

Baldwin Youth Lacrosse Association

By-laws

Boys Youth Lacrosse
Girls Youth Lacrosse

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Revised October 2019

ARTICLE I Name and Purpose

Section 1.01 - Name

The Association, shall be known as Baldwin Youth Lacrosse Association and is a nonprofit organization established under Pennsylvania State Law.

The association receives mail at:

BYLA
P.O. Box
Pittsburgh, PA

The association has a website at www.baldwinlax.org

Section 1.02 - Purpose and Philosophy

The purpose of Baldwin Youth Lacrosse Association, hereby referred to as "BYLA," is to serve as a recognized chapter of US Lacrosse, Inc. shall be to promote the furthering of youth participation and enjoyment of recreational lacrosse in the Pittsburgh Area, specifically within the Baldwin-Whitehall School District.

BYLA's philosophy has four major components:

- a. To teach the fundamentals of lacrosse in a fun, positive environment, which prepares our young student-athletes for the field of competition;
- b. To build a foundation for each player that includes good sportsmanship, respect for the game and fellow players, self-control and discipline, teamwork, and a sense of community and family;
- c. To promote lacrosse in our community, so that all children in the schools, regardless of ability, gender, race, ethnicity, or socioeconomic status, feel lacrosse is an attainable sport in which they can participate and excel;
- d. To reach a more diverse group of student-athletes within our community, and provide the necessary support to ensure we are growing BYLA in a way that is reflective of the diverse student bodies within our school district.

Section 1.03 - Operation as Tax Exempt

BYLA will operate as a Tax Exempt Association; Exempt Activities

- a. BYLA will operate as an association within the meaning of Section 501(c)(3) of the Internal Revenue Service.
- b. BYLA will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt association within the meaning of Section 501(c)(3) of the code.
- c. Notwithstanding any other provision in these Bylaws, no official, director, or agent of the club is permitted to take any action or carry on any activity by or on behalf of BYLA, which is not permitted to be taken or carried on by an association exempt under Section 501(c)(3).

- d. If BYLA dissolves, the balance of the money and property received by the club, after payment of all debts and obligations of BYLA must be used, distributed, or transferred exclusively to an organization/association with a substantially similar purpose(s) to those for which BYLA is organized. The Board of Directors will choose the exact organization/association for such a distribution.

Section 1.04 - Bylaw Amendments

These bylaws may be altered, amended or repealed, and new bylaws may be made by utilizing the following procedure:

- a. A motion in writing is presented to the Board of Directors at a general meeting when a quorum is present.
- b. Said motion will be discussed, seconded, and approved, by a simple majority of the Board of Directors at a general meeting when a quorum is present.
- c. All BYLA members shall then be notified of the suggested amendment. BYLA members must provide comments within thirty (30) days of the amendment suggestion review.
- d. Adoption of the amendment requires $\frac{2}{3}$ vote of the Board of Directors.
- e. An amendment that has failed to receive the necessary $\frac{2}{3}$ vote shall not be voted on again until the procedure outlined in this section is repeated.

Article II Membership

Section 2.01 - Membership

General Membership of BYLA is open to the following:

- a. Parents and legal guardians of student-athletes officially registered in BYLA.
- b. All elected and appointed officials of BYLA, including all past BYLA Presidents.
- c. All BYLA coaches.
- d. Current Board Members.
- e. Volunteers.

Section 2.02 - Voting Members

Voting members shall be those members outlined in Article III.

Section 2.03 - Certifications

All coaches, volunteers and members of BYLA must have a current US Lacrosse membership and the following clearances and certifications on file with the BYLA Board of Directors.

- a. PA Criminal History Record Check from the PA State Police. Free for volunteers and can be accessed here -- <https://epatch.state.pa.us/>
- b. PA Child Abuse History Clearance from the Department of Human Services. Free for volunteers if not requested within past 5 years and can be accessed here -- <https://www.compass.state.pa.us/cwis/public/home>
- c. FBI Identity History Check or Notarized Volunteer Affidavit - if a volunteer has been a PA resident for the last 10 consecutive years they can complete a notarized Volunteer

Affidavit OR if an FBI Identity History Check with fingerprint submission if a paid coach or PA resident for less than 10 consecutive years.

