



*By-Laws*

*of the*

*Oregon Lacrosse Officials Association*

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**Article I**

**Name and Purposes**

**Section 1.1. Name.** The name of this organization is the "Oregon Lacrosse Officials Association" (referred to in these By-laws as "OLOA").

**Section 1.2. Purpose.** The purpose of the OLOA is to recruit, train, and retain qualified officials for sanctioned men's and boy's lacrosse games or related events of the Pacific Northwest Collegiate Lacrosse League (PNCLL), the Oregon High School Lacrosse Association (OHSLA), the Oregon State Athletic Association (OSAA), Oregon Youth Lacrosse Association (OYLA), Pacific Northwest Lacrosse Association (PNLA), and U.S. Lacrosse (USL), or their related or successor organizations.

Section 1.3. Activities. Without limiting other activities of the OLOA that are consistent with its purpose, the core activities of the OLOA include:

1. developing a process to recruit, train, and retain competent lacrosse officials;
2. developing a core of knowledgeable lacrosse rules clinicians who are dedicated to coaches, officials, participants and to the game itself;
3. developing a registration process that is thorough, accurate, and prompt;
4. maintaining officers who are responsive to the needs of the PNCLL, OHSLA, OSAA, OYLA, PNLA, and USL;
5. providing educational opportunities in the form for officiating clinics, workshops, and/or classes to officials, coaches, and players;
6. promoting uniformity in the mechanics and interpretation of the rules of the game;
7. fostering an observance of both the spirit of the game, and the letter of the playing rules;
8. striving to maintain a positive work environment for all Oregon men's and boy's lacrosse officials, in conjunction with the PNCLL, OHSLA, OSAA, OYLA, PNLA, and USL.

## **Article II**

### **Members, Meetings and Voting**

Section 2.1. Members. The Members of OLOA shall consist of three classes: Active Members, Sustaining Members, and Honorary Members.

Section 2.2. Active Members. Active Members shall be those persons who are in training for certification or who have been certified by the OLOA to officiate men's and boy's lacrosse games for which the OLOA is the assigning authority, and who have paid their annual dues and other assessments required by the OLOA.

Section 2.3. Sustaining Members. Sustaining Members shall be those persons who have not been certified to officiate lacrosse games, but who have paid their annual dues and who serve the OLOA in one or more of the following capacities:

- a. an Officer of the OLOA;
- b. a participant in the business management of the OLOA;
- c. a supervisor, teacher, or trainer of the Active Members; or
- d. a recruiter of Membership in the OLOA.

Section 2.4. Honorary Members. Honorary Members shall be those persons who have been designated as such by the Membership of the OLOA in recognition of distinguished

services or contributions to the OLOA. Honorary Members need not pay annual dues to the OLOA.

Section 2.5 Annual Meeting. The annual meeting of Members of the OLOA shall be held one time each year, at such time and place as shall be designated by the Chairman. Any business may be transacted at an annual meeting, except as otherwise provided by law or by these By-laws. The Chairman shall give notice of the time and place for the annual meeting at least two (2) weeks prior to the date of the meeting.

Section 2.6. Special Meetings. A special meeting of the Members may be called at any time by the Chairman or by a majority of the Officers. Only such business shall be transacted at a special meeting as may be stated or indicated in the notice of such meeting.

Section 2.7. Quorum. The presence of at least five percent (5%) of the Active and Sustaining Members, but not less than five (5) Active or Sustaining Members, either in person or by proxy, shall constitute a quorum. Except as otherwise required by law or these By-laws, 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.

Section 2.8. Proxies. At all meetings of the Members, an Active or Sustaining Member may vote either in person or by proxy executed in writing by the Member. Such proxies shall be filed with the Secretary before or at the time of the meeting.

Section 2.9. Votes of Members. Each Active or Sustaining Member shall be entitled to one (1) vote upon each matter submitted to the Membership.

Section 2.10. Presiding Officer. The Chairman shall preside at and the Secretary shall keep the records of each meeting of the Members. In the absence of either such Officer, the duties shall be performed by the Vice-Chairman or some such person appointed by the Chairman for such meeting.

Section 2.11. Electronic Forms of Meeting and Proxies. Any meeting of the Members may be held by teleconference, videoconference or other electronic means. For purposes of submitting proxies, those sent to the presiding Officer by facsimile transmission, e-mail or other electronic transmission shall be deemed to be the same as an executed original.

Section 2.12. Annual Dues. The annual dues for the Active and Sustaining Members shall be set annually by the Officers of the OLOA.

