

Central New York Board of Women's Lacrosse Officials, Inc. (CNYBWLO)
By-Laws

Original 2/6/2002

Second Amendment 01/21/2008, Accepted by Vote 1/23/2008

Language update reflecting US Lacrosse re-organization, 01/29/2014

Third Amendment 06/28/2017, Accepted by Vote 7/31/2017

CHAPTER 1: INTRODUCTION & PURPOSE

Section 1.1 These are the By-Laws of the Central New York Board of Women's Lacrosse Officials Inc. (hereafter referred to as "CNYBWLO Inc." or "Corporation"), which serve to govern the operations of this corporation only.

Section 1.2 The purpose of the corporation is to define guidelines and establish optimum standards of business practices, assigning procedures, and conduct of officials within the Central New York Board of Women's Lacrosse Officials Inc. By addressing and monitoring the issues of procedures and grievances, it is hoped to facilitate a more consistent process and better understanding between the officers, officials, and schools involved in this process.

Section 1.3 These By-Laws are to be interpreted consistent with the By-Laws of U.S. Lacrosse, Inc., the U.S. Lacrosse Women's Game, the U.S. Lacrosse Women's Game Officials Sub-committee (hereafter referred to as "WGOSC"), and the Women's Game Official's Policy and Procedures Manual that serves as the policy book of the WGOSC.

Section 1.4 The principle offices of the corporation shall remain with the Chair of the Board of Directors of the Corporation. The Chair shall reside in one of the counties of New York State that is served by the Corporation members. The Corporation may also have offices as such places within or without this state as the board may from time to time determine or the business of the Corporation may require.

CHAPTER 2: MEMBERSHIP

Section 2.1 Any U.S. Lacrosse rated or probationary women's lacrosse official who is a member of one of the following U.S. Lacrosse Women's Game Officials Local Officiating Boards (Binghamton, Rochester, Syracuse, or Watertown).; who pays dues through their Local Board; and who is a member in good standing of U.S. Lacrosse, Inc.; is considered a member of CNYBWLO Inc.

Section 2.2 Rated or probationary officials are defined by the Women's Game Officials Sub-committee of U.S. Lacrosse, Inc. as found in the Women's Game Officials Policy and Procedure Manual.

Section 2.3 College officials of the CNYBWLO Inc. are defined as members in good standing of one of the CNYBWLO Inc. US Lacrosse Local Officiating Boards and who have a International, or CWLOA rating.

Section 2.4 Voting members of CNYBWLO Inc. include college officials only.

CHAPTER 3: The BOARD OF DIRECTORS

Section 3.1 The Board of Directors (hereafter referred to as "BOD") of the corporation will include the elected position of Chair, and one (1) Local Officiating Board Representative from each of the established U.S. Lacrosse WGOSC Local Officiating Boards as per Section 2.1. These representatives shall be college officials elected from their Local Officiating Board prior to the corporation annual BOD meeting. Elected directors shall be college officials in good standing with one of the corporation's Local Officiating Boards.

Section 3.2 Term of Office:

a. The elected officer [Chair] shall serve a four (4) year term, commencing on August 1st of the election year. The Chair shall be elected by the membership via an electronic vote. The term of office will commence on August 1st of the election year. The Board of Directors members may serve succeeding terms, dual offices, and shall serve until a replacement has been elected.

Section 3.3 The Corporation Chair shall appoint a Secretary from the Board of Directors, and preside at the meeting/s of the Corporation and the Board of Directors. The Chair shall direct the Board of Directors to fulfill the following responsibilities: organize the annual BOD meeting solicit nominations and conduct a vote, prior to the annual BOD meeting, of the college officials for the elected position of the Chair.

Section 3.4 The secretary shall keep the corporate minutes of the Executive Committee meetings, as well as attend to giving and serving of all notices of the corporation.

Section 3.5 If any Board of Directors member cannot attend a particular event or fulfill a particular duty on a limited basis, they may appoint a proxy to perform the duty in their stead, providing: a.) proxy is a member in good standing of U.S. Lacrosse and a college official of CNYBWLO Inc., b.) Board of Directors member has notified the Board of Directors membership of their intent to appoint the proxy, and c.) term expires at the conclusion of the particular event or time period.

Section 3.6 Any Board of Directors member may be removed from office, for any reason, by a two-thirds majority of the CNYBWLO Inc. members, present at a meeting warned for that particular purpose, provided that a quorum exists. Notice of the meeting

and its purpose must have been sent by mail or other reasonable means to college officials, including the Board of Directors member, at least fifteen (15) days prior to the meeting, and the Board of Directors member must be given an opportunity to speak at the meeting.

