

## **4.0 – OGLA By-Laws**

# **OREGON GIRLS LACROSSE ASSOCIATION (OGLA) BY-LAWS**

(Latest Revision: October 10, 2007)

### **ARTICLE I – NAME**

- Section 1.** The name of the Association shall be the Oregon Girls Lacrosse Association, hereinafter referred to as “OGLA” or the “Association”.
- Section 2.** All policies and activities of the OGLA shall be consistent with applicable federal, state, and local antitrust, trade, and professional regulation, tax exemption and other legal requirements.
- Section 3.** The association shall maintain affiliation with United States Lacrosse (USL).

### **ARTICLE II – PURPOSES**

- Section 1.** The purposes of OGLA are:
- a) To provide high school girls in Oregon with the fundamental skills required to play lacrosse and to promote the spirit and sportsmanship of the game of lacrosse.
  - b) To organize and execute a league calendar of games and tournaments for its member teams.
  - c) To structure a framework of game rules and regulations that will ensure a safe environment in which to conduct lacrosse games, while, at the same time, offer an opportunity for all participants to enjoy the sport of lacrosse. The OGLA regulations shall be in general accordance with the US Lacrosse Association-Women’s Division.
  - d) To create a collaborative partnership between the various constituencies of OGLA (the governing board, member teams, coaches, referees, parents, and girls) so the Association maintains an atmosphere of learning, enjoyment, and good sportsmanship.
  - e) To educate coaches, parents, and the community about lacrosse and to promote the sport at all levels.

### **ARTICLE III – LIMITATIONS**

- Section 1:** At all times the following shall operate as conditions restricting the operations and activities of the OGLA:
- a) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Association shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Association.
  - b) Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
  - c) Members of the Board of Directors shall not receive any salaries for their services, but shall be reimbursed for personal expenses incurred that have been previously approved by the Board. Directors may not use the Association to promote non-Association interests, and may not express opinion or vote on matters within the Association on

matters that could involve personal or professional gain. Board members shall be required to fully disclose such potential conflicts of interest.

## ARTICLE IV – MEMBERSHIP

**Section 1.** A “Team” in the Oregon Girls Lacrosse Association is defined as any organization that meets the team membership requirements of OGLA. The requirements for team membership are:

- a) A team must have a group of players in the 9<sup>th</sup> to 12<sup>th</sup> grades and be affiliated with a high school in Oregon and must desire to be a member of the OGLA. The team must have a coach, team uniforms, and a reserved playing field.
- b) The Board of Directors will provide consultation, assistance and resources to assist groups that want to become members of OGLA. Application by a new team to participate in OGLA must be submitted to the Board no later than November 1<sup>st</sup> for the upcoming year.
- c) All coaches in OGLA must be members of US Lacrosse. It shall be the responsibility of each team annually to register and pay the necessary membership fees to US Lacrosse. Proof of membership must be submitted to OGLA by February 1<sup>st</sup>. Any team that has not shown evidence of USL membership by the first scheduled game will be unable to participate and must forfeit that game and all others until the board has received evidence of US Lacrosse membership.
- d) OGLA requires all players carry individual insurance. It is recommended that players be members of USLacrosse. Any players who intend to try out for All Stars or who wants to be considered for All-American and Academic All-American must be a registered USLacrosse member. Proof of membership will be required upon nomination of all such opportunities. Should a player not have individual insurance, that player is required to register with USLacrosse.
- e) Coaches must be First Aid and CPR certified prior to the beginning of the season. Proof must be available upon request.
- f) A team must agree to play a junior varsity schedule only during its first year in the league.
- g) Team memberships are not transferable or assignable.
- h) Team deposits are due on December 31<sup>st</sup>. Note: A varsity and JV squad from the same high school are considered by OGLA as two separate teams. Any team that has not paid OGLA dues in full by the first scheduled game will be unable to participate and must forfeit that game and all others until the board has received full payment.
- i) Each team will notify OGLA by the November meeting as to who their team delegate will be on the Board for the upcoming fiscal year.
- j) Teams must be prepared to play a schedule consisting of lacrosse games with member teams within the league and share equally in travel with opposing teams.
- k) Teams must send a representative to the annual league meeting or show good cause to be excused from attending the meeting.
- l) Teams must agree to pay any dues or assessments as may be established annually by the OGLA Board.
- m) Teams must agree to abide by the rules of the league as they are promulgated from time to time.
- n) Teams must agree to maintain appropriate liability insurance for the member team.
- o) Teams must have their application for membership approved by a two-thirds majority vote of the Board.
- p) The membership year shall run from September 1<sup>st</sup> through August 31<sup>st</sup>.

