

The Greater Philadelphia Lacrosse Officials Association (GPLOA)

BYLAWS

(Membership approved 01/29/07)

ARTICLE I

GENERAL PROVISIONS

Purpose.

These Bylaws constitute the code of rules for the regulation and management of the GREATER PHILADELPHIA LACROSSE OFFICIALS ASSOCIATION, INC. (the "Association"), as authorized by its Articles of Incorporation. As used in these Bylaws; the "Articles of Incorporation" refer to the Articles of Incorporation of the Association, as filed with the Commonwealth of Pennsylvania. These Bylaws are adopted in order to fulfill the objectives of the Association as stated in the Articles of Incorporation and to exercise the responsibilities conferred upon the Association under the auspices of the Commonwealth of Pennsylvania.

Not in limitation of the foregoing, the purposes of the Association are: (i) to provide officials for the sport of men's lacrosse, primarily at the high school and youth level in the Greater Philadelphia area; (ii) to instruct and educate players, coaches, parents, and fans of the sport of lacrosse and the rules governing play; (iii) to train, educate, and qualify persons for officiating the sport of men's lacrosse; (iv) to promote the growth and development of the sport of lacrosse in the Greater Philadelphia area; and (v) to engage in any other lawful activity as outlined in the ByLaws.

1.2. Amendments to Bylaws.

Any change in the Bylaws of the Association is not adopted unless each proposal is submitted to the Board of Directors for a vote as to whether the proposal should be adopted or be adopted with amendments. Proposals may be initiated by a vote of the Board of Directors, or by any two directors of the Association. No proposal to change the Bylaws is adopted unless a majority of the directors affirmatively vote to approve the proposal. Once adopted, any change to these Bylaws is immediately effective, unless some later date is designated in the proposal. Any amendments will be signed by the Board of Directors and filed in the minutes of the Board of Directors meetings.

ARTICLE II

BOARD OF DIRECTORS

2.1 General Responsibilities.

The affairs of the Association shall be managed under the direction of, the Board of Directors. In addition to the responsibilities and authority expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such responsibilities of the Association and do all such lawful acts and things as are authorized or permitted by law and these Bylaws.

2.2 Composition and Term.

The number of directors of the GPLOA shall be initially fixed at five. Subsequently, the number of directors may be changed upon the agreement of the membership, as evidenced by the vote of a quorum of members. Initially, the Board of Directors will consist of a three-member Executive Committee, a Recording Secretary and a Treasurer. The Board of Directors will designate certain Officers (see, Officers and Designated Officials, below) to fulfill operational roles within the Association. In addition, the Board of Directors will encourage the presence of at-large non-voting members in advisory capacities to fill any specific needs of the GPLOA not served by mandated roles.

Board members will serve a one-year term following election by the general membership at a designated meeting for that purpose. The term of a Board member begins upon the affirmative vote as ratified by the out-going Recording Secretary. Persons serving on the Board of Directors are limited to three (3) consecutive terms as a voting member.

2.3 Election, Nomination, and Qualifications.

The annual election of directors will be conducted in accordance with the procedures established here or elsewhere in these Bylaws.

(a) Any member of the Board of Directors for whom an election is required shall be chosen by the members of the GPLOA from a group of nominees, with those nominees who obtain the greatest plurality of votes being elected.

(b) The Board of Directors will compile a list of proposed nominations for each position on the board. Nominations may also be made by any member in good standing of the organization. No nomination will be placed on the annual election ballot unless the nominee has consented to the nomination. All nominations must be made and published two weeks before the meeting for the vote.

(c) The election will be conducted at a meeting called for this purpose.

2.4 Removal of Director.

One or more directors may be removed for cause by the affirmative vote of a two thirds or greater majority of the remaining members of the Board of Directors at a regular or special meeting of the Board of Director and a subsequent two thirds majority vote by the general membership. For purposes hereof, "cause" may include, but not be limited to, a director's failure to attend three consecutive meetings of the Board of Directors.

