

**BYLAWS OF THE
CONNECTICUT LACROSSE OFFICIALS ASSOCIATION, INC.**

ARTICLE I: NAME AND NATURE

1. Name. The name of this corporation shall be the Connecticut Lacrosse Officials Association, Incorporated (hereinafter the “Corporation”).
2. Nature: The Corporation shall operate as a non-profit, nonstock corporation and all funds shall be expended in accordance with applicable provisions of the Certificate of Incorporation of the Corporation.

ARTICLE II: PURPOSE

The purpose of this Corporation shall be:

1. To unite in the membership of this Corporation, active high school and prep school lacrosse officials.
2. To help develop among the members a thorough understanding of the official rules of the game and to encourage every official to enforce all of these rules in spirit as well as in letter.
3. To surround the game of lacrosse with proper safeguards: to aid and assist with the spirit of sportsmanship, honest and fair play, and to foster a cooperative atmosphere between the official, principal, coach, player and athletic director.
4. To cooperate with other organizations officially connected with the game of lacrosse in furthering its interests and ideals.
5. To generate interest for potential candidates for future growth and perpetuity through trained and capable officials.

ARTICLE III: OFFICES

The principal office of the Corporation shall be located at the residence address of the Assigning Authority, which is presently 601 Silver Street, Coventry, Connecticut, 06238. The corporation may have such other offices, either within or without the State of Connecticut, as the board of directors may determine from time to time.

ARTICLE IV: MEMBERS

A. Classes of Members. The members of the corporation shall be divided into four (4) classes as follows: Active, Retired, Associate, Honorary, and Life. The qualifications for membership in each class are set forth as follows:

1. **Active Membership**. Applicants for Active Membership must annually file with the Assigning Authority an application accompanied by the annual dues. All active members must annually pass a written examination on the rules of lacrosse. All applications for active membership must be annually approved by the Board of Directors.
2. All Active Members shall be required to attend a majority of meetings of the Corporation during the lacrosse season. Failure to attend the required number of meetings may result in suspension from the Corporation subject to the action of the Board of Directors. The Board of Directors shall maintain a point system for active members and failure to attain the required points is a violation of Section E. Suspension of Members and Termination of Membership, below. All Active Members shall be entitled to vote.
3. **Retired Membership**. Any member of this Corporation who ceases to be active in officiating, may elect to be a retired member, providing that person has been an active member of the Corporation in good standing. These members shall pay dues as established by the Board of Directors but shall not be entitled to vote, hold office or officiate games.
4. **Associate Membership**. This category consists of those persons officially connected with the game of lacrosse. Applicants for Associate Membership must be approved by the Board of Directors. These members shall pay dues as established by the Board of Directors but shall not be entitled to vote or hold office.
5. **Life Membership**. Any member of the Corporation who ceases to be an active official providing the member has been in good standing for a period of at least fifteen years, or has held the office of President, or who has made an outstanding contribution to the corporation, shall, when nominated by the Board of Directors and voted by a majority of the members of the Corporation, become a non-dues paying, non-voting Life Member of the Corporation. A suitable certificate shall be awarded to those elected to Life Membership.

B. Transfer Members. Before approval by the Board of Directors, a new member transferring from another board must submit a letter to the Board of Directors from the assignor or an Officer of the previous Corporation the transferee was a member of. This letter should state that the transferee was a member in good standing of his former board and must verify and prove testing and training equal to that of the Corporation. Upon application to and approval by the Board of Directors, an active member of a like board may be accepted into membership in this Corporation for the balance of the season as an active member on probation status, subject to immediate non appealable revocation of membership by the Board of Directors.

C. Membership. Any persons 18 years of age or older who are physically and mentally fit and who are interested in the objects of this Corporation and in the development of the game of lacrosse and lacrosse officiating are eligible for membership and may be active members by annually making an application for a specific membership category (as set forth above) and giving satisfactory proof to the Board of Directors of their qualifications. Life and retired members do not have to make an annual application. Each application shall be considered by the Board of Directors at its regular meeting, or at any special meeting of the Board, and approved or disapproved. Applicants whose applications are so

approved shall become members of the specified membership category of the corporation on payment of the required initiation fee and dues as set forth in Article IX. Dues And Assessments.

