**Bylaws of the**

**Texas Girls High School Lacrosse League**

These Bylaws (referred to as the “Bylaws”) govern the affairs of the Texas Girls High School Lacrosse League.  referred to as the “TGHSLL”) organized under the Texas Non-Profit League Act (referred to at the “Act”).  The principal office of TGHSLL in the State of Texas shall be in Travis County, Texas.  The TGHSLL may have such other offices, in either Texas or elsewhere, as the Board of Directors may determine.  The Board of Directors may change the location of any office TGHSLL.

# **Purpose**

## Organize, support, and promote high school lacrosse programs and teams in the state of Texas.

## To enhance student’s educational experience.

## To prepare students for citizenship by providing competition for the member programs.

## To establish rules and procedures for conducting competition, including rules providing penalties for rules violations by member program coaches, that are parallel with rules of the University Interscholastic League (UIL).

## Building school-based lacrosse teams in Texas, with the goal of having lacrosse recognized as a school sport by the athletic director, and if a public high school, recognized as a school sport by the independent school district.

# **Membership**

## **Eligibility.** A program eligible for membership in the TGHSLL shall meet the following criteria;

### Pay annual membership dues and league fees;

### Must be registered with the Texas Secretary of State;

### Must be an IRS approved 501 3(c);

### All team or program coaches and players must have an active USA Lacrosse membership number.

## **Admission to Membership.** A program seeking membership to the TGHSLL shall apply to the Executive Director of the TGHSLL. If the application demonstrates that the program is eligible for membership, the program’s board or school’s Athletic Director agree to comply with TGHSLL requirements and rules, is accompanied by payment of the annual membership fee, final approval requires a vote by current members then the Executive Director shall enroll program as a member of the TGHSLL.

## **Dues.** A member program shall pay annual membership dues in an amount determined by the

## Legislative Council.

## **Rights.** Each member program is entitled to participate on the Legislative Council and to participate in Executive Board elections.

### Each member program shall appoint the head coach or a member of the coaching staff from the highest-level team within a member program to serve as the TGHSLL representee for that member program. If a member program or new member program does not have any coaches to represent their program at the start of TGHSLL calendar, program must submit in writing the reason there is not a coach able to attend and who the person who will be representing the program.

## **Voting.** Each member program in good standing with TGHSLL is entitled to cast a vote when necessary.

## **Initial and Continuation of Membership.**

### **New Membership.** After enrollment as a new member program, but before membership can effective. All coaches must have completed their background check (through USA Lacrosse) and athlete abuse prevention training (through USA Lacrosse).

### **Continuation**. A member program may continue their membership by paying annual dues by the date on the TGHSLL season calendar. If member program fails to pay annual membership dues, the member program will be suspended from all TGHSLL events until dues are paid.

### **Coach Requirements.** All coaches that participate during the TGHSLL season are required to have current membership with USA Lacrosse, complete background check and complete athlete abuse prevention training.

### **Delinquent Fees.** A member program that participates in a TGHSLL contest while its membership dues are delinquent. May be suspended from participating in TGHSLL contests in the current season and following season.

## **Mandatory Suspension.** A member program that fails to pay any outstanding dues and fees associated with the TGHSLL season will be immediately suspended from participation in the TGHSLL.

* 1. **Annual Meetings.** The annual meeting of program members shall be on {date}.
	2. **Special Meetings.** A special meeting of member programs maybe called when requested by 51% of the program members. A special meeting of membership notice must be in writing to the Executive Director at least 10 days before the meeting and by stating the matters to be considered at the meeting. Upon receiving a proper call for a special meeting from members, the Executive Director shall notify the members, Council, committees, and Compliance Board and is subject to the Texas Open Meeting’s Act (Tex. Gov’t. Code Ch. 551).