- d. Concussion Training: Heads Up to Play Online Training and certification.
<https://www.cdc.gov/headsup/youthsports/training/index.html>
- e. US Lacrosse Coaches Level 1 Certification:
<https://www.uslacrosse.org/coaches/become-a-coach>
- f. NFHS Coaches Certification

Article III Board of Directors

Section 3.01 - General Powers

The affairs of BYLA will be managed by or under the direction of its Board of Directors, inclusive of the Executive Board (see Section 3.04). The Board of Directors shall set all reasonable and appropriate fees necessary for the operation of BYLA. Fees shall be payable at the time of registration and any event cost shall be payable prior to the student-athletes participation in the event(s).

Section 3.02 - Executive Board

The Executive Officers of BYLA shall be the President, Vice President, Secretary, Treasurer, Boys Director and Girls Director. The Executive Officers will be the elected members of the Board of Directors. Each Executive Officer has one (1) vote on any question before the Board of Directors.

Section 3.03 - Appointed Members

The Appointed Members of the Board of BYLA shall be held by a coordinator for the boys and girls programs. All appointed members shall be a minimum of eighteen (18) years of age. Appointed members shall be appointed by a majority vote of the Executive Board.

Section 3.04 - Terms, Multiple Offices, Qualifications, Duties, and Limitations

- a. NUMBER: The Executive Board for BYLA will be a minimum of three (3) officials and no more than seven (7) officials.
- b. MULTIPLE POSITIONS: The same person may hold any two (2) or more positions, except that of the President, Secretary, and Treasurer should not be the same person. Each member shall have only one (1) vote regardless of the number of positions they may represent.
- c. QUALIFICATIONS: The Board of Directors must be eighteen (18) years of age, and have all of the certifications listed in Section 2.03. It is recommended but not required that they are a resident of the Baldwin-Whitehall School District.
- d. DUTIES: All Board of Directors shall consistently serve BYLA in good faith consistent with the goals of BYLA. This includes executing the tasks of their position and consistently attending meetings during their term.
- e. LIMITATIONS:

- i. No member of the Board, nor any other private person, shall pay for services actually rendered, or allowed by BYLA as a reasonable allowance for authorized expenditures incurred on behalf of BYLA.
- ii. No part of the activities of BYLA shall include propaganda or attempting to influence legislation, or any initiative or referendum before the public, or intervene in (including by publication or distribution of statement(s), any political campaign on behalf of, or opposition to, any candidate for public office.
- iii. BYLA shall not lend any of its assets to any member of the Board, or guarantee to any person the payment of a loan by an Officer of BYLA.

Section 3.05 - Elections

- a. WHEN: Elections shall be held at the annual meeting in [Month]. The poll shall be open for a specific amount of time, which shall be communicated to BYLA members.
- b. HOW: All persons voting will be asked for identification and recorded as having received a ballot from the Secretary on the official BYLA membership roster. All marked ballots shall be placed within a sealed ballot box. The ballots shall be counted and newly-elected officers announced prior to the conclusion of the meeting.
- c. Terms: Terms for both elected and appointed officers shall be two (2) years beginning [Month/date] of each year elected and ending [month/date] two (2) years later. Officers may serve multiple terms, but no more than two (2) consecutive terms in one position. All Executive Officers will be divided into two (2) groups as nearly equal as possible as is practicable in order to stagger the terms of the Executive Officers and achieve continuity of governance of the organization as follows:
 - i. President, Treasurer and Secretary, whose terms expire at the end of the annual meeting of members in odd-numbered years; and
 - ii. Vice President, Boys Director, Girls Director, whose terms expire at the end of the annual meeting of members in even numbered years.
 - 1. If there is no one voted to fill the position, then there may be a ballot opened to the existing board to allow those members to continue their role.
- d. ABSENTEE VOTING: Request for an absentee ballot must be in writing and received by the Secretary two (2) weeks prior to the election. Absentee ballots shall be sealed within an envelope and the ballot signed on its face by the voting member.
- e. PROXY VOTING: No proxy voting will be allowed.

Section 3.06 - Resignation

- a. Any officer may resign at any time by giving written or verbal notice to the President or the Secretary of BYLA.
- b. EFFECTIVE DATE: An Officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. Moreover, unless the notice specifies otherwise, the acceptance of an Officer's resignation is not necessary to make it effective.

