

BYLAWS  
of  
CENTRAL COLLEGIATE LACROSSE ASSOCIATION

ARTICLE 1

PURPOSE

In order to benefit from the qualitative improvement in the organization and level of play of college men's lacrosse, expansion of the number of high quality college men's lacrosse programs, the alignment of college men's lacrosse programs into a unified structure for the scheduling of regular and post season play and the naming of an annual champion, the various college men's lacrosse teams hereby establish a conference called the Central Collegiate Lacrosse Association (CCLA, conference or association), and agree to be governed by the rules set forth in its Constitution and By-Laws. These rules are adopted under the authority of Article 12 2 of the prior By-Laws at the September 21, 2003 meeting, and at the September 16, 2006 meeting of the CCLA.

ARTICLE 2

DEFINITIONS

Capitalized terms used in these bylaws shall have the following respective meanings:

"Cause" shall mean (i) the inability to, or willful and repeated failure to, complete the duties of an office, (ii) any criminal act or act of dishonesty, disloyalty, negligence, misconduct or moral turpitude, or (iii) negligence toward or abuse of office.

"Operating Policies" shall mean the Operating Policies of the CCLA, as the same are in effect from time to time.

"Playing Season" means the Regular Season in any year and any tournament (at the conference or national level) or other post-season play following such Regular Season.

"Regular Season" means the period between January 15th of each year and the start of a team's conference tournament.

ARTICLE 3

OFFICERS OF THE EXECUTIVE BOARD

3.1 General Powers. The Officers of the Association shall make up the Executive Board. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, The Executive Board. The Executive Board may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by law, or the Operating Policies.

3.2 Number. The Executive Board shall consist of a Commissioner, a Secretary, a Treasurer, a Division 1 Director, a Division 2 Director. The Executive Board shall from time to time create and establish the duties of such other officers and elect or provide for the appointment of such other officers or assistant officers as it deems necessary for the efficient management of the Conference.

3.3 Election and Term. All officers shall be elected by a plurality of the Membership at the Fall Meeting at which the current officer's term expires. One month prior to the Fall Meeting the Secretary shall call for nominations for the appropriate posts, after which any Member may submit one or more nominations for said posts. In the event that no nomination is received prior to the Fall Meeting the

Executive Board may take nominations at the meeting. In the event that a position remains un-nominated the position will be treated as if it was Vacant.

The election of Board Members shall be conducted by secret ballot. The nominee receiving the greatest number of votes shall assume the position. Additional ballots shall resolve any tie vote until the position is filled. No person may hold more than one office at a time. No person under the age of 21 shall hold a position on the Executive Board. In the event a person already serving as a member of the Executive Board is elected to serve a different position, his or her original term on the Executive Board shall be deemed vacated and such position shall be filled in accordance with Section 3.6. All Officers shall be elected by the Membership and shall serve at the will of the Membership and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement or disqualification.

The Executive Board shall consist of the following individuals elected on the years indicated:

1. Commissioner – Odd
2. Secretary – Even
3. Treasurer – Even
4. Division 1 Director – Odd
5. Division 2 Director – Even

There is no limit on the number of terms an Executive Board member may serve.

**3.4 Compensation.** Officers of the Association shall receive compensation in such amounts as shall be determined by the Membership. This Compensation shall be paid upon the conclusion of the Playing Season.

1. Commissioner – \$1000
2. Secretary – \$1000
3. Treasurer – \$1000
4. Division 1 Director – \$1000
5. Division 2 Director – \$1000

**3.5 Powers and Duties.** The Officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Executive Board and/or the Membership. In the absence or disability of any officer, the Commissioner shall ensure the performance of the duties of such offices; provided that if the vacant office is the Commissioner, the Treasurer shall perform the duties of the Commissioner in accordance with the terms of these bylaws. Without limitation upon any of the foregoing:

(a) Commissioner. The Commissioner shall be the chief executive officer of the Association and shall have responsibility for the general supervision of the affairs of the Association and full control of and responsibility for said affairs, including, without limitation, (i) serving as or appointing the CCLA representative to the Men's Collegiate Lacrosse Association Membership and (ii) coordinating and scheduling Executive Board and Membership meetings. The Commissioner shall preside at the meetings of the Executive Board and the Membership, and shall be an ex-officio member of all standing committees and shall preside at meetings of such committees unless the Executive Board, in constituting such committees, shall designate or elect some other person to be chairman thereof.