### Section 2: Membership Resignation

A team may resign membership in OGLA by sending its resignation to the League. Registrations will not be refunded after Feb 15th . If a team resigns, all scheduled games are declared a forfeit.

## ARTICLE V—DUES

### Section 1: Team Membership Fees

Each team shall annually determine the amount of their team fees for each girl or team, based on their total projected financial obligations and team desires for the upcoming year. The team fees shall cover the cost of officials, US Lacrosse membership for each girl, OGLA dues, coach's compensation and team operational expenses (i.e. team equipment, field maintenance material, etc). At the discretion of each team, fees may also be used for such things as jackets, year-end parties, or other activities as the team wishes.

### Section 2: OGLA Dues

OGLA will determine annually the amount that each team shall pay to OGLA for their team dues for the upcoming fiscal year. The OGLA team dues shall subsidize the costs of tournament fees, clinics, coaches training, and will cover other expenses necessary for OGLA to operate. Each team shall submit to OGLA full payment of annual dues by December 31<sup>st</sup> for the upcoming season. Failure of teams to pay dues on time may result in the team not receiving a schedule for the upcoming season, or being removed from OGLA. Any change in the OGLA dues from the previous year shall require a 2/3 approval vote of the Board. Any team that has not paid OGLA dues in full by the first scheduled game will be unable to participate and must forfeit that game and all others until the board has received full payment.

## ARTICLE VI—BOARD OF DIRECTORS

### Section 1: Authority and Responsibility.

The governing body of the Oregon Girls Lacrosse Association shall be the Board of Directors. The Board of Directors shall have the supervision, control, and direction of the affairs of the Association, its committees, its volunteers, and its publications; shall determine its policies or changes therein; and shall actively meet its objectives and supervise the disbursement of its funds. Board responsibilities include, but are not limited to, mission and vision, strategic planning, annual budget and on-going financial performance, fundraising, rules of the game/field, grievance & discipline resolution, league structures, playoff structure, By-Law amendment, acting on situations not covered in the By-Laws, publicity, support of teams, growth of the league, all-league and all-star structure. The Board of Directors may adopt such rules and regulations for the conduct of its purposes, as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority to the Executive Committee.

### Section 2: Composition

**Composition of the Full Board of Directors**--The composition of the Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and at least three at-large personnel. The Board of Directors may be referred to as "the Board".

**Composition of the Executive Committee** -- The composition of the Executive Committee shall be the President, Vice President, Secretary, Treasurer, and shall be called "Officers" of the Association.

### Section 3: Manner of Election

Board of Director positions that are open for election shall be selected by votes from each member team. Each member team will be granted a maximum of two (2) votes; one for the team delegate and one for the varsity coach. The current Board of Directors will ask for nominations at least two weeks prior to the Annual Post-season Coaches meeting. Any nominated person in good standing can be considered by the board. In order to run for the position of president or vice president, a person must have completed at least one term on the board in another position.

Proxy votes may be cast for Board elections only, and only with prior Board approval. Board members vote only in the event of a tie.