Section 3.07 - Removal

Any elected member of the Board of Directors may be removed from the board and forfeit their position to carry out expected duties or conduct detrimental to BYLA via the following process:

- a. A written complaint must be presented to the Board of Directors.
- b. The complaint will be reviewed and forwarded to the Grievance Committee for investigation.
- c. The Grievance Committee shall have fourteen (14) days to investigate the allegations. Upon completion of the investigation, the committee shall present to the Board of Directors their findings and recommendation of action. The Board of Directors, minus the member for whom the complaint was lodged against, will vote on the Grievance Committee's recommendation.
- d. Removal from office requires a $\frac{2}{3}$ majority vote of the Board of Directors at the next general meeting.
- e. If a motion to remove one (1) or more Officers is passed, the member(s) sought to be removed and all members of BYLA will be notified no less than twenty (20) days prior to the next general meeting where the removal vote will occur.

Any appointed member of the Board of Directors may be removed from office by a majority vote of the Executive Officers.

Section 3.08 - Vacancies

- a. Any vacancy occurring in the Board of Directors, may be appointed by the Executive Officers at the annual meeting, any regular meeting, or at a special meeting of the Board of Directors called for that purpose. A quorum must be present unless all current members of the Board of Directors are present. Appointed members shall be appointed by a majority vote of the Executive Board.
- b. Term of Office: Each Officer elected to fill a vacancy, will hold office for either the duration of the unexpired term of his predecessor in the position, or if a special meeting for the purpose of voting the filling of the position.

Section 3.09 - Powers and Duties

PRESIDENT

- a. Be the principal Executive Officer of BYLA and assume responsibility for the Board's operations.
- b. Ensure that all orders, resolutions and directives of the Board of Directors are carried into effect.
- c. Preside at all board meetings.
- d. Appoint all committees and serve as an ex-officio member of all committees.
- e. Cast the deciding vote in the event of a tie vote at a Board meeting.

VICE PRESIDENT

- a. Have all the powers and perform all the duties of the President in the absence or incapacity of the President.
- b. Be subject to the same restrictions as the President.
- c. Assist the President in the discharge of duties as the President may direct.
- d. Preside at all meetings in the absence of the President.
- e. Be responsible for the proper conduct of all regular or special elections.
- f. Chair the nominating committee and co-chair registration and tournament committees.

- g. Assume the lead role for the sponsorship/donation/grant committee.

TREASURER

- a. Keep full and correct account receipts and disbursements in the books belonging to BYLA, and must deposit all monies and other valuable effects in the name and to the credit of BYLA, in the bank(s) designated by the Board of Directors.
- b. Will dispose of funds of BYLA as may be ordered by the Board, taking proper vouchers for such disbursements, and must render to the President and the Board of Directors, whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of BYLA.
- c. Perform any other duties assigned to him/her by the President.
- d. Maintain BYLA's official bank account(s) and make monthly reports at the regularly-scheduled meetings identifying the previous month's receipts, disbursements and current balance(s).
- e. Sign all checks issued from BYLA's bank account and ensure that the appropriate countersignature of the President has been made, if appropriate.
- f. Maintain printed record of all receipts and disbursements.
- g. File appropriate documentation with government agencies to maintain non-profit and/or tax-exempt status.
- h. At the end of term in office, the Treasurer shall audit BYLA's official account(s) with the Treasurer-Elect, President, and President-Elect and report findings at the next regular Board meetings.

SECRETARY

- a. Act as Secretary of the Board of Directors.
- b. Give, or cause to be given, all notices in accordance to the provisions of these bylaws or as required by law.
- c. Keep the minutes and attendance of each meeting and submit a written report at the following meeting.
- d. Supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings.
- e. Maintain the official BYLA roster of active members.
- f. Maintain the official copy of BYLA's By-laws.
- g. Perform such other duties as may be assigned from time to time by the President.

BOYS/GIRLS DIRECTOR

- a. Act as liaison between the Board, coaches, parents and players.
- b. Maintain player information and history sheets.
- c. Ensure coaches record scores of all official BYLA games and provide to the Secretary.
- d. Perform all other duties as the office may require or as directed by the President.
- e. Be responsible for the dissemination of pertinent information or direction from the Board to the coaches.
- f. Provide assistance with coaching plans and coaches development.
- g. Help recruit and train coaches.
- h. Maintain records of coaches (background check, level training, CPR/First Aid certs, etc.)
- i. Assists with scheduling/rescheduling issues including, but not limited to field issues, weather complications, or insurance issues.

