

BYLAWS OF NORTH TEXAS LACROSSE OFFICIALS ASSOCIATION, INC. (NTLOA)

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BYLAWS OF NORTH TEXAS LACROSSE OFFICIALS ASSOCIATION, INC.

ARTICLE I

1. Purpose:

- 1.1. Primary Purpose:** The North Texas Lacrosse Officials Association, Inc. (the “Association”) is organized consistent with the bylaws, policies and rules of USA Lacrosse, Inc., formerly US Lacrosse, Inc. (“USA Lacrosse”), to be operated exclusively to recruit, retain, train and develop referees, assessors, instructors and assignors in North Texas to serve the sport of lacrosse in scheduled games.
- 1.2. Additional Purposes:**
 - 1.2.1.** To develop among its members an understanding of the official rules of the game and to encourage every official to enforce all of these rules in the spirit as well as in the letter of the law.
 - 1.2.2.** To surround the game of lacrosse with proper safeguards to aid and assist with the spirit of sportsmanship, honesty, fair play, and foster a cooperative atmosphere between the officials, coaches, players, and parents.
 - 1.2.3.** To cooperate with other organizations officially connected with the game of lacrosse in furthering the game’s interests and ideals.
 - 1.2.4.** To train new and existing lacrosse officials for the betterment of the game of lacrosse.

ARTICLE II

2. Affiliations:

- 2.1. Liability:** The Association assumes no liability for the debts or other obligations of any entity which is affiliated with the Association.
- 2.2. USA Lacrosse:** The Association shall affiliate with and comply with the authority and applicable bylaws, policies and rules of USA Lacrosse and any legal successors to this entity.

ARTICLE III

3. Authority:

- 3.1. Compliance:** By registering with or through the Association, all affiliated referees, assessors, instructors, assignors and any others agree to and shall comply with these Bylaws and the policies, rules, procedures and decisions of the Association.
- 3.2. Penalties:** The Association shall have the power to penalize, sanction or remove affiliated referees, assessors, instructors, assignors and any others for violations of these Bylaws or the policies, rules, procedures or decisions of the Association.
- 3.3. Rules, Procedures, and Decisions:** The Association shall have the power to adopt policies, rules and procedures and to make decisions which it deems necessary to accomplish its purposes.

ARTICLE IV

4. Offices:

- 4.1. Registered Office.** The Association shall continuously maintain in North Texas a registered office that may be, but need not be, the same as any of its places of operation.
- 4.2. Principal and Other Offices.** The Association may locate its principal office and such other offices, in North Texas, as the Board of Directors may designate or as the business of the Association may require from time to time.

ARTICLE V

5. Members:

- 5.1.** Any persons who are interested in the Purpose of the Association are eligible for membership. The Association reserves the right to deny membership to any individual provided such denial is based upon a sound, non-discriminatory reason(-ing) endorsed by a majority vote of the Board of Directors.
- 5.2.** Membership classes in the Association shall be Active, Associate and Honorary.
- 5.3. Active Membership:**
 - 5.3.1.** Applicants for Active membership must file an application accompanied by the application fee to the Treasurer. The qualifications for Active membership are (1) current status as a trained official by the Association, and (2) current membership in USA Lacrosse as an official.
 - 5.3.2.** After approval by the President and payment of dues, qualified applicants shall be classified as Active members.
 - 5.3.3.** Transfers, upon approval by the President, an Active member of a like association may be accepted into membership in this association for the balance of the season as a probationary member. At or within two weeks prior to the time of the annual meeting, the President and/or the Assignor(s) shall review the record of each candidate and decide whether the candidate shall be accepted into Active membership or continue on probation.
 - 5.3.4.** Active members are entitled to vote and hold office except during the probationary period.
- 5.4. Associate Membership:**
 - 5.4.1.** Associate membership consists of those persons who are interested in the Purpose of the Association and are officially connected with the game of lacrosse.
 - 5.4.2.** Applicants for Associate membership must be approved by the President.
 - 5.4.3.** Associate members shall pay dues as established by the Association but shall not be entitled to hold office.

5.5. Honorary membership:

5.5.1. Honorary members are any Active Member of the Association who ceases to be an active official (work no more than 3 games per season), providing the member has made an outstanding contribution to the work of the Association or to the game of lacrosse, may when approved by the President, become an Honorary member.