**Section 4. Terms and Re-election:**

The Board of Directors shall serve a two-year term unless they resign or are dismissed by a two-thirds vote of the Board. The Board of Director positions may be renewed once if the voting membership allows. The Board of Directors will be allowed to serve a maximum of 4 years in a specific position on the board. After 4 years a Board member may be re-elected to the Board, if the voting membership allows, in any other board position other than the position he/she has just served on.

**Section 5: Regular and Special Meetings**

Regular meetings of the Board will take place at a minimum of four times per year at strategic times to conduct the necessary business of the OGLA. At its discretion, the Board may call additional meetings when necessary.

**Section 6: Quorum and Manner of Acting**

A simple majority (one over half) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Any act of the majority (or 2/3 vote when called for) of the Directors at a meeting at which a quorum is present, shall be the act of the Board. If there is not a quorum present, the Board shall not vote on any matters, but may meet informally if they wish.

- a. Any or all Directors may participate in a meeting of the Board, or committee of the Board by means of conference telephone or video conferencing, as long as participants are able to hear one another, and such participation shall constitute presence at the meeting.
- b. Voting rights of a Director shall not be assigned to another Director or exercised by proxy, unless such proxy vote is submitted to the President prior to the meeting.
- c. Board meetings are open to the public, and guests may be invited to meetings by the President from time to time to assist with policy-making, strategic planning, etc. The public and guests shall not vote on any matters of the Board.

**Section 7: Notice of Meetings**

Notice of regular meetings will be published in the previous meeting minutes or as the board deems necessary. Special meetings may be called by the President or any two Officers of the Board with notice at least 72 hours in advance of the meeting. Agenda items for Board meetings shall be submitted to the President at least 24 hours prior to the meeting.

**Section 8: Rules of Order**

Meetings shall generally be organized with the following format: roll call, officer and committee reports, old business, new business, announcements, and adjourn.

**Section 9: Action by Directors without Meeting**

Actions may be taken by the Board from time to time without meeting, provided that the mail ballot or item for vote is received and signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Section 10: Absence**

Any Director who is absent without notification to the board from two consecutive meetings of the Board shall be deemed to have resigned from the Board, and the vacancy shall be filled as provided in these By-Laws. Board members may send a proxy to a Board meeting as long as there is notice to the President prior to the meeting.

**Section 11: Removal or Resignation**

Any Director may be removed for good cause by a two-thirds vote of a quorum of the Board. Any Director may resign by submitting a written resignation with the Secretary, but such resignation

shall not relieve the Director of the obligation to pay any unpaid dues, assessments, fees or charges accrued before the resignation is received.

#### **Section 12: Vacancies**

The Board will ask for nominations in the event there is a board vacancy occurring between Annual Meetings. If no nominations are received, the Board will hand select a new member. In cases of Officers, the Board will vote to fill vacancies by a majority vote. A Director so elected to fill a vacancy shall serve the predecessor's unexpired term.

#### **Section 13: Standing and Ad-hoc Committees of the Board**

The Board shall establish standing and ad-hoc committees at its discretion, chaired by Board members. Committee members do not have to be members of the Board; community volunteers are welcome and encouraged.

## **ARTICLE VII – OFFICERS**

#### **Section 1. Officers.**

The Officers of the Association shall be the President, Vice President, Secretary, and Treasurer. The group of officers shall be called the Executive Committee. In addition to the Executive Committee's administrative and financial duties, members shall attend and support all major OGLA functions.

#### **Section 2. President.**

The President shall set the agenda for all Board meetings and shall be the chief executive officer of the Association. The President is responsible for the welfare and fiscal health of the Association, and shall perform such duties as necessary, or as may be prescribed by the Board of Directors.

#### **Section 3. Vice President.**

The Vice President shall perform the duties of the President in the event of the President's inability to serve, chair a sub-committee(s), and shall have other duties that may be delegated by the Board.