2.5 Vacancies.

Special circumstances, including cases of death, resignation, retirement, disqualification, or removal, requiring replacement of existing board members prior to the normal term will be addressed by the remaining board members on an as needed basis. A vacancy occurring in the Board of Directors shall be filled for the unexpired term by the affirmative vote of a majority of the members present at a meeting called for the purpose. A director elected by the membership to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

2.6 Board Committees and Advisors.

The Board of Directors may request participation in and designate from among the GPLOA membership one or more committees and advisors to assist in the operations of the Association on an as needed basis. These committees and/or advisors are not mandated roles (see, Officers and Designated Officials, below) as designated in these ByLaws and exist at the whim of the Board of Directors. The Board of Directors shall have the responsibility to remove any member of any committee or person in an advisory role, with or without cause, and to fill vacancies in and to dissolve any such committee or role.

2.7 Compensation.

Directors or members of the GPLOA may receive such compensation for their services as necessary to reimburse expenses accrued in the legitimate pursuit of the Association's business. Compensation will be approved by the Board of Directors and issued by the Treasurer. An accurate accounting of the compensation will be maintained and available to a general member at request.

No compensation will be made to any member of the Board of Directors or anyone in an advisory role to the Board of Directors other than to reimburse legitimate expenses. Assignors, though Officers of the Association, will be compensated for their work in assigning games.

ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

3.1 Meetings.

The Board of Directors will hold at least five regular meetings during each term year, and may call other regular meetings of the Board of Directors, or special meetings of the Board of Directors, at any time. Any matter relating to the affairs of the Association may be brought before the board.

3.2 Procedure Rules at Meetings.

It is understood that in the transaction of its business, the meetings of the members of the Association, its Board of Directors and its committees may be conducted with informality; however, this informality does not apply to procedural requirements required by these Bylaws. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure and as stated in these Bylaws.

3.3 Quorum Voting.

The presence in person of 60% (3) of the members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors. Each director shall have one vote on the Board of Directors. Once a quorum is established, all matters put to a vote before the Board of Directors will require the affirmative vote of a majority of directors voting on the matter, in the presence of a quorum, unless a greater majority is required by these Bylaws. In the event of a tie vote, the matter at hand will be resolved at a later date when all Directors have been polled and a majority gained.

3.4 Adjournments.

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

3.5 Participation by Conference Telephone.

Members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in a regular or special meeting of the Board or of such committee by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. Participation in a meeting pursuant to this Section 3.5 shall constitute presence in person at such meeting. Such participation will be duly noted in the official minutes of the meeting.

3.6 Written Consent Action by Board.

Any action required or permitted by law to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent, setting forth the action taken, is signed by a 60% majority of the directors. Prior to such action the secretary shall endeavor to notify all directors of the proposed action. This consent is the equivalent to a vote of the Board of Directors during a meeting with a quorum, and is to be filed and recorded with the minutes of the Association's Board of Directors.

3.7 Corporate Seal.

The Seal of the Association shall be in such form as the Board of Directors may from time to time determine. In the event that it is inconvenient to use such a Seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate Seal, the signature of the Association followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the Seal of the Association. The Seal shall be in the custody of the Recording Secretary and affixed by him or by his designated assistant on all appropriate papers.

ARTICLE IV OFFICERS AND DESIGNATED OFFICIALS

4.1 Number.

The Officers of the Association shall consist of a three member Executive Committee, a Recording Secretary and a Treasurer. Additionally, the Association shall designate from its members individuals to hold the following official positions: a Chief Trainer, a Rules Interpreter, and a Chief Assigner. The Board of Directors shall from time to time create and establish the duties of other officials and provide for the appointment of these officials as it deems necessary for the efficient management of the Association.

More than one appointed position may be held by the same individual, if necessary. However, in no case, may one individual have more than one vote on the Board of Directors or the membership, at large. The Chief Assigner cannot be a voting member of the Board of Directors. Each Officer and official of the Association must be a Member.

4.2 Election and Term.

All officers shall be appointed by the Board of Directors and shall serve at the will of the Board of Directors and until their successor have been elected and have qualified or until their earlier death, resignation, removal, retirement or disqualification.

All appointed positions shall be appointed by the Board of Directors and shall serve at the will of the Board of Directors. The appointed positions will have no term and will serve until removed by majority vote of the membership. All appointed positions will be defined and presented to the membership by the Board of Directors at a general meeting at which time those appointments may or may not be subjected to a ratification vote.

4.3 Removal.

The Board of Directors may remove any officer or official elected or appointed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby. A vacancy in the office of any officer may be filled by appointment of the Board of Directors for the unexpired portion of the term.