## **Organization and Administration**

* 1. **Composition.** The TGHSLL is composed of scholastic lacrosse programs that apply and are accepted for enrollment as member programs of the TGHSLL.
	2. **Responsibilities of Member Program Representee.** The head coach of a member program (or coach designee), if there is no head coach (or coach designee) the member program president (or a designee) shall be the representee for the member program:
		1. shall exercise direction and management of all TGHSLL contests and scrimmages in which the member program in the district compete, including appointing a game administrator for all home TGHSLL varsity and junior varsity athletic team contests;
		2. shall enforce all TGHSLL rules and health and safety with respect to the players in the

member program;

* + 1. shall be responsible for fully cooperating with persons who are appointed by the District Committee, State Executive Committee or the TGHSLL Executive Director, to investigate allegations against the member program, student representatives or member program personnel;
		2. shall promptly report to the District Executive Committee, or other appropriate TGHSLL committee, any violation of the Constitution and Contest Rules by a player, a team within the member program or other member program personnel or a sports official unless the violation has already been reported;
		3. may determine for which teams within the member program the membership fee is paid;
		4. shall submit to the program or school board all recommendations of employment of coaches, directors and sponsors; shall complete the Professional Acknowledgment Form for all of the member program’s coaches and sponsors of TGHSLL.
		5. shall provide an annual orientation for all 9-12 grade member program parents, sponsors, advisers and coaches regarding TGHSLL rules, expectations regarding appropriate conduct during TGHSLL contests, goals and purposes;
		6. shall approve all member program schedules;
		7. and shall educate TGHSLL player participants, coaches and other appropriate persons, on TGHSLL rules that could affect them, and monitor the member program’s compliance with TGHSLL rules.
	1. **Executive Director.**
		1. **Appointment**. The Legislative Council of TGHSLL appoints a person to serve as the Executive Director of the TGHSLL. The Executive Director is an employee of TGHSLL.
		2. **Supervision**. The Executive Director of the TGHSLL is supervised by the Legislative Council and Compliance Board.
		3. **Responsibility**. The Executive Director of the TGHSLL has the responsibility:
			+ 1. To serve as the chief administrator of the TGHSLL;
				2. to issue annual logistic plans for playoffs and TGHSLL events;
				3. to reschedule contests (Refer to Section {site});
				4. to seek support for the TGHSLL by obtaining, beneficial sponsorships and other forms of financial support;
				5. to negotiate media and other contracts concerning rights and assets owned and/or controlled by TGHSLL and give the best value to the TGHSLL;
				6. to prepare the annual budget for the TGHSLL and submit for approval;
				7. to appoint hearing officers and make various ad-hoc committee and other TGHSLL appointments as necessary and consistent with the TGHSLL Constitution and Contest Rules;
				8. and to take such other, further, and reasonable actions that are necessary or desirable under and consistent with the TGHSLL Constitution and Contest Rules; and:

the binding actions taken by the Legislative Council or the State Executive Committee or other TGHSLL bodies authorized to take binding actions on behalf of the TGHSLL;

the TGHSLL Constitution and Contest Rules as set by the Legislative Council;

the rules of the State Board of Education (when applicable);

the policies of USA Lacrosse; and

the law.

* 1. **Treasurer.**
		1. **Appointment**. The Legislative Council of TGHSLL appoints a person to serve as the Treasurer of the TGHSLL. The Treasurer is an employee of TGHSLL.
		2. **Supervision**. The Treasurer of the TGHSLL is supervised by the Legislative Council and Compliance Board.
		3. **Responsibility**. The Treasurer of the TGHSLL has the responsibility:
			+ 1. To serve as the financial administrator of the TGHSLL;
				2. receive and give receipts for moneys due and payable to the TGHSLL from any source, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories.
				3. to issue monthly financial reports to officers and directors;
				4. attend all meetings when requested by TGHSLL directors or the Executive Director;
				5. assisting the Executive Director (when needed) to seek support for the TGHSLL by obtaining, beneficial sponsorships and other forms of financial support;
				6. working with the Executive Director to prepare the annual budget for the TGHSLL and submit for approval;
				7. to appoint hearing officers and make various financial ad-hoc committee (as needed or directed by the Legislative Council).
	2. **Secretary.**
		1. **Appointment**. The Legislative Council of TGHSLL appoints a person to serve as the Secretary of the TGHSLL. The Secretary is an employee of TGHSLL.
		2. **Supervision**. The Secretary of the TGHSLL is supervised by the Legislative Council and Compliance Board.
		3. **Responsibility**. The Secretary of the TGHSLL has the responsibility:
			+ 1. To serve as an administrator of the TGHSLL;
				2. responsible for keeping all records of the director’s actions;
				3. the taking of meetings minutes of directors, officers and other meetings when requested;
				4. sending out meeting announcements;
				5. distributing copies of minutes and the agenda;
				6. and assuring that corporate records are maintained.
	3. **Binding Actions.** The TGHSLL shall be bound only by those of its actions that are reasonably undertaken by TGHSLL officers and directors, pursuant to the TGHSLL Constitution and Contest Rules, or a written resolution or motion passed by the affirmative vote of a majority of the members of the TGHSLL body who are present and voting on a matter within its jurisdiction after a quorum of the body has first been established at an official TGHSLL meeting. Actions taken pursuant to this section shall be referred to as binding actions.