(b) Secretary. The Secretary is the administrative officer of the association and shall issue notices for and keep minutes of all Executive Board and Membership meetings and shall have charge of all records of the Association and shall have the responsibility for authenticating said records. The Secretary shall also be responsible for coordinating the election process, coordinating the application process of non-member teams, and publishing the Bylaws, Operating Policies and any amendments thereto on the CCLA website. The Secretary is in charged with maintaining and reviewing the information published on both the CCLA website and the MCLA website, and otherwise acts as the official media liaison.

(c) Treasurer. The Treasurer shall have custody and control of all funds and of all financial records of the Association, shall provide updates on the finances of the Association at the Summer Meeting and Winter Meeting, and shall be responsible for paying the bills of the Association. The Treasures shall submit a detailed financial report for the preceding year at each Fall Meeting.

(d) Divisional Directors. The Directors are responsible for the day to day oversight of their respective divisions. They are responsible for insuring that the Membership meets the standards of contact outlined in the CCLA Operating Policies. Each Director shall be responsible for coordinating the CCLA awards process for their division (All-CCLA, All-MCLA, and Academic All-CCLA).

The Executive Board, by resolution, may authorize any officer or officers of the Association to negotiate and execute contracts to sell, lease, exchange or otherwise dispose of any and all of the real or personal property of the Association, to negotiate and enter into loans to be secured by notes, pledges, deeds to secure debt, mortgages and/or other instruments encumbering the property of the Association, whether or not in the usual and regular course of business or to transfer any or all of the property of the Association.

3.6 Additional Powers and Duties. In addition to the foregoing specifically enumerated powers and duties, the several officers of the Association shall have such other powers and duties as are provided for them in these Bylaws or as may, from time to time, be prescribed by the Executive Board.

3.7 Delegation of Duties. Whenever an officer is absent or otherwise unable to perform his/her duties, the Executive Board may delegate the powers and duties of an officer to any other officer or officers or to any Member or Executive Board member.

3.10 Resignation of Executive Board Members. Each Executive Board member shall have the right to resign at any time upon written notice thereof to the Commissioner or Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

3.11 Removal of Executive Board Members. Any Executive Board member may be removed at any time, but only for Cause and the affirmative vote of either (i) 100 % of the other Executive Board members then in office or (ii) 66% of the Membership.

3.12 Vacancies. A vacancy occurring on the Executive Board may be filled for the unexpired term by a nominee of the Commissioner, which nomination must be approved by a majority of the remaining Executive Board members. Any such appointee may be vetoed within thirty (30) days by a majority vote of the membership. The Membership shall be notified via email or other means within 24 hours of the Commissioner and Executive Board approving a nominee to fill such vacancy. If the Membership fails to veto a nominee within the thirty (30) day period, such nominee shall be deemed confirmed by the Membership. If a nominee is vetoed by the Membership, the Commissioner and Executive Board shall approve a new candidate which may be vetoed in accordance with the above. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Executive Board member may not take office until the vacancy occurs. The process for filling future vacancies shall be as set forth above except that the Membership shall have thirty (30) days from the date notice of the Commissioner's nominee is sent via email or other means to the Membership to veto such nominee.

### 3.13 Committees.

(a) The Executive Board by a vote of a majority of the Executive Board members may create one or more committees and appoint Executive Board members, Members or such other persons as the Executive Board designates, to serve on the committee or committees. All committee members shall serve at the pleasure of the Executive Board. To the extent specified by the Executive Board, each committee may exercise the authority of the Executive Board.

(b) Unless the appointment by the Executive Board requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to action

by the Executive Board, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore.

