

By-Laws of the Idaho Lacrosse Officials Association

Article I Name and Purposes

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

Section 1.2. Purpose. The primary purpose of the ILOA is to recruit, train, and provide qualified officials for men's and boy's lacrosse games or related events of the Pacific Northwest Collegiate Lacrosse League (PNCLL), Idaho High School Lacrosse League (IHSLL), Treasure Valley Youth Lacrosse League (TVYLL), Idaho Middle School Lacrosse Association (IMSLA), Southwest Idaho Lacrosse Association (SWILA), and USA Lacrosse (USAL), or their related or successor organizations.

Section 1.3. Activities. Without limiting other activities of the ILOA that are consistent with its purpose, the core activities of the ILOA 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 requests of the PNCLL, IHSLL, TVYLL, IMSLA, SWILA, and USAL, or their related or successor organizations;
5. providing educational opportunities in the form of 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 Idaho men's and boy's lacrosse officials, in conjunction with the PNCLL, IHSLL, TVYLL, IMSLA, SWILA, and USAL, or their related or successor organizations.

Section 1.4. Affiliation. ILOA is an independent association with no affiliation to any other organization. ILOA can act at on its own discretion however they see fit to sustain the purpose and activities of the organization.

Article II Members, Meetings and Voting

Section 2.1. Members. The Members of ILOA shall consist of four classes: Active Members, Sustaining Members, Junior 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 ILOA to officiate men's and boy's lacrosse games for which the ILOA is the assigning authority, who have paid their annual dues, and have completed other assessments required by the ILOA.

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 ILOA in one or more of the following capacities:

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

Section 2.4. Honorary Members. Honorary Members shall be those persons who have been designated as such by the ILOA Officers in recognition of distinguished services or contributions to the ILOA. Honorary Members need not pay annual dues to the ILOA.

Section 2.5. Junior Members. Junior Members shall be those persons who are currently enrolled in a high school and are trained or in-training to officiate youth lacrosse games. Junior Members do not pay annual dues and are non-voting members within ILOA.

Section 2.6. Refusal of Members. The Officers of ILOA have the right to refuse any prospective members and the removal of any current members at the discretion of the Officers. The Officers of ILOA may adopt a Code of Conduct policy at their discretion.

Section 2.7 Annual Meeting. The annual meeting of Members of the ILOA shall be held one time each year, at such time and place as shall be designated by the President. Any business may be transacted at an annual meeting, except as otherwise provided by law or by these By-laws. The President shall give notice of the time and place for the annual meeting at least two (2) weeks prior to the date of the meeting. The annual meeting shall be held before any lacrosse games occur for the calendar year.

Section 2.8. Special Meetings. A special meeting of the Members may be called at any time by the President 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 2.9. 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 2.10. 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 2.11. Votes of Members. Each Active or Sustaining Member shall be entitled to one (1) vote upon each matter submitted to the Membership.

Section 2.12. Presiding Officer. The President 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-President or some such person appointed by the President for such meeting.

Section 2.13. 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, email or other electronic transmission shall be deemed to be the same as an executed Original.

Section 2.14. Annual Dues. The annual dues for the Active and Sustaining Members shall be set annually by the Officers of the ILOA prior to the annual meeting. Active members shall be informed of such dues at or before the annual meeting. Annual dues shall be deducted from the member's first paycheck of the calendar year. If the first paycheck does not cover the annual dues then the annual dues will be deducted from any subsequent paychecks until the dues are paid in full.

Article III **Officers**

Section 3.1. Titles and Term of Office. The Officers of the ILOA shall be a President, a Vice-President, a Secretary, a Treasurer, and a Head Official. 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, but if a person holds more than one office they are limited to having one vote. The Head Official shall be appointed by the President and shall continue in office until removed by the President. The terms of the President and Secretary shall begin and end in odd numbered years, and the terms of the Vice-President and Treasurer 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.

Subsection 3.1(a) 2023 Election. The 2023 election shall take place within 30 days of the ILOA by-laws being ratified by the membership. The 2023 election shall take place at a special meeting of the association, via e-mail vote to the Secretary, over a 7-day period designated by the Secretary. The 2023 election shall be an election for all officer positions. The initial terms of the 2023 elected Vice-President and Treasurer shall be one-year. The 2023 elected President and Secretary terms shall follow Section 3.1 (i.e. two years).

Section 3.2. Vacancies. A vacancy in the office of any Officer shall be filled by appointment by the President for the unexpired portion of the term within 30 days. A resignation by the President shall automatically promote the Vice-President to the President position, thus creating a vacancy within the Vice-President position.

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

Section 3.4. Vice-President. The Vice-President shall have such powers and duties as may be assigned to them by the President and shall exercise the powers of the President during that Officer's absence, inability to act, or a conflict of interest.

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 ILOA, 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 President.

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

Section 3.7. Head Official. The Head Official shall be the primary appointing authority for games officiated by ILOA; shall certify officials for appointment; shall be the authority for rules interpretations and mechanics used by ILOA officials; and shall be responsible for training and supervision of the Active Members and prospective members. The Head Official may appoint one or more area assignors and/or delegate any of their responsibilities to any person.

Section 3.8 Policies & Procedures. Policies and procedures for ILOA, not specifically addressed within these by-laws, may be adopted by a majority vote of the Officers.

Article IV **Indemnification, Insurance, and Waivers**

Section 4.1. General Indemnity. The ILOA shall indemnify the Officers from liabilities incurred in their capacity as Officers of the ILOA to the full extent permitted by Idaho law.

Section 4.2. Officer Insurance. The ILOA 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 ILOA, or

who is or was serving at the request of the ILOA as a trustee, director, Officer, employee or representative of the ILOA, 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 USA Lacrosse. The Officers shall determine the extent, policy limits, deductible and other terms of such coverage

Section 4.3. Member Insurance. The ILOA may require it's Members to individually maintain liability insurance or other insurance, which may be obtained independently or through affiliation with USA Lacrosse. 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 ILOA may require, as a condition to recognition as an Active, Sustaining Member, Honorary Member, and/or Junior Member of the ILOA, that each individual execute and deliver to the Secretary or Treasurer a waiver of liability that releases the ILOA, its Officers and Members from liability for any injuries or damages to person or property arising out of that individual's Membership in the ILOA or participation in any games, clinics or other activities sponsored, sanctioned, serviced or scheduled by the ILOA. Any such waivers may further certify the Member's acceptance of such person's individual obligation to report all compensation from the ILOA, 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