- j. Perform such other duties as may be assigned from time to time by the President.

Scheduling Coordinator(s)

- a. Works with Boys/Girls Director with scheduling.
- b. Perform such other duties as may be assigned from time to time by the President.

ARTICLE IV Committees

Section 4.01 - Nominating of Executive Board

Unless otherwise directed by the Executive Board, the Vice President shall chair the Election Nominating Committee consisting of three(3) to five (5) persons inclusive. This committee will be presented by name for approval at the regular [Month] general meeting.

Section 4.02 - Named Areas of Responsibilities

- a. Bylaw Review Committee - Executive Officers to review and propose changes, as needed.
- b. Budget Committee - Purpose is to review previous expenditures and projected income, to prepare a budget for the upcoming fiscal year - Chaired by Treasurer
- c. Sponsorship/Donation/Grant/Fundraising Committee: Work with vendors, partners, government, and private parties to obtain funding and equipment to help promote lacrosse, assist student-athletes, and to further BYLA in their purpose.
- d. Equipment and Field Committee: Purpose is to ensure that we have the proper equipment for each team to fun practices and/or games, as appropriate. Additionally, this committee is responsible for obtaining outdoor fields for the season and for other occasions as needed and is responsible for ensuring fields are properly lined for practices and/or games. Each of these actions can be delegated to the team level as required. Volunteer Chair recommended.
- e. Sideline Manager Committee: Purpose to coordinate that all teams have a team parent and sideline safety personal.
- f. Website/Social Media Committee: Purpose is to ensure that the content on the website/Social media sites are up to date with current pictures, schedules, and information.
- g. Uniform and Apparel Committee: Purpose is to review uniform options, as well as to identify what apparel is desired by the membership. Then they take the information and make contact with several vendors to obtain the best quality products for the best price. Findings are to be presented to the Executive Board prior to any procurement.

Section 4.03 - Other Committees

The President may appoint any such committee as he/she deems necessary for the operation of BYLA. The President will appoint one(1) member to be the chair of each committee. Committees need not be composed of members, but must report directly to the Board of Directors.

Section 4.04 - Meeting of Committees

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Subject to action by the Board of Directors, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

ARTICLE V Meetings

Section 5.01 - Annual Meetings

The annual meeting will be held in [MONTH] at a location determined by the Executive Board.

Section 5.02 - Regular Meetings

The Board of Directors will hold regular meetings at the time and place designated by resolution of the Board of Directors. Meeting schedules shall be published in the BYLA newsletter or website seven (7) days prior to each meeting.

Section 5.03 - Special Meeting

Special meetings of the Board of Directors may be held at any time but only if they are properly noticed pursuant to Art. V, Sec 5.04. The meeting may be called by the President or by a written request from any two (2) Executive Officers. Any member of the club may request a special meeting by submitting a written request to the Board of Directors explaining the reason for that request. Special meetings of the Board of Directors will be held at the place specified in the call for the meeting. Committee meetings will be held at the discretion of the Chairman of the particular committee.

Section 5.04 - Notice of Meetings

- a. TIMING: Notice of each meeting must be delivered by or at the direction of the Secretary to each BYLA member at least seven (7) days, but not more than sixty (60) days, before the day on which the meeting is to be held.
- b. DELIVERY: Notice may be given electronically via email or other electronic delivery methods permitted by law.
- c. WAIVER: Notice may be waived in writing by a member, either before or after the meeting. Attendance of a member for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- d. DESCRIPTION of MEETING in the NOTICE: The business to be discussed and the purpose of any meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

Section 5.05 - Quorum; Voting; Proxies

- a. QUORUM: A quorum shall consist of a majority of the number of current BYLA Board of Directors.

- b. VOTING: If a quorum is present, the act of the majority of the Officers present is equivalent to the act of the entire Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of BYLA, or these Bylaws.
- c. PROXIES: No member may vote by proxy on any matter of BYLA.