4.4 Executive Committee.

The Executive Committee shall have general supervision of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Committee shall preside at all meetings of the members and the Board of Directors of the Association. The Executive Committee may sign and execute all contracts and other obligations and documents in the name of the Association.

4.5 Recording Secretary.

The Recording Secretary shall maintain and provide access to the records of the Association as required; record the minutes of all proceedings of the Board of Directors of the Association; and report on matters to the Board of Directors and the membership of the Association. The Recording Secretary shall keep the minutes of all meetings of the members; have charge of the records and papers of the Association; and certify officials for appointment.

The Recording Secretary may affix the corporate seal, or its substitute, to any lawfully executed documents requiring it and shall sign such instruments as may require the Recording Secretary's signature. The Recording Secretary shall perform whatever additional duties and have whatever additional responsibilities the Board of Directors from time to time may assign.

4.6 Treasurer.

The Treasurer shall maintain the financial records of the Association; prepare or direct the preparation of the annual accounting and financial statement of the Association; and report on these matters to the Board of Directors. The Treasurer shall have charge of the books of account and keep the funds of the Association, endorse and deposit all checks, notes and other payments; pay all proper bills and expenses, and sign all receipts and vouchers for payments made to the Association; and render an accurate report of all receipts and disbursements and the financial condition of the Association at regular meetings.

The Treasurer will collect the dues of membership and keep an accurate account of the payment status of Members of the Association. The Treasurer shall perform whatever additional duties and have whatever additional responsibilities the Board of Directors from time to time may assign.

4.7 Chief Trainer.

The Chief Trainer shall be the primary training authority for the Association. In this capacity, the Chief Trainer will keep abreast of developments and techniques in training; develop or approve training programs to achieve the successful nurturing of new officials, and shall be responsible for training and supervision of the Members of the Association. The Chief Trainer will also be responsible for disseminating the mechanics to be used by the Association's members for Association assigned games.

In addition, the Chief Trainer will maintain a qualitative evaluation of the skill level and experience of each Member and will report to the Board of Directors regularly the status of the skill level of the Membership, at-large. The Chief Trainer will create and maintain a program of in-season observation and improvement for active Members of the Association. The Chief Trainer shall perform whatever additional duties and have whatever additional responsibilities the Board of Directors from time to time may assign.

4.8 Rules Interpreter.

The Rules Interpreter shall be responsible for rules interpretations. This person will serve as a liaison between the National Federation of High School Associations, the US Lacrosse Men's Division Officials Council, or subsequent organization that establishes itself as a rule making body for Pennsylvania high school and youth lacrosse. The Rules Interpreter shall be accessible to the Association's membership for consultation and shall conduct regular meetings on rules and their interpretation. The Rules Interpreter shall perform whatever additional duties and have whatever additional responsibilities the Board of Directors from time to time may assign.

4.9 Chief Assignor and other Assignor(s).

The Chief Assignor shall be the appointing authority for games which are assigned by the Association and, as such, the interface between the Association and the schools it serves. Based upon workload and need, the Board of Directors may appoint one or more Area Assignors and delegate any amount of responsibilities to such persons. All Assignor(s) shall be entitled to compensation for performing the task of assigning games.

The Chief Assignor will work closely with the Chief Trainer and will ensure that assignments are made so as to improve the skills of the membership, provide opportunities for observation and critique and provide the best service possible to the schools in the area. The Assignor(s) shall perform whatever additional duties and have whatever additional responsibilities the Board of Directors from time to time may assign.

ARTICLE V MEMBERS

5.1 Members.

Members shall be those persons who shall apply for membership, satisfy the membership criterion as may be established by the Board of Directors from time to time, and be accepted as members by the association. To remain as members in good standing, members must attend the minimum required number of meetings as establish by the Board of Directors and satisfy other required member obligations including payment of required dues and fees.

All membership criteria shall be published in a public forum. Members are expected to know and adhere to the requirements of membership. Prospective members need not reside in the GPLOA area as long as they are willing to act as officials for games within that area, as assigned by the Assignor.