* 1. **Directors and Officers.**
		1. **Directors.** The persons filling the following named offices within the TGHSLL shall be TGHSLL directors who may be empowered on behalf of the TGHSLL to take binding actions as provided;
			+ 1. Members of the Legislative Council.
				2. State Executive Committee.
				3. Compliance Board.
		2. **Officers.** The persons filling the following named offices within the TGHSLL shall be TGHSLL officers who may be empowered on behalf of the TGHSLL to take binding actions as provided;
			+ 1. Executive Director.
				2. Treasurer.
				3. Secretary.
1. **Legislative Council**
	1. **Composition.** The Legislative Councilis the legislative body of the TGHSLL and is composed of nine elected members. Each district conference shall elect one member to serve for a two-year term (see appendix A). The selection of members must reflect the scholastic makeup of the member programs in each district. The chair of the Legislative Council shall be a member of the State Executive Committee who is elected by the members of the Legislative Council. The term of a member begins {date}.
	2. **Eligible Persons.** To be eligible for the Legislative Council and person must be a current Head Coach (absence of a Head Coach refer to Section II.04 A herein) of a member program in good standing with the TGHSLL.
	3. **Election. Nominations.** The Executive Director shall send or otherwise make available electronically or online nomination forms to the conference coordinator of each district before {date}. Each member programs may make one nomination by submitting a nomination form to the Executive Director before {date}.
	4. **Ballot.** The Executive Director shall send to each TGHSLL member program. On behalf of the member program, the Head Coach may cast one vote on their district conference ballot for a nominee. The ballot must be received by the TGHSLL Executive Director before {date} to be counted.
	5. **Ballot Tally.** On {date} the State Executive Committee and the Executive Director, or their designees, shall tally the ballots and determine who is elected in each district conference conducting an election. In cases of a tie, the Executive Director shall issue another ballot to that conference district with only the tied persons on the ballot for a runoff vote.
	6. **Results.** The Executive Director shall publish the results of the election and before {date}and inform the person elected. The person elected shall promptly inform the Executive Director concerning his or her willingness to serve.
	7. **Validation.** To be valid, a nomination and ballot must be signed by the head coach of the member program. The Executive Director shall take custody of the nomination forms and ballots and retain them for at least one year and, subject to state law, may not permit examination of them by any person, unless expressly authorized to do so by the State Executive Committee to determine an election contest.
	8. **Vacancy and Replacement.**
		1. **Vacancy.** A member of the Legislative Council vacates the position if that member ceases to be a head coach, any member of the coaching staff or affiliated with that member program, joins a member program in another conference or district, resigns as a member, or otherwise becomes unable to serve.
		2. **Replacement.**
			* 1. **Elected Members.** If an elected member vacates a position, the Executive Director shall conduct an election to elect a person to serve the unexpired term. This election shall be conducted under conditions substantially equivalent to those for a regular election. If the resignation of an elected member occurs with less than 6 months remaining in the term, the Legislative Council may appoint an eligible person to serve the unexpired term of the member who vacated the position.
				2. **Appointed Members.** If an appointed member vacates a position, the chair of the Legislative Council shall appoint a replacement to serve the unexpired term of the member who vacated the position.
	9. **Elected and Appointed Positions.** For both elected and appointed positions, no replacement will be sought when a vacancy occurs within 30 days of the end of the term.
	10. **Appointment and Evaluation of Officers.** The Legislative Council shall evaluate TGHSLL officers annually. Following the evaluation, the Legislative Council shall vote to either renew or terminate the officer’s term.
		1. **Vacancy.** An officer of the TGHSLL vacates the position if the Legislative Council votes to terminate that officer, resigns, or otherwise becomes unable to fulfil their duties.
		2. **Replacement.** Once an officer’s position becomes vacant prior to the end of season, the Legislative Council will appoint a person to serve in that position for the remainder of the TGHSLL season.