Section 6.06 - Presumption of Assent

If a member is present at a meeting of the Board of Directors, he/she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following occur:

- a. His/Her dissent was entered in the minutes of the meeting;
- b. He/She filed a written dissent to the action with the person acting as the Secretary of the meeting before adjournment, or
- c. He/She forwarded such dissent by registered or certified mail to the Secretary of BYLA immediately after the meeting adjourned. However, this right to dissent will not apply to a member who voted in favor of an action.

Section 6.07 - Electronic Participation at Meetings

Members may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other with Notice of intent to participate telephonically so we can ensure proper equipment. Email is not considered a proper form of electronic participation at a meeting of the Board of Directors. Telephonic or electronic Director participation in a meeting will constitute attendance and presence at the meeting.

Section 6.08 - Informal Action; Written Consent; Effective Date; Conveyances

- a. INFORMAL ACTION: Any action required to, or which may be taken at a meeting of the Board of Directors may be taken without a meeting if it is consented to in writing by all of the Executive Board.
- b. WRITTEN CONSENT: The written consent must be evidenced by one or more written approvals from the Executive Board; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of BYLA and filed in the corporate records.
- c. EFFECTIVE DATE: Any action taken by the Board pursuant to this section will be effective when all of the Officers have approved the written consent unless the consent specifies a different effective date.
- d. CONVEYANCES: Written consents in Article V include conveyances such as emails and faxes.

ARTICLE VI Coaches and Volunteers

Section 6.01 - Eligibility and Responsibility

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All coaches must be at least eighteen (18) years of age at the time of appointment. Each team will have at least one (1) coach. Assistant coaches may be approved by the Head Coach and Director. If a Head Coach or Assistant Coach cannot be present for a game or practice, the Director may be used. Coaches and any parent volunteering in a role that puts them in contact with the student-athletes shall understand and follow BYLA's objectives, philosophies, and code of conduct. The Head Coach must attend any meetings, training and events determined by the Board of Directors.

Section 6.02 - Selection

Volunteers shall be requested at the time of registration. Selection of coaches will be made by the Executive Board. All coaches must obtain a majority vote of confidence from the Executive Board and sign any required BYLA Code of Conduct. Members of the Board of Directors will recuse themselves from voting on themselves or family members.

Section 6.03 - Certification

All Coaches and Volunteers must complete the following:

- a. PA Criminal History Record Check from the PA State Police. Free for volunteers and can be accessed here -- <https://epatch.state.pa.us/>
- b. PA Child Abuse History Clearance from the Department of Human Services. Free for volunteers if not requested within past 5 years and can be accessed here -- <https://www.compass.state.pa.us/cwis/public/home>
- c. FBI Identity History Check or Notarized Volunteer Affidavit - if a volunteer has been a PA resident for the last 10 consecutive years they can complete a notarized Volunteer Affidavit OR if an FBI Identity History Check with fingerprint submission if a paid coach or PA resident for less than 10 consecutive years.
- d. Concussion Training: Heads Up to Play Online Training and certification. <https://www.cdc.gov/headsup/youthsports/training/index.html>
- e. US Lacrosse Coaches Level 1 Certification: <https://www.uslacrosse.org/coaches/become-a-coach>
- f. NFHS Coaches Certification
- g. Complete CPR/First Aid Training;
- h. Be members of US Lacrosse;
- i. Have attended any required coaches events as determined by the Board of Directors;
- j. Have the ability to commit to effectively coaching a team;

Section 6.04 - Disciplinary Action

Appropriate disciplinary action may be taken by the Executive Board against a coach for violations of the Code of Conduct or failure to effectively coach his/her team in accordance with the goals of BYLA. Disciplinary actions can include but are not limited to: Verbal Warnings, Written Warnings, Suspension and Removal.

Section 6.05 - Removal

A Head Coach or Assistant Coach may be removed by a majority vote of the Board of Directors. The vote shall be required after written notification and a period of remediation (30 days) has been completed.

ARTICLE VII Waiver or Reduction of Fees

Section 7.01

It is the general policy of BYLA that any fees or charges associated with the charitable services or products of BYLA will be waived or reduced in accordance with each recipient's ability to pay. BYLA, being organized exclusively for athletic purposes under Pennsylvania law, will strive to make its services and products available to the appropriate general public without undue obstacles to access. The Board of Directors will have the discretion to make such waivers or reductions, when appropriate, to ensure the maximum distribution of BYLA's charitable services or products. Additionally, the Scholarship Committee will present members who have applied for aid, of which the Board will review.