3.14 Resignation/Removal Agents. Any agent may resign at any time by giving written notice to the Commissioner or Secretary of the Association. Unless otherwise specified in the notice, and agreed by the Executive Board, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. An agent of the Association may be removed by a majority vote of the Executive Board and/or the Membership at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

## ARTICLE 4

### MEMBERSHIP

4.1 General Powers. The Membership of the Association (the "Membership") shall have those powers and duties set forth for the Membership in these Bylaws and in the Operating Policies, and such other powers and duties as from time to time may be conferred by the Executive Board.

4.2 Number of Members; Election; Term. The Membership shall be made up of one representative from each team that has been admitted to the CCLA (each such representative, a "Member"). The representative should be the Head Coach of the team. If a Head Coach is unable to participate in a Membership' meeting, he or she may petition the Executive Board for permission to appoint a proxy to represent the team. If a Member fails to receive permission they forfeit their vote for the duration of the meeting.

4.6 Powers Reserved for the Membership. In addition to the matters set forth in these Bylaws and the Operating Policies expressly requiring approval of the Membership, the following actions are reserved for the Membership, and shall require approval of at least 66% of the Members present.

- (a) the establishment of an annual dues schedule
- (b) the structure of regional groups for Regular Season Play and the allocation of teams therein
- (c) penalties for the violation of enacted By-Laws and Operating Policies
- (d) the eligibility and conduct of coaches and players beyond the requirements set by the MCLA
- (e) required team quality standards and administrative requirements
- (f) the exclusive authority to grant a team membership
- (g) the exclusive authority to revoke a team's membership

## ARTICLE 5

### MEETINGS OF THE EXECUTIVE BOARD AND MEMBERSHIP

5.1 Fall Meeting. There shall be one regular meeting of the Executive Board and Membership each year. The meeting (the “Fall Meeting”) shall be held on such dates and at a location to be determined by the Commissioner. In addition, the Executive Board may schedule other meetings to occur at regular intervals throughout the year. Membership’ meetings are open to all CCLA teams and players. Executive Board meetings are closed except by invitation.

5.2 Special Meetings. Special meetings of the Executive Board may be called by or at the request of the Commissioner, or in his or her absence by the Secretary of the CCLA, or by any three (3) Executive Board members in office at that time. Special meetings of the Membership may be called by or at the request of the Commissioner, or in his or her absence by the Secretary of the Association, or by any three (3) Executive Board members or by any five (5) Members at that time.

5.3 Place of Meetings. The Executive Board and Membership may hold their meetings at any place within the geographical boundaries of the Conference.

5.4 Notice of Meetings. The Secretary shall notify all Members of the time and place of the Fall Meeting one month prior to the date of the fall meeting. One day’s notice shall be given for all Special Meetings. Notice may be delivered via electronic mail.

5.5 Quorum. The presence of (i) at least a majority of the Executive Board members shall constitute a quorum necessary for the transaction of business at any meeting of the Executive Board and (ii) at least a majority of the Membership immediately before the meeting begins shall constitute a quorum necessary for the transaction of business at any meeting of the Membership.

5.6 Vote Required for Action. The affirmative vote of (i) a majority of the Executive Board members present at a meeting at which a quorum is present at the time shall be the act of the Executive Board and (ii) a majority of the Membership present at a meeting at which a quorum is present at the time shall be the act of the Membership.

5.7 Dissent or Abstention. An Executive Board member or Member who is present at a meeting of the Executive Board or Membership, as applicable, or a committee of such bodies when corporate action is taken is deemed to have assented to the action taken unless (i) he or she objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; (ii) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) he or she delivers written notice of such dissent or abstention to the presiding officer of the meeting before its adjournment or to the Secretary immediately after adjournment of the meeting. The right of dissent or abstention is not available to an Executive Board member or Member who votes in favor of the action taken.