		3. **Candidates.** The Executive Director shall send or otherwise make available electronically or online candidate forms to all member programs immediately. All forms must be received no later than {date}.
		4. **Selection.** The Legislative Councilshall create selection committees. Each selection committee will consist of three members of the Legislation Council, members on each committee must be from different districts and conferences. Each committee will try and take the same number of candidates to interview. Each committee will select one final candidate to be interviewed by the Legislative Council.
		5. **Ballot.** During the annual meeting the Legislative Counsel will place the final candidates on a ballot. The ballot must be received by the TGHSLL Executive Director before {date} to be counted.
		6. **Ballot Tally.** On {date} the State Executive Committee and the Executive Director, or their designees, shall tally the ballots and to determine who is selected. In cases of a tie, the Executive Director shall issue another ballot with only the tied persons on the ballot for a runoff vote.
		7. **Results.** The Executive Director shall publish the results, review responsibilities, and inform the person select. The person selected shall promptly inform the Executive Director their willingness to serve.
	11. **Annual Meeting.** The Legislative Council shall conduct its annual meeting on {date}.
	12. **Special Meetings**. The chair of the Legislative Council may call a special meeting of the Council by giving notice to members of the Council and member programs at least 10 days before the meeting. 51% members of the Council may call a special meeting of the Council by giving notice in writing to the Executive Director at least 10 days before the meeting and by stating the matters to be considered at the meeting. Upon receiving a proper call for a special meeting from members of the Council, the Executive Director shall notify the members of the Council and member programs. Subject to the Texas Open Meeting’s Act (Tex. Gov’t. Code Ch. 551), the chair may call an emergency meeting by giving two days’ notice. The notice for an emergency meeting should state the time, date and place of the meeting and the subjects on the agenda.
	13. **Responsibilities.** The Legislative Council, consistent with the policies of USA Lacrosse:
		1. may propose amendments of the Constitution and may, if permitted under {Site}, amend the Constitution;
		2. may amend and adopt contest rules;
		3. shall appoint ad hoc and advisory standing committees and may appoint committees;
		4. shall fix annual membership dues, participation fees and filing fees; and may take such other action that is reasonable, necessary, or desirable and consistent with the TGHSLL Constitution and Contest Rules, the policies of USA Lacrosse and the law.
	14. **Committees.** Unless otherwise provided in the TGHSLL Constitution and Contest Rules, the Legislative Council, with advice of the Executive Director, may create ad hoc and advisory committees; appointing members and committee chairs.
	15. **Committee Terms and Responsibilities.**
		1. **Appointment Terms.** Unless otherwise provided in the TGHSLL Constitution and Contest Rules, the members shall serve on standing, advisory or ad hoc committees until the chair withdraws the appointment or until either the purpose or duration of the committee has been achieved or has expired, whichever comes first.
		2. **Conduct of Committee Business.** The chair of a standing, advisory or ad hoc committee shall direct the work of the committee pursuant to the TGHSLL Constitution and Contest Rules and the special procedural rules of the Legislative Council.
		3. **Responsibilities.** The responsibilities of the standing, advisory or ad hoc committees shall generally be as follows:
			* 1. to study information and issues relevant to the body within the subject matter area of the committee;
				2. to inform the body of its findings;
				3. to prepare and present written motions or written resolutions concerning the issues to the body; and
				4. to handle those issues assigned by the body from time to time.
		4. **Procedural Rules.** The Legislative Council may adopt procedural rules consistent with the UIL Constitution and Contest Rules, upon the recommendation of its chair to facilitate its public hearings and the legislative process.
2. **State Executive Committee**
	1. **Appointments.** Each district conference program members will elect one qualified person for appointment to represent a district conference on the State Executive Committee. The Legislative Council appoints the members of the State Executive Committee for annual terms beginning June 1.