ARTICLE VIII Indemnification

Section 8.01- Indemnification

- a. Any person made or threatened to be made a party to any proceedings because he/she is/was, and Executive Officer of BYLA will be indemnified by BYLA against the liability and reasonable expenses, including attorneys' fees and disbursements, incurred by him/her regarding the defense or settlement of the proceedings or in connection with any appearance in the proceedings.
- b. Such rights of indemnification will not be exclusive of any other rights to which such Executive Office may be entitled apart from this provision.
- c. The Board of Directors has the power to:
 - i. Purchase and maintain, at BYLA's expense, insurance on behalf of BYLA and on behalf of others to the extent that power has been or may be granted by statute; and
 - ii. Given other indemnification to the extent permitted by law.

ARTICLE IX Books and Records

Section 9.01 - Corporate Records

BYLA must maintain the following books and records with its Secretary:

- a. Accurate and complete books and records of account;

- b. The original copy of its bylaws including all amendments and alterations and any other corporate documents;
- c. The minutes of the proceedings of either Board or any Committees established by the Board;
- d. All documents relating to BYLA's tax status;
- e. Three years worth of annual reports;
- f. Copies of BYLA's recent newsletters, journals or other publications;
- g. Financial statements;
- h. Insurance Policies; and
- i. All required Coach and volunteer certificates and clearances

Section 9.02 - Right of Inspection

- a. GENERAL RIGHT OF INSPECTION: Any Director may examine and make copies of these books and records related to any of the proceedings of the Board of Directors provided that he/she has the proper purpose for doing so. This inspection must take place at a mutually agreed upon time.
- b. The books and records of account and records of proceedings of the Board of Directors may be examined by and Director in person or by agent or attorney for any proper purpose, and to make copies or extracts therefrom, at any mutually agreed upon time.

ARTICLE X Miscellaneous

Section 10.01 - Contracts

All BYLA business activities involving the exchange of goods or services for monies in excess of five hundred dollars (\$500.00) shall require a written and signed contract. All contracts shall be reviewed by the Executive Board and signed by the Treasurer and the President or Vice President. The Treasurer shall maintain copies of all BYLA contracts.

Section 10.02 - BYLA Conduct

The purpose of BYLA is to develop sportsmanship and team-work skills through athletic competition in the sport of lacrosse. As such, the conduct and actions of the student-athletes and fans shall promote these goals. BYLA student-athletes and fans using profane or abusive language, exhibiting violent behavior, demonstrating disrespect for authority or any other BYLA student-athlete or participating in activities which compromise BYLA's goals, will have their membership revoked immediately.

Section 10.03 - Depositories

All funds of BYLA not otherwise employed will be deposited from time to time to the credit of BYLA in any bank, trust company or other depositories designated by the Board of Directors.

Section 10.04 - Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of BYLA must be signed by at least two (2) Executive Officers.

Section 10.05 - Fiscal Year

The fiscal year for BYLA will end the last day of {----} each year.

Section 10.06 - Delivery of Notice

Any notice will be considered to be “delivered” when any of the following occurs:

- a. Notice is transferred or presented to the proper party;
- b. Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his/her address as it is listed in the records of BYLA; or
- c. Notice is transmitted by electronic means such as email, facsimile or any other contact information appearing on the records of BYLA that is authorized or approved in the articles of incorporation.

Section 10.07 - Execution of Documents

- a. Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of BYLA must be authorized or ratified by a resolution of the Executive Officers.
- b. Such authority may be general or confined to specific instances.
- c. Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness in the name of BYLA and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of BYLA must be executed and attested by such Officer or Officers, or agent or agents, of BYLA and in such a manner as shall periodically be determined by resolution of the Executive Officers.

Section 10.08 - Gifts

The Board of Directors may accept gifts on behalf of BYLA, any contribution, gift, bequest or device for the general purposes or for any special purpose of BYLA. Before acceptance is formalized by BYLA, notice to the Board of Directors should be given and $\frac{2}{3}$ majority vote to accept.

Section 10.09 - Construction

If any portion of these bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- a. The remainder of these bylaws will be considered valid and operative; and
- b. Effect will be given to the intent manifested by the portion held invalid or inoperative.

Section 10.10 - Effective Dates

These bylaws will be effective upon acceptance by the Board of Directors.