## **Article III**

### **Officers**

Section 3.1. Titles and Term of Office. The Officers of the OLOA shall be a Chairman, two (2) Vice-Chairmen, a Secretary, a Treasurer, and two (2) Members At Large. Each Officer shall hold office for a term of two (2) years, beginning with such person's election at the annual meeting and continuing until such person's successor shall have been duly elected or until such person's death or resignation. A person may hold more than one office. The terms of the Chairman and Secretary shall begin and end in odd-numbered years, and the terms of the Vice-Chairmen and Treasurer shall begin and end in even-numbered years. Members at Large shall begin and end in even numbered years. Officers shall be elected at the annual meeting of the association or at any special meeting of the association held for that purpose.

Section 3.2. Vacancies. A vacancy in the office of any Officer may be filled by appointment by the Chairman for the un-expired portion of the term.

Section 3.3. Chairman. The Chairman shall be the chief executive Officer of the OLOA and shall be in general charge of the properties and affairs of the OLOA in the ordinary course of its business. The Chairman may sign and execute all contracts and other obligations and documents in the name of the OLOA. The Chairman may create committees and direct the conduct and administration of such committees. The Chairman shall preside at all meetings of the Members.

Section 3.4. Vice-Chairmen. The Vice-Chairmen shall have such powers and duties as may be assigned to them by the Chairman and shall exercise the powers of the Chairman during that Officer's absence or inability to act. A Vice Chairman will be elected from the Portland Metro Area and one from outside the Portland Metro Area.

Section 3.5. Secretary. The Secretary shall keep the minutes of all meetings of the Members; have charge of the records and papers of the OLOA, all of which shall at all reasonable times be open to the inspection of any Member upon application at the office of the Secretary during business hours; and perform such other duties as assigned by the Chairman.

Section 3.6. Treasurer. The Treasurer shall have charge of the books of account and keep the funds of the OLOA, 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 OLOA; render an accurate report of all receipts and disbursements and the financial condition of the OLOA at all regular meetings; and perform such other duties as assigned by the Chairman.

Section 3.7. Members at Large. Members at Large shall have such powers and duties as may be assigned to them by the Chairman.

## Article IV

### Indemnification, Insurance, and Waivers

Section 4.1. General Indemnity. The OLOA shall indemnify the Officers from liabilities incurred in their capacity as Officers of the OLOA to the full extent permitted by Oregon law, provided, however, that such indemnity obligation shall not extend to claims that are outside of the coverage of the form of officers and directors liability insurance available through U.S. Lacrosse, Inc.

Section 4.2. Officer Insurance. The OLOA shall have the power to purchase and maintain insurance to provide indemnity on behalf of any person who is or was an Officer of the OLOA, or who is or was serving at the request of the OLOA as a trustee, director, Officer, employee or representative of the OLOA, against liability asserted against such person and incurred by a person in any such capacity, or arising out of such person's status as such. If such insurance is purchased it is not required to be broader in coverage than the standard form of officers and directors liability insurance available through U.S. Lacrosse, Inc. The Officers shall determine the extent, policy limits, deductible and other terms of such coverage

Section 4.3. Member Insurance. The OLOA may require it's Members to individually maintain liability insurance or other insurance, which may be obtained independently or through affiliation with U.S. Lacrosse, Inc. or a similar organization, to protect the Members in relation to their activities as lacrosse officials and as Members of this association. Obtaining and maintaining such insurance may be a condition of membership in this association. The Officers shall determine the extent, policy limits, deductible and other terms of such coverage.

Section 4.3. Waivers. The OLOA may require, as a condition to recognition as an Active or Sustaining Member of the OLOA, that each individual execute and deliver to the Secretary or Treasurer a waiver of liability that releases the OLOA, its Officers and Members from liability for any injuries or damages to person or property arising out of that individual's Membership in the OLOA or participation in any games, clinics or other activities sponsored, sanctioned, serviced or scheduled by the OLOA. Any such waivers may further certify the Member's acceptance of such person's individual obligation to report all compensation from the OLOA, if any, to any appropriate local, state or federal taxing authorities.

## Article V

### Amendments

Section 5.1 Amendments. These By-laws may be amended, altered or repealed by the affirmative vote of the majority of the Active and Sustaining Members at any annual

meeting, or at any special meeting, if notice of the proposed action is contained in the notice of such special meeting.

#### AMENDMENTS

#1-2009 (ADDED OCT 2009)

***“In order to ensure a balanced representation of expanding geographic regions, The Chairman of the OLOA may recommend to the board the creation of additional Member at Large positions. Given the approval of a simple majority of the Board, additional Member at Large positions may be created. Newly approved Members at Large shall be filled through the standard election process, (Article III Section 3.1) The Chairman may appoint, with a simple majority of the board approving, a person to fill a vacant position (Article III Section 3.2) in order to expeditiously fill the vacant position prior to the subsequent election cycle. Said nominee must reside in the region to be represented.”***