	2. **Term.** Each State Executive Committee member will serve a two year term. Members may renew term as long as they are still are eligible and have been re-elected by their district conference.
	3. **Composition.** The committee shall be composed of nine members, each member will be responsible for a district conference.
	4. **Eligibility.** To be eligible for appointment a person must;
		1. not have any family member currently playing or coach at a member program;
		2. may be a current or former coach or school administrator
		3. may not be currently serving on any other TGHSLL committee or board;
		4. does not have a conflict of interest as outlined in {site}.
	5. **Quorum.**
		1. **Business Meeting Quorum.** Five members of the State Executive Committee constitute a quorum for business meetings.
		2. **Quorum for Panels.** In cases involving sponsor violations, appeals, applications for Official Interpretations, cases involving misconduct at contests, or any other case the Legislative Council deems appropriate. The State Executive Committee may sit in panels of three voting members, and two of three voting members constitutes as a quorum.
	6. **Responsibilities.** The State Executive Committee shall provide independent and impartial direction of the TGHSLL by:
		1. interpreting the *Constitution and Contest Rules*;
		2. enforcing the rules and regulations contained in the *Constitution and Contest Rules*;
		3. conducting any necessary recount of a referendum vote; and
		4. determining disputes within its original jurisdiction;
	7. **Jurisdiction.** The Executive Committee shall decide:
		1. a protest or report of violation arising between member programs;
		2. a protest or report of violation involving individual contestants in a competition;
		3. a case involving mistreatment of an official;
		4. a decision of a district decision that a school is disqualified;
		5. alleged discrimination;
		6. student’s eligibility;
		7. ordering a reprimand in the case of member program violations;
		8. a case involving allegations of member program violations that could result in a suspension;
		9. upon proper request, considering and issuing opinions interpreting TGHSLL rules.
	8. This subchapter shall not be interpreted to limit the power of the State Executive Committee in making investigations and initiating proceedings against any member school when sufficient justification exists.
	9. **Procedure Rules.** The State Executive Committee may adopt rules of procedure, not inconsistent with the *TGHSLL Constitution and Contest Rules*, to facilitate the:
		1. executive and administrative processes during business meetings; and
		2. judicial processes during evidentiary hearings and open meetings.
	10. **Precedent Manual.** The State Executive Committee shall adopt rules concerning the creation and maintenance of a precedent manual which shall contain decisions of the State Executive Committee that have sufficient precedential value to warrant publication. Opinions in the precedent manual will be composed of a synopsis of the facts of the case along with the panel’s decision and a brief explanation of the basis for the decision. TGHSLL staff may assist in the drafting and preparation of the opinions directed by the committee.
		1. Before being published in the precedent manual, a draft of the written opinion must be reviewed and approved by a majority of the members of the hearing panel that heard the case. The precedent manual shall serve to provide guidance to State Executive Committee hearing panels when considering similar cases.
		2. The State Executive Committee’s precedent manual shall be published on the TGHSLL website.
	11. **Penalties the State executive Committee Can Impose.** Subject to the provisions of all subsections below, the following constitute the penalties that may be imposed by the State Executive Committee following a determination of a violation of the TGHSLL Constitution and Contest Rules. Member program affiliates covered by this section include parents, program board members and any personnel employed by the member program and all TGHSLL contest sponsors. Refer to {insert site} of the *TGHSLL Constitution and Contest Rules*.
	12. **Annual Meeting.** The annual meeting of the Executive Committee shall be on {date}. The annual meeting shall start the new TGHSLL Executive Committee meeting calendar.
	13. **Business Meetings.** The Executive Committee shall conduct bi-monthly meetings through the TGHSLL calendar year.
	14. **Special Meetings.** Special meeting of the Compliance Board may be called if requested for the following reasons;
		1. requested by the Legislative Council;
		2. requested by the Compliance Board; or
		3. requested by 51% of the member programs in one district conference;