CHAPTER 4 Local Officials Board (LOB)

Section 4.1 The U.S. Lacrosse Local Officials Boards within CNYBWLO Inc. (Binghamton, Rochester, Syracuse, Watertown) shall be governed by their individual executive committees that will consist of at least three (3) individuals, including a Chair, Treasurer, Interpreter, Training Coordinator, Representative to the NYSPHSAA, and an Assignor.

Section 4.2 The Local Officiating Board (hereafter referred to as "LOB") shall operate consistent with the CNYBWLO Inc. By-Laws as well as the U.S. Lacrosse WGOSC Local Officiating Board guidelines and policies as per the Women's Game Officials Policy and Procedures Manual, and consistent with the NYSPHSAA policies for High School girls' lacrosse as per NYSCOGL. The LOB may add additional guidelines as they deem necessary for the operation of their LOB.

Section 4.3 The LOB Executive Committee will elect a representative to the CNYBWLO Inc. Board of Directors prior to the corporation's annual BOD meeting.

Section 4.4 Any LOB representative may be removed from office, for any reason, by a two-thirds majority of the CNYBWLO Inc members, of that specific Local Board, present at a meeting warned for that particular purpose, provided that a quorum exists. Notice of the meeting and its purpose must have been sent by mail or other reasonable means to the membership of the Local Board, including the LOB representative, fifteen days prior to the meeting, and the Board of Directors member must be given an opportunity to speak at the meeting.

CHAPTER 5 MEETINGS

Section 5.1 The Board of Directors (BOD) of the Corporation may call any meetings deemed necessary to conduct the business of the membership.

Section 5.2 Notification of meetings shall be made at least ten (10) days prior to the scheduled date of the meeting. Notification may be made to the members via USPS or other electronic means.

Section 5.3 A quorum for the transaction of business at any meeting of the CNYBWLO Inc. BOD shall exist if a majority of the Board of Directors members are present. A majority of a quorum is needed to pass a transaction.

Section 5.4 Every member entitled to vote at a meeting of the BOD, or entitled to express consent or descent without a meeting, may authorize another person to act for

him by proxy. Every proxy must be signed by the member and expire at the conclusion of the event or a designated time period. Every proxy shall be revocable by the member executing it.

CHAPTER 6: CONFLICT OF INTEREST AND ETHICAL PRACTICES

Section 6.1 No member of CNYBWLO Inc. may vote on any matter in which they have a financial interest, in which any member of their immediate family has a financial interest, or on any other matter in which they have a conflict of interest. If a member of CNYBWLO Inc. becomes aware of any matter that could be considered a conflict of interest, they shall immediately disclose that conflict to the appropriate chairperson.

Section 6.2 All members of CNYBWLO Inc. must follow the USLacrosse Officiating Code of Ethical Conduct. All officials must follow the U.S. Lacrosse Women's Game Officials Policy and Procedures Manual for guidance concerning ratings, payment of dues, conduct, and other matters. All members must apply the U.S. Lacrosse Rules of Women's Lacrosse consistent with official interpretations of those rules.

CHAPTER 7: AMENDMENTS TO BY-LAWS

Section 7.1 These By-Laws may be amended or repealed by two-thirds (2/3) affirmative vote of the college officials of CNYBWLO Inc.

Section 7.2 Any member in good standing may propose changes to the By-Laws by submitting in writing the proposed changes with rationale to the Chair.

Section 7.3 Prior notice of any proposed amendment or repeal of any By-Law should be contained in a notice of such action for which it will be voted on. This notice should be issued to the members of CNYBWLO Inc. at least fifteen (15) days before the scheduled vote deadline, or meeting date scheduled for the vote.

CHAPTER 8: TRANSACTION BY OTHER MEANS

Section 8.1 Whenever any action by CNYBWLO Inc. or its Board of Directors, is required, that action may be conducted by telephone, or other electronic means, in a manner in which all participants may communicate with each other simultaneously.

Section 8.2 Any action by electronic balloting is acceptable provided reply e-mails all originate from a member who has indicated consent to the use of e-mail as their official ballot.

Corporate Annual Schedule:

Hold an annual meeting of the Executive Committee [BOD].

August 1st in year of election

Board of Directors positions commence their term of office.

All elected positions of Corporation commence their term of office.