#### **Section 4. Secretary.**

The Secretary shall provide for the proper recording of proceedings of OGLA, provide for accurate membership records, and provide for proper mailings of notices to members; other duties customarily incident to the office of Secretary, or other duties delegated by the Board. The Secretary shall provide an annual calendar and proper notice of meetings, accurate meeting minutes and timely distribution of previous minutes prior to meetings to Board members.

#### **Section 5. Treasurer.**

The Treasurer shall be responsible for all funds, accounts, and securities of the OGLA and the collection of all dues, assessments, fees, and charges, and deposit and disperse all moneys in the name of the Association in a bank selected by the Board. The Treasurer shall pay all outstanding debts in a timely manner. The Treasurer shall report the financial condition of the Association at all meetings. At the conclusion of each fiscal year the Treasurer shall prepare an annual report, and submit a budget to the Board for the upcoming fiscal year, and submit the proper 990 IRS form by January 15 for the previous fiscal year. At the expiration of the term of office, the Treasurer shall deliver to the successor all books, money, checkbooks, and other property in the Treasurer's custody, or in the absence of a successor, shall deliver such properties to the President.

## **ARTICLE VIII – TEAM DELEGATES**

#### **Section 1. Duties.**

Team Delegates shall be responsible to be the liaison between their team(s) and the OGLA Board. Each school shall have only one official OGLA team delegate. This involves communicating regularly and effectively with team administrators, coaches, and team parents. The team delegate and head coaches will be responsible for attending the annual ALL-LEAGUE MEETING and assuring that their team complies with league rules and has submitted all required paperwork by the necessary date for the upcoming season.

## **ARTICLE IX – FINANCES**

### **Section 1: Fiscal Year.**

The Association's fiscal year shall be September 1<sup>st</sup> through August 31<sup>st</sup>.

### **Section 2: Restrictions.**

No part of net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services and other expenses rendered and to make payments and distributions in furtherance of the purposes set forth herein.

## **ARTICLE X – AMENDMENTS**

**Section 1:** The Board of Directors shall have the power to alter, amend, repeal or adopt By-Laws. Such altering, amending, repealing or adopting of By-Laws shall be made only at a meeting of the Board of Directors after the Directors have received at least a one week notice of such meeting giving notice of the alterations, amendments, repeals or adoption of new By-Laws to be considered at the meeting. Such action shall require a vote of two-thirds majority of those Directors attending such a meeting at which a quorum is present.

## **ARTICLE XI – INDEMNITY**

**Section 1:** Any person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, formal, informal, administrative or investigative (including any action by or in the right of the OGLA), by reason of the fact that she is or was a director or officer of OGLA, shall be indemnified by OGLA against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding.

## **ARTICLE XII – GRIEVANCE PROCEDURE**

**Section 1:** In the event any coach or the assigned team delegate (as described in Article VIII) has any bona fide dispute with another member of OGLA due to an act or inaction of that organization, she may request in writing that the dispute be resolved by the league. Such dispute shall be referred to the Board of Directors for investigation and resolution. In the event a member(s) of the Board of Directors is associated with one of the affected or involved organizations, such Board member(s) shall exclude herself and the remaining Board of Directors will resolve the grievance.

## **ARTICLE XIII – PROBATION**

**Section 1:** In the event a team shall fail to comply or continue to comply with the By-Laws or the Rules of the league, or otherwise act in a manner detrimental to the league, the team's membership may be placed on probationary status by two-thirds majority vote by the Board of Directors. A team placed on probationary status shall continue to have rights and responsibilities of a member as the case may be except shall not normally be eligible to participate in post-season play of the League. The team who is placed on probationary status shall be advised of the cause of the probationary status, its terms and what actions should be taken by the member to regain its status as a full member. The probationary status of a team shall be reviewed by the Board. A decision to continue probationary status or restore full membership to a team may be determined by a majority vote of the Board of Directors.

## **ARTICLE XIV – DISSOLUTION**

**Section 1:** Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code for the furtherance of girl's lacrosse in the state of Oregon.