A special meeting of the Executive Committee by giving notice in writing to the Executive Director at least 10 days before the meeting and by stating the matters to be considered at the meeting. Upon receiving a proper call for a special meeting, the Executive Director shall notify the members of the Council, Executive Committee, and member programs. Subject to the Texas Open Meeting’s Act (Tex. Gov’t. Code Ch. 551), the Executive Committee may call an emergency meeting by giving two days’ notice. The notice for an emergency meeting should state the time, date and place of the meeting and the subjects on the agenda.

1. **Compliance Board**
	1. **Composition.** The board should be composed of five members. The two members shall be elected by the Legislative Council, two members shall be appointed by the Executive Committee and one member shall be appointed by USA Lacrosse. The purpose of the Compliance Board is to provide oversite and accountability for decisions and processes made by the TGHSLL officers and directors.
	2. **Term.** Each Compliance Board member will serve a two year term. Members may renew term as long as they are still are eligible and have been re-elected by the Legislative Council.

* 1. **Eligible Persons.** To be eligible to serve a person must;
		1. a current or former Athletic Director;
		2. meet the *TGHSLL Compliance Board Qualification Checklist*; and/or
		3. not have any conflict of interest outlined in the *TGHSLL* *Compliance* *Board* *Conflict* *of* *Interest* *Policy.*
	2. **Candidates.** The Executive Director shall send or otherwise make available electronically or online candidate forms to all member programs immediately. All forms must be received no later than {date}.
	3. **Selection.** The Legislative Councilshall create selection committees. Each selection committee will consist of three members of the Legislation Council, members on each committee must be from different districts and conferences. Each committee will try and take the same number of candidates to interview. Each committee will select one final candidate to be interviewed by the Legislative Council.

* 1. **Ballot.** During the annual meeting the Legislative Counsel will place the final candidates on a ballot. The ballot must be received by the TGHSLL Executive Director before {date} to be counted.
	2. **Ballot Tally.** On {date} the State Executive Committee and the Executive Director, or their designees, shall tally the ballots and to determine who is selected. In cases of a tie, the Executive Director shall issue another ballot with only the tied persons on the ballot for a runoff vote.
	3. **Results.** The Executive Director shall publish the results to the member programs, review responsibilities, and inform the person select. The person selected shall promptly inform the Executive Director their willingness to serve.
	4. **Removal.** A member of the Compliance Board can be removed with or without cause by the following;
		1. 75% vote to remove by the member programs at any meeting of the membership (annual or special meeting); or
		2. 51% vote to remove by the Legislative Council and Executive Committee.
	5. **Vacancy and Replacement.**
		1. **Vacancy.** An officer of the TGHSLL vacates the position if the program members of the TGHSLL or Legislative Council and Executive Committee votes to terminate that board member, resigns, or otherwise becomes unable to fulfil their duties.
		2. **Replacement.** Once a board member’s position becomes vacant, the Legislative Council will appoint a person to serve in that position immediately.
	6. **Annual Meeting.** The Compliance Board shall conduct an annual meeting on {date}.
	7. **Special Meetings.** A special meeting of the Compliance Board may be called if requested for the following reasons;
		1. member program to appeal the decision of the Executive Committee;
		2. a member program to appeal a new rule made by the Legislative Council that passed with less than 75% approval of members;
		3. disputes between programs where two or more Executive Committee members have conflict of interest;
		4. requested by 51% of the member programs;
		5. requested by 51% of the Legislative Council; or
		6. requested by 75% of the Executive Committee.

A special meeting of the Compliance Board by giving notice in writing to the Executive Director at least 10 days before the meeting and by stating the matters to be considered at the meeting. Upon receiving a proper call for a special meeting, the Executive Director shall notify the members of the Council, Executive Committee, and member programs. Subject to the Texas Open Meeting’s Act (Tex. Gov’t. Code Ch. 551), the Compliance Board may call an emergency meeting by giving two days’ notice. The notice for an emergency meeting should state the time, date and place of the meeting and the subjects on the agenda.

* 1. **Responsibilities.** The following are the responsibilities of the Compliance Board;
		1. Hearing appeals of member programs
		2. settling disputes between member programs, if requested by both parties or requested by the Legislative Council or Executive Committee;
		3. evaluating the TGHSLL governance processes; and
		4. making recommendations on the TGHSLL governance and rulemaking.
	2. **Procedural Rules.** The Compliance Board may adopt rules of procedure, not inconsistent with the *TGHSLL Constitution and Contest Rules*, to facilitate the:
		1. executive and administrative processes during annual meetings; and
		2. judicial processes during appeal hearings and special meetings.
	3. **Penalties the Compliance Board Impose.** The Compliance Board does not impose any penalties on member programs. The Compliance Board can only appeal decisions in their jurisdiction.