Any applicant who has been disapproved by the Board of Directors shall have the privilege of review by the membership at large, according to such procedure as may be fixed by the Board of Directors.

D. Voting Rights. Each Active Member in good standing is entitled to one vote on each matter submitted to a vote of the members.

E. Suspension of Members and Termination of Membership. Any member found guilty of violating the Bylaws of the Corporation may be censured, suspended, or expelled from active membership in the following manner:

The report of violation shall be referred to the Board of Directors for investigation and action.

1. The Board of Directors, by majority vote, may censure, suspend, fine, and/ or expel a member for cause after having given that individual an opportunity to appear before the Board of Directors.
2. Specific actions which may lead to the above mentioned disciplinary action include but are not limited to:
 - a. Failure to pay financial obligations required by the Corporation.
 - b. Repeated inattention to Corporation obligations and responsibilities.
 - c. Violation of attendance requirements at scheduled meetings.
 - d. Failure to take or pass the written annual examination.
 - e. Any conduct not in the best interests of the Corporation or which tends to discredit the Corporation.
 - f. Turning back a game less than 48 hours before it is played. Unusual circumstances would be handled on an individual basis. The consequences of this violation would be the loss of a full game fee.
 - g. Failure to attain the annual point requirement.

F. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

G. Reinstatement. On written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership on such terms as the board of directors may deem appropriate.

H. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE VI. MEETINGS OF MEMBERS

A. Meetings.

1. The Annual Meeting of the Corporation shall be held at the call of the Board of Directors, prior to July 1 of each year, for the purpose of electing directors/officers and for the transaction of such other business as may come before the meeting.
2. Regular meetings shall be held during the lacrosse season as determined by the Board of Directors.
3. Special meetings shall be held as the Board of Directors or President may direct and shall be called by the President when requested to do so by a written petition including at least 25 percent of the current membership of active officials.

B. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail or by email, to each member entitled to vote at such meeting, not less than five (5) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. If emailed, the notice of a meeting shall be deemed to be delivered when sent via email to the member at his or her email address as it appears on the records of the corporation.

C. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter.

D. Quorum. Active Members holding 30% of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

E. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy.

F. Voting by Mail or Electronic Mail. The Corporation may adopt any rule of conduct or procedure, or pass any motion in conformity with these Bylaws by mail or email vote in the following manner. Such proposal shall first have the approval of the Board of Directors. Thereafter, the will of the Corporation may be determined by mailing or emailing to each voting member a statement of the question and allowing a period of at least five (5) days from the date of the mailing for a written or electronic reply. Such proposal shall be considered as having passed if a majority of the votes shall be in the affirmative.

ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS

A. General Powers. Directors and Officers. The affairs of the corporation shall be managed by its Board of Directors (which may also be referred to as the Executive Board). The directors shall also be the officers of the corporation.

1. Number, Tenure and Qualifications. The number of directors shall be twelve (12) and shall consist of the President, Vice President, Secretary, Treasurer, Assigning Authority, the immediate Past President, Rules Interpreter and six (6) members at large. The directors shall be elected at the annual meeting of members, and the term of office of each director shall be for two (2) years or until the election and qualification of his or her successor.

Prior to the annual meeting, the President shall solicit nominations for directors from the membership.

All elections shall be by majority vote of Active Members present and voting.

2. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall be an ex-officio member of all Committees. The President may appoint a parliamentarian who shall advise the President.
3. The Vice President shall assume the duties of the President in the absence of the President.
- 4a. The Secretary shall keep a record of all meetings of the Corporation and of the Board of Directors. He shall attend to all correspondence of the Corporation and shall maintain a complete roster of members with full addresses and telephone numbers. The Secretary shall perform such other duties as may be delegated from time to time by the Board of Directors.
- 4b. The Treasurer shall be custodian of the funds of the Corporation and shall be prepared to present a statement of receipts and expenditures at each meeting. The expenses incurred by members of the Board of Directors (or members of the Corporation approved by the Board of Directors) in conducting the business of the Corporation shall be paid from the funds of the treasury. All disbursements shall be made by the Treasurer.
- 5a. The Secretary shall be compensated in an amount to be determined at an Executive Board meeting prior to or at the Annual Meeting. If no action is taken, the current level of compensation shall prevail for the next season or until action is taken.