5.5.2. Honorary members are entitled to vote and hold office.

5.5.3. Honorary members are not required to pay dues.

5.6. Meetings of the Members:

5.6.1. Annual Meeting: The annual meeting of members of the Association shall be held one time each calendar year at such time and place as shall be designated by the President. The President shall give notice of the time and place for the annual meeting at least three weeks in advance of the meeting date.

5.6.2. Special Meetings: The President may call a special meeting of the members at any time. Only such business that is indicated in the meeting notice shall be transacted at a special meeting.

5.6.3. Roll Call Voting via E-Mail: The President may request a roll call vote by the membership via e-mail. Only such business that is described by the e-mail roll call vote request notice shall be transacted in the e-mail roll call vote.

5.6.4. Quorum: The presence of at least 25% of the Active Members, either in person or proxy, shall represent a quorum. The act of a majority of the voting membership at any meeting in which a quorum is present shall constitute an act of the members.

5.6.5. Proxies: At all meeting of the members, any 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.

ARTICLE VI

6. Dues and Assessments:

6.1. The dues, assessments, and deadline for payment of dues and assessments shall be fixed annually at a regular meeting of the association. If no action is taken, the current level and policy regarding dues and assessments shall prevail until action is taken.

ARTICLE VII

7. Board of Directors:

- 7.1. General Powers.** All corporate powers of the Association shall be exercised by or under the authority of, and the affairs of the Association managed under the direction of, the Board of Directors with the President being responsible for the management of the Board.
- 7.2. Qualification.** All Directors must be individuals and Active or Honorary Members of the Association. Officers of this Association within the past three years, must not have been directly associated with any lacrosse team or club including participation as a coach or assistant coach, lacrosse club/team board member, or parent/guardian of a player without approval of the President during the election process.
- 7.3.** The officers of this Association shall be: President, Vice-President, Secretary, Treasurer, Chief Referee (the CR is appointed by the President, Past President and Lead Trainer), Lead Trainer, and Past President. These members shall constitute the Board of Directors.
- 7.4.** The Executive Committee will consist of the President, Secretary and Treasurer. Any of the members holding these positions may also concurrently hold the positions of Chief Referee, Lead Trainer, and Past-President.
- 7.5.** Officers shall be elected by a majority of the Board of Directors present and voting at a meeting prior to or at the annual meeting. These officers shall take office at such time as designated by the Board and shall hold office for a period of two years or until such time as their successors are elected. If at any time an office becomes vacant, the remaining members on the Board of Directors shall elect a member to complete the unexpired term. All elections shall be by majority vote of those present and voting.
- 7.6.** The President shall preside at all meetings of the association and of the Board of Directors. The President shall be an ex-officio member of all committees.
- 7.7.** The Secretary shall keep a record of all meetings of the association and of the Board of Directors. The Secretary shall attend to all correspondence of the association and shall maintain a complete roster of members with full addresses, e-mail addresses, and telephone numbers.
- 7.8.** The Treasurer shall be custodian of the funds of the Association 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 Association approved by the Board of Directors) in conducting the business of the Association shall be paid from the funds of the treasury. All disbursements shall be made by the Treasurer and shall perform such other duties as may be delegated from time to time by the Board of Directors.
- 7.9.** The Chief Referee shall be the authority for rules interpretations and mechanics used by the Association. The minimum qualifications for the Chief Referee are (1) completed training by the National Intercollegiate Officials Association (NILOA) and currently eligible to officiate college level games, (2) at least three years of officiating experience, and (3) within the past three years, having not been directly associated with any lacrosse team or club including participation as a player, coach or assistant coach, lacrosse club/team board member, or parent/guardian of a player.

