 9.1 of this Section shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the Articles, the Bylaws, any agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased

to be a Director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 9.2. *Insurance.*

The Corporation, to the extent permitted by applicable Florida law, may purchase and maintain insurance or furnish similar protection including, but not limited to, trust funds, letters of credit or self-insurance for or on behalf of any person who is or was a Director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust or other enterprise.

Section 9.3. *Limitation.*

Anything to the contrary notwithstanding, the Corporation shall not indemnify Directors or officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if the Corporation is classified as a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) and such indemnification payment, advance expense payment or payment of insurance premium would constitute a violation of any provision of said Code applicable to a private foundation.

ARTICLE 10

Affiliations

All players and the Coach (or coaches) that participate any of the Corporation's lacrosse activities, including but not limited to games, practices and clinics, shall be members in good standing of U.S. Lacrosse. All coaches must pass a background check in accordance with the policies established by the Board of Directors.

ARTICLE 11

Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.