5.2 Insurance.

The Association may obtain and maintain insurance, which may be obtained independently or through its affiliation with U.S. Lacrosse, Inc., the U.S. Lacrosse Official's Council, or a similar organization, to protect the members, directors, and officers from loss due to (i) injuries sustained while participating in or traveling to and from an activity on behalf of the Association, including officiating Association-scheduled games, and (ii) claims made by third parties against members, directors, or officers for injury or property damages sustained while such individual was participating in or traveling to and from a Association activity, including officiating Association-scheduled games. If the Board of Directors determines that such insurance is necessary or desirable it may determine the extent, policy's limit, deductible and other terms of such coverage.

Should it be prudent to do so, the Board of Directors may require the members of the Association to make their own arrangements for insurance and may require proof of that insurance coverage as a criteria for membership.

5.3 Annual Business Meeting.

The annual meeting of members of the Association shall be held one time each year, at such time and place as shall be designated by the Board of Directors. The business to be conducted by the members at the annual meeting shall be the election of directors in accordance with Section 2.3, or as otherwise provided by law or by these Bylaws and other matters, so long as notice of the general matters to be address is given to the membership two (2) weeks prior to the meeting. Notice of the time and place for the annual meeting will be given at least three (3) weeks prior to the date of the meeting.

5.4 Special Meetings.

A special meeting of the members may be called at any time by the Board of Directors. Only such business shall be transacted at a special meeting as may be stated or indicated in the notice of such meeting. All effort will be made to publicize the meeting in advance as the situation warrants. If notice is not possible ahead of three weeks, proxy voting will not be available (see Proxies, below).

5.5 Quorum.

The presence of at least 75% of the members, either in person or by proxy, shall constitute a quorum. Except as otherwise required by law or these Bylaws, the act of a majority of the members at any meeting at which a quorum is present shall constitute an act of the members' meeting. The members present at any meeting, whether or not a quorum is present, may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

5.6 Votes of Members.

Each member shall be entitled to one (1) vote upon each matter submitted to the membership. If a matter must be submitted for re-vote, the vote will be treated as a new matter and the member is not committed to the earlier vote.

5.7 Proxies.

At all meetings of the members, a member may vote either in person or by proxy executed in writing by the member. Proxies must be in writing, specific to the matter at hand and signed by the member. If any of these criteria are not met, the proxy vote is invalid. Once a proxy vote has been received, the member forfeits the opportunity to vote on the matter in person, unless the matter is subject to a re-vote (see, Votes of Members above). The member may participate in other matters requiring a vote at the same meeting, however. Such proxies shall be filed with the Recording Secretary before or at the time of the meeting.

5.8 Annual Dues.

The annual dues for the Membership shall be set annually by the Board of Directors of the Association. Payment of the annual dues by a designated due date is required before participation in any membership voting activity or assignment to any paying game.

5.9 Suspensions, Expulsions and Removals.

A member of the Association, an officer or a member of the Board of Directors of the Association may be suspended, expelled or removed from office and/or membership if it is determined by a two-thirds vote of the Board of Directors that such action should be taken due to one or more of the following:

1. If the member, officer, member of the Board of Directors is unable or fails to perform the person's duties or responsibilities to the Association.

2. If the member, officer or member of the Board of Directors, acts or continues to act in a manner which is significantly detrimental to the sport of lacrosse or the purposes of the Association.

Such action may be taken by the Board of Directors only after giving the Member, officer or member of the Board of Directors not less than thirty (30) day's prior written notice of the proposed action, the reason for the proposed action, and after giving the member, officer or member of the Board of Directors a reasonable opportunity to be heard orally or in writing prior to any such action. A Member, officer, or member of the Board of Directors may waive the opportunity to be heard, waive such notice or agree to a shorter notice.

The Board of Directors and the membership respects the privacy of the Association's members and will seek to deal with each person on an individual basis while attempting to provide for the best interest of the Association and the member.

5.10 Waivers.

As a requirement to recognition as a member of the Association, each individual shall execute and deliver to the Secretary a waiver of liability that releases the Association, its directors, officers, and members from liability for any injuries or damages to person or property arising out of that individual's membership in the Association or participation in any games, clinics, or other activities sponsored, sanctioned, serviced, or scheduled by the Association. The waiver shall further certify the Member's acceptance of his individual obligation to report all compensation from the Association to any appropriate local, Commonwealth or federal taxing authorities.