- 7.10.** The Lead Trainer shall be responsible for directing training and development of the Active Members. The minimum qualifications for the Lead Trainer are (1) completed training by the National Intercollegiate Officials Association (NILOA) and currently eligible to officiate college level games, (2) at least three years of officiating experience, and (3) within the past three years, having not been directly associated with any lacrosse team or club including participation as a player, coach or assistant coach, lacrosse club/team board member, or parent/guardian of a player.
- 7.11.** The Past President is the person who last held the position of President prior to the election of the current President.
- 7.12.** The Board of Directors shall elect a paid position of one Assignor or multiple Assignors. The position is an assigning authority/supervisor of officials, who 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.
- 7.12.1.** The minimum qualifications for an Assignor are (1) completed membership requirements as stipulated in Paragraph 5.3, (2) at least three years of officiating experience, and (3) within the past three years, having not been directly associated with any lacrosse team or club including participation as a player, coach or assistant coach, lacrosse club/team board member, or parent/guardian of a player.
- 7.12.2.** An Assignor shall be compensated in an amount to be determined at a 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.
- 7.12.3.** As the qualifications for both positions are the same, the Board of Directors may elect the Chief Referee to also serve as an Assignor. If the Chief Referee is elected as an Assignor, the Chief Referee is eligible to receive the compensation described in section 7.12.2.
- 7.13.** A Director may be removed only at a meeting of the Board of Directors. A Director who has been removed promptly thereafter shall be given written notice thereof by the President or Secretary of the Association.
- 7.14.** Compensation. No Director shall be paid his or her expenses of attendance at any meeting of the Board of Directors, a salary for his or her service as a Director or a fixed sum for attendance at each meeting of the Board of Directors. The preceding shall not preclude any Director from serving the Association in any other capacity and receiving compensation thereof or from incurring expenses on behalf of the Association and receiving reimbursement thereof.
- 7.15.** Regular Meetings: Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. The Board of Directors may provide, by resolution, the date, time and place, either within or outside of the State of Texas, for the holding of regular meetings without other notice than such resolution.
- 7.16.** Unless determined otherwise by the Board of Directors, the Board of Directors shall hold its annual meeting in November of each year.

- 7.17. Special Meetings:** Special meetings of the Board of Directors may be called by or at the request any two (2) Directors. The persons authorized to call special meetings of the Board of Directors may fix the date, time and place, either within or without the State of Texas, as the date, time and place for holding any special meeting of the Board of Directors called by him, her or them.
- 7.18. Telephone Meetings:** The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- 7.19. Action without a Meeting:** (a) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken and included in the minutes or filed with the corporate records reflecting the action taken; (b) Action(s) taken under this Section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date; (c) A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.
- 7.20. Notice of Meetings:** (a) Special meetings of the Board of Directors must be preceded by at least seven (7) days' notice to each Director of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. (b) Notwithstanding any other provision of these Bylaws, the annual meeting of the Board of Directors shall be preceded by at least fourteen (14) days' notice to each Director of the date, time and place of the meeting.
- 7.21. Waiver of Notice:** A Director at any time may waive any notice required by law or these Bylaws. The waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- 7.22. Organization of Meetings:** At every meeting of the Board of Directors:
- 7.22.1.** The President shall chair the meeting. If not present, any Director chosen by a majority of the Directors present at the meeting shall chair the meeting.
- 7.22.2.** The Secretary, or if he is absent, then any individual chosen by a majority of the Directors present at the meeting, shall act as secretary of the meeting.
- 7.22.3. Quorum:** A quorum of the Board of Directors consists of (a) all of the Directors if there or (b) a majority of the number of Directors
- 7.23. Voting:** (a) If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors unless these Bylaws require the vote of a greater number of Directors. (b) A Director who is present at a meeting of the Board of

Directors or an Association of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- (1) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;
- (2) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (3) The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

7.24. General Standards for Directors: A Director shall discharge the duties of a Director, including the Director's duties as a member of the Board of Directors: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the Director reasonably believes to be in the best interests of the Association.

ARTICLE VIII

8. Contracts and Finances:

- 8.1.** Except as provided otherwise by law, these Bylaws or resolution of the Board of Directors, only the President or Vice President is authorized to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances. Both the President and Vice President may delegate to a specific named Board member the authority to enter into any contract or executed and deliver any instrument in the name and on behalf of the Association, but such delegation may only be designated on a case-by-case (not evergreen) basis.
- 8.2.** Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 8.3.** Checks and Drafts: All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Association shall be signed by the President or the Treasurer. The President and Treasurer shall both have signature authority on the Organization's bank accounts.
- 8.4.** Deposits: All funds of the Association not otherwise employed or invested shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories or financial institutions as the President may select.
- 8.5.** Spending Limits: The Board of Directors shall approve, before they are incurred, individual expenditures of the Association which are in excess of a dollar limit previously established by a resolution of the Board, with the exception of and amounts specifically provided in written budgets previously approved by the Board of Directors.

- 8.6.** In keeping with the spirit of a non-profit organization, the Board of Directors will at no time allow the total balance in the associations reserve account to exceed \$40,000 for more than 30 days. Any amounts in excess of \$40,000 after 31 days will be deemed a refund on annual dues equally distributed to all members.