1. **Meetings**
	1. **Quorum.** Unless provided in other sections of the TGHSLL Constitution and Contest Rules, quorum required for any action to be taken will require 65% of voting members.
	2. **Vote.** Unless provided in other sections of the TGHSLL Constitution and Contest Rules, quorum (either in person or by proxy) is required for any vote of members to be recorded. Unless provided in other sections of the TGHSLL Constitution and Contest Rules motions can only pass when 51% of the voting members approve the motion.
	3. **Notice.** Unless provided in other sections of the TGHSLL Constitution and Contest Rules, 10 days’ notice in writing to members is required for any meetings (special or otherwise).
	4. **Waiver of Notice and Consent to Action.** Meetings provided 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.
2. **Conflict of Interest**
	1. **Definitions.** The following terms have these meanings in this Policy:
		1. *“Association”* – TGHSLL
		2. “*Conflict of Interest*” – Any situation in which an Individual’s decision-making, which should always be in the best interests of the Association, is influenced or could be influenced by personal, family, financial, business, or other private interests.
		3. “*Individuals”* – All categories of membership defined in the Association’s Bylaws, as well as all individuals engaged in activities with the Association including, but not limited to, athletes, coaches, referees, officials, volunteers, managers, administrators, committee members, and directors and officers of the Association
		4. *“In writing”*- A letter, fax or email sent directly to the Association.
		5. “*Pecuniary Interest*” - An interest that an individual may have in a matter because of the reasonable likelihood or expectation of financial gain or loss for that individual, or another person with whom that individual is associated.
		6. “*Non-Pecuniary Interest*” - An interest that an individual may have in a matter which may involve family relationships, friendships, volunteer positions or other interests that do not involve the potential for financial gain or loss.
	2. **Purpose.** Individuals who act on behalf of an TGHSLL have a duty first to the TGHSLL and second to any personal stake they have in the operations of the TGHSLL. For example, in not-for-profit organizations, Directors are required, by law, to act as a trustee (in good faith, or in trust) of the Association.
		1. Directors, officers and program members, must not put themselves in positions where making a decision on behalf of the TGHSLL is connected to their own “pecuniary” or “non-pecuniary” interests. That would be a conflict of interest situation.
		2. This policy all members of the TGHSLL.
	3. **Obligation**. Any real or perceived conflict of interest, whether pecuniary or non-pecuniary, between an Individual’s personal interest and the interests of the TGHSLL, shall always be resolved in favor of the TGHSLL.
	4. **Required**. Individuals will not:
		1. Engage in any business or transaction, or have a financial or other personal interest, that is incompatible with their official duties with the Association, unless such business, transaction, or other interest is properly disclosed to the TGHSLL and approved by the TGHSLL.
		2. Knowingly place themselves in a position where they are under obligation to any person who might benefit from special consideration or who might seek preferential treatment.
		3. In the performance of their official duties, give preferential treatment to family members, friends, colleagues, or organizations in which their family members, friends, or colleagues have an interest, financial or otherwise.
		4. Derive personal benefit from information that they have acquired during fulfilling their official duties with the TGHSLL, if such information is confidential or not generally available to the public.
		5. Engage in any outside work, activity, or business or professional undertaking that conflicts or appears to conflict with their official duties as a representative of the TGHSLL, or in which they have an advantage or appear to have an advantage based on their association with the TGHSLL.
		6. Without the permission of the TGHSLL, use the TGHSLL property, equipment, supplies, or services for activities not associated with the performance of their official duties with the TGHSLL.
		7. Place themselves in positions where they could, by virtue of being an TGHSLL Individual, influence decisions or contracts from which they could derive any direct or indirect benefit.
		8. Accept any gift or favor that could be construed as being given in anticipation of, or in recognition for, any special consideration granted by virtue of being an Association Individual.
	5. **Disclosure of Conflict of Interest**
		1. On an annual basis, all the Association’s Directors, Officers, Employees, and Committee Members will complete a Declaration Form disclosing any real or perceived conflicts that they might have. Declaration Forms shall be retained by the Association.
		2. Individuals shall disclose real or perceived conflicts of interest to the Association’s Board immediately upon becoming aware that a conflict of interest may exist.
		3. Individuals shall also disclose all affiliations with any and all other organizations involved with the same sport. These affiliations include any of the following roles: athlete, coach, manager, official, employee, volunteer, officer or director.
	6. **Minimizing Conflicts of Interest in Decision-Making.** Decisions or transactions that involve a conflict of interest that has been proactively disclosed by an Individual will be considered and decided with the following additional provisions:
		1. The nature and extent of the Individual’s interest has been fully disclosed to the body that is considering or making the decision, and this disclosure is recorded or noted.
		2. The Individual does not participate in discussion on the matter.
		3. The Individual abstains from voting on the decision.
		4. For board-level decisions, the Individual does not count toward quorum.
		5. The decision is confirmed to be in the best interests of the Association.