- 5b. The Treasurer shall be compensated in an amount to be determined at an Executive Board meeting prior to or at the Annual Meeting. If no action is taken, the current level of compensation shall prevail for the next season or until action is taken.
6. The Assigning Authority shall maintain, and use in determining assignments, a record of open and closed dates of all active members as well as their qualifications to actively officiate. He will assign members to all games for which CLOA has been contracted to service. The Assigning Authority has the sole discretion to assign and re-assign members to any and all games. Each season, the Assigning Authority will endeavor to ensure that each member with three (3) or fewer years of experience will work at least one (1) game with a veteran member of the Corporation. He shall notify all members and school officials of assignments and duties prior to the start of the lacrosse season. The Assigning Authority shall be compensated in an amount to be determined at an Executive Board meeting prior to or at the Annual Meeting. If no action is taken, the current level of compensation shall prevail for the next season or until action is taken.

B. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the Annual Meeting of Members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

C. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors, and shall be held at the principal office of the Corporation or at such other place as the directors may determine.

Notice of any special meeting of the Board of Directors shall be given at least two days prior to the meeting by written notice delivered personally or sent by mail or email to each director at his or her address or email address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent to the email address as it appears in the record of the Corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

D. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

E. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

F. Vacancies. Any vacancy occurring in the board of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

ARTICLE VIII. COMMITTEES

A. Standing Committees. The President shall appoint members of the following committees and the members of any special committees he wishes to create:

1. The Banquet Committee shall consist of two (2) or more members.
2. The Budget and Finances Committee shall consist of two (2) or more members including the Treasurer.
3. The Audit Committee shall consist of two (2) or more members.
4. The Better Officiating Committee shall consist of three (3) or more members, including the Assigning Authority. The Committee has the power to set its own rules, procedures and standards to maintain the professionalism and excellence of the Corporation's members.

ARTICLE IX. DUES AND ASSESSMENTS

The dues, assessments, and deadline for payment of dues and assessments shall be fixed annually at a regular meeting of the Board of Directors of the Corporation, subject to change by majority vote of the Active Members. If no action is taken, the current level and policy regarding dues and assessments shall prevail until action is taken.

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

A. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

B. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

C. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

D. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE XI. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Director and committees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

The Corporation shall conduct an audit of its financial records yearly by the Audit Committee.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Revised Connecticut Nonstock Corporation Act or under the provisions of the Articles of incorporation or the bylaws of the corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the same, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. APPEALS

Any member of this Corporation who desires to appeal a decision or action shall have the right to submit in writing a Statement of Appeal to the Board of Directors. The Board of Directors shall, in a timely manner, make the final determination regarding the action being appealed.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE XV. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted at a regular or special meeting of the Active Members by a two-thirds vote of the Active Members present and voting

provided that the proposed amendments have been submitted in writing, to the Secretary of the Corporation at least five (5) days prior to such regular or special meeting.

ARTICLE XVI. TERMS OF MEMBERSHIP, OFFICERS, DIRECTORS AND FISCAL YEAR OF CORPORATION.

The term for membership, officers, directors and the fiscal year of the corporation is July 1 of each year to June 30 of the following year, except that the terms for officers and directors shall be for two years commencing July 1 in even years.

ARTICLE XVII. ANTI-NEPOTISM POLICY

Whenever an officer or Executive Board member has a financial or personal interest in any matter coming before the executive board, the board shall ensure that:

- The interest of such officer or member is fully disclosed to the executive directors.
- No interested officer or member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the executive board at which such matter is voted upon.
- Any transaction in which a officer or member has a financial or personal interest shall be duly approved by members of the executive board not so interested or connected as being in the best interests of the organization.
- Payments to the interested director or member shall be reasonable and shall not exceed fair market value.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

These Bylaws were adopted at a meeting of the Directors of the Corporation on February 9, 2010.

These Bylaws were amended at a meeting of the Directors of the Corporation on October 3, 2011.

These Bylaws were amended at the Annual Meeting of CLOA on March 4, 2013

These Bylaws were amended at the Annual Meeting of CLOA on March 16, 2014

Andrew Speyer, Secretary