ARTICLE IX

9. Notice:

- 9.1.** Written Notice: Notice shall be in writing unless oral notice is specifically permitted under the circumstances established by these Bylaws.
- 9.2.** Methods of Notice. Notice may be communicated in person, by telephone, facsimile, e-mail or other form of wire or wireless communication or by mail or private carrier.
- 9.3.** Notice Effective: (a) Oral notice is effective when communicated if communicated in a comprehensible manner. (b) Written notice, if in a comprehensible form, is effective at the earliest of the following:
- (1) when received;
 - (2) five (5) days after its postmark, if mailed by United States mail correctly addressed and with first-class postage affixed; or
 - (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

ARTICLE X

10. Disciplinary Action and Appeals:

- 10.1.** The Discipline and Rules (D&R) Committee shall consist of the President, Chief Referee, and Lead Trainer. If the President also concurrently holds the position of Chief Referee or Lead Trainer, another member of the Executive Committee will be a member of the D&R Committee. They shall investigate all reports of misconduct by any member of the association. They will impose all sanction and penalties up to and including suspension or expulsion from the Association. If the President, Chief Referee or Lead Trainer is the subject of any D&R Committee investigation or action, that individual is precluded from participation on the D&R Committee and will be replaced by another Board member dually appointed by vote of the remaining Board membership until full resolution of such D&R Committee action is concluded.
- 10.2.** Any affiliated referee, assessor, instructor, assignor or other affiliated entity or person shall have the right to appeal to the Executive Committee of the Board of Directors any final decision that is relevant to the scope or mission of the Association which has been made by any Association of the Board, the D&R Committee, or any other affiliated entity or person. An appealed decision, including any associated suspension or other punishment, shall remain in effect during the appeal process.

- 10.3. Procedure:** An appeal must be made in writing (briefly describing the matter and the basis of the appeal), directed to the Secretary of the Association and accompanied by an appeal fee in the amount established by the Executive Committee of the Board of Directors. The appeal and the appeal fee must be received by the Treasurer within ten (10) days of receipt by the appellant of written notification of the decision which is being appealed. For good cause shown, the appeal fee may be waived.
- 10.4. Hearing an Appeal:** If the procedures set forth in Section 10.2 have been followed, the appeal shall be heard at the next meeting of the Board of Directors. There shall be no obligation to call a special meeting of the Board of Directors for this purpose. Subject to rules of the proceeding established by the Board of Directors, the appellant may present written or oral testimony about the decision being appealed, as may the appellee. The hearing shall be informal and the rules of evidence shall not be followed, and the proceedings shall not be recorded unless the Board of Directors so determines.
- 10.5. Decision:** The Executive Committee of the Board of Directors shall decide the appeal by majority vote and shall notify the appellant and the appellee of the decision in writing within a reasonable time thereafter. If the appellant is successful, the appeal fee shall be returned.
- 10.6. Exclusive Remedy:** No referee, assessor, instructor, assignor or other entity or person may invoke the aid of the courts of any state or the United States without first exhausting all available remedies within the Association. For violating the preceding sentence, the offending party shall be liable to the Association and its Directors and officers for all expenses incurred in defending each court action, including but not limited to (a) court costs, (b) reasonable attorney fees, (c) reasonable compensation for time spent by Association Directors, officers and employees in responding to and defending against allegations in the action, including responses to discovery requests and court appearances, and (d) reasonable travel expenses.
- 10.7. Governing Law and Jurisdiction:** This Agreement shall be governed by and construed in accordance with the laws of the State of Texas, without regard to its conflict of laws principles. Any party initiating any legal action, suit, or proceeding from, against or on behalf of the Association agrees that any legal action, suit, or proceeding arising out of or relating to this Agreement shall be brought exclusively in the state or federal courts located in the Northern District of Texas, and the parties hereby irrevocably submit to the exclusive jurisdiction and venue of such courts. Each party waives any objection that such courts are an inconvenient forum or lack jurisdiction.

ARTICLE XI

- 11. Fiscal Year:** The fiscal year of the Association shall be January 1 to December 31.

ARTICLE XII

- 12. Amendments:** These Bylaws may be amended by the Board of Directors at any regular or special meeting if approved by a two-thirds (2/3) vote of Directors then in office. Such a meeting shall be preceded by at least ten (10) days' notice to each Director which shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and which shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.