For potential conflicts of interest involving employees, the Association’s Board will determine whether there is there a conflict and, if one exists, the employee will resolve the conflict by ceasing the activity giving rise to the conflict. The Association will not restrict employees from accepting other employment contracts or volunteer appointments provided these activities do not diminish the employee’s ability to perform the work described in the employee’s job agreement with the Association or give rise to a conflict of interest.

* 1. **Conflict of Interest Complaints.** Any person who believes that an Individual may be in a conflict of interest situation should report the matter, in writing (or verbally if during a meeting of the Board or any committee to be recorded in the minutes), to the Association’s Board who will as quickly as possible decide appropriate measures to eliminate the conflict.
1. **Books and Records**
	1. **Required Books and Records.**  The TGHSLL shall keep correct and complete books and records of account.  The TGHSLL shall operate on a business year commencing on {date} of each year.  The TGHSLL books and records shall include:
		1. file endorsed copy of all documents filed with the Texas Secretary of State relating to the TGHSLL, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, restated articles, Articles of Merger, Articles of Consolidation, and statement of change of registered office or registered agent;
		2. copy of these Constitution (Bylaws), and any amended versions or amendments to these Bylaws;
		3. minutes of the proceedings of meetings;
		4. a list of the names of the program members, officers and directors of the TGHSLL;
		5. all rulings, letters and other documents relating to the TGHSLL federal, state, and local tax status;
		6. annual business year accounting prepared on the cash basis, of all receipts, totaled by source, and of expenses, totaled by class, as well as a list of assets, and liabilities; and
		7. The TGHSLL federal, state, and local information or tax returns, if any, for each of the TGHSLL three most recent tax years.
	2. **Inspection and Copying**.  TGHSLL members may inspect and receive copies of all books and records of the TGHSLL.  TGHSLL is required to be kept by these Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the TGHSLL and if the person submits a request in writing. Any person entitled to inspect and copy the TGHSLL books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the TGHSLL books and records may do so at a reasonable time no later than fourteen working days after the TGHSLL receipt of a proper written request. The treasurer may establish reasonable fees for copying the TGHSLL books and records by persons entitled to copy such hooks and records. The fees may cover the cost of materials and labor but may not exceed fifty cents per page. The TGHSLL shall provide requested copies of books or records no later than fourteen working days after the TGHSLL has receipt of a proper written request.
2. **Major Member Decisions**
	1. The affirmation of at least 75% of all program members shall be required to adopt or approve any of the following actions after such actions have been described in the notice of a meeting upon which such actions are to be taken:
		1. Liquidation or dissolution of the TGHSLL;
		2. Merger, consolidation or transfer of all or substantially all of the assets of the TGHSLL;
		3. Repeal, modification, amendment in whole or in part, or addition to the Articles of Incorporation or Bylaws of the TGHSLL, or adoption of new Articles of Incorporation or Bylaws for the TGHSLL.

Notice of any vote regarding these Major Member Decisions must be provided to the existing program members at least two weeks prior to the vote and no more than 30 days prior to the vote.

1. **Insurance, Liability, and Indemnity**
	1. **Insurance.**  The TGHSLL shall maintain Director’s and Officer’s (D&O) insurance for the benefit of the Officers and directors.
	2. **Liability and Indemnity.**  The TGHSLL shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director contractor of the TGHSLL against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the TGHSLL; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Members who are not at that time parties to the proceeding.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the CTYLA and the indemnified Executive Officers, Officers, and Directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officers or Directors under this Article shall apply to such Officers and Directors with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

1. **Miscellaneous**
	1. **Legal Authorities Governing Construction of Bylaws.**  These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in these Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.
	2. **Legal Construction.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and these Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in these Bylaws.
2. **Dissolution of Organization**

In the event of formal dissolution, the net assets of the Organization shall be evenly distributed to the USA Lacrosse Texas Chapter.

1. **Approval of Bylaws**

These Bylaws of the Texas Girls High School Lacrosse League (“TGHSLL”) are hereby adopted and approved on this {xx} day of {Month}, {Year} and shall repeal in whole all, if any, previous Bylaws of the TGHSLL.

**Member Programs**

**Legislative Council Directors**

**State Executive Committee**

**Corporate Officers**

**Compliance Board Members**