5.8 Action by Executive Board or Membership Without a Meeting. Any action required or permitted to be taken at any meeting of the Executive Board or Membership, as applicable, may be taken without a meeting if a written consent thereto shall be signed by all the Executive Board members or Members, as applicable, and such written consent shall be delivered to the Secretary for the purpose of inclusion in the minutes or filing in the corporate records. Such consent shall have the same force and effect as a unanimous vote of the Executive Board or Membership, as applicable, and may be evidenced by one or more written consents describing the action taken.

5.9 Adjournments. A meeting of the Executive Board or the Membership, whether or not a quorum is present, may be adjourned by a majority of the Executive Board members or Members present, as applicable, to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.10 Telephone Conference Calls. Executive Board members, the Membership, or any committee designated by such bodies, may participate in a regular or special meeting of the Executive Board, the Membership or such committee by means of conference telephone or similar communications equipment by means of which all Executive Board members or Members participating in the meeting can simultaneously hear each other during such meeting, and participation in a meeting pursuant to this Section 5.10 shall constitute presence in person at such meeting.

## ARTICLE 6

### NOTICE AND WAIVER

6.1 Procedure. Whenever these Bylaws require notice to be given to any Executive Board member or Member, the notice shall be given as prescribed in Section 5.4 hereof or otherwise as set forth in the Code. Whenever notice is given to an Executive Board member or Member by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the Executive Board member or Member at his or her address as it appears on the books of the Association.

6.2 Waiver. Notice of a meeting need not be given to any Executive Board member or Member who signs a waiver of such notice, in person or by proxy, either before or after the date and time of the meeting as stated in the notice. Unless otherwise required by law or by these Bylaws, neither the business transacted nor the purpose of the meeting need be specified in the waiver. Attendance or participation by an Executive Board member or Member at a meeting shall waive any required notice to him or her of such meeting and any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when such Executive Board member or Member at the beginning of the meeting (or promptly upon his 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.

## ARTICLE 7

### BUDGET AND FINANCES

7.1 Expenses. No Officer or Member of the Association may incur any expense or debt on behalf of the CCLA without specific authorization from the Executive Board or the consensus of the Membership at an Association meeting.

Any CCLA expenditure over \$5,000 must be approved by two members of the Executive Board, Members or officers, one of whom must be Treasurer or Commissioner. Other than fees and expenses paid to the local organizing committee (or similar entity) for hosting and operating the CCLA National Championship Tournament, any single CCLA expenditure over \$10,000 must be approved by a majority of Members then in office. Such approvals shall be submitted to the Treasurer to be included in the records of the Association.

The Executive Board, may, at its discretion, confer a financial honorarium upon individuals providing services or resources to the Association deemed worthy of such recognition.

7.2 Budget and Dues. The Treasurer shall submit a draft budget to the Executive Board for review and approval at the Fall Meeting by the Membership. Based on the budget and the Treasurer's recommendations, the Membership shall determine the team dues for the subsequent season at the Summer Meeting or as soon as practicable thereafter. The actions required to be taken by the Membership in this Section 7.2 shall be taken by a plurality.

7.3 Compensation. Officers of the league and any other individuals charged with conducting the League's business shall normally be reimbursed for expenses incurred during the routine discharge of the duties of their Offices and responsibilities. Should any such reimbursement be denied, the individual concerned may petition the Executive Board for reconsideration. Such Petition shall be submitted to the Treasurer, who shall forward it to the Commissioner for action. The Commissioner shall submit the petition together with the reason for denial of the expense to the Executive Board for a vote as soon as possible. A simple majority vote of the Executive Board shall decide the issue and the expense shall be allowed or denied accordingly. Claims for expenses are to be submitted to the Treasurer, together with appropriate supporting documentation.

7.4 Audits. The Commissioner may call for a special audit of the Associations financial condition.

## ARTICLE 8

### MISCELLANEOUS

8.1 Inspection of Books and Records. The Executive Board shall have the power to determine which accounts, books and records of the Association shall be open to inspection, except such as may by law be specifically open to inspection, and shall have power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts, books and records which by law or by determination of the Executive Board shall be open to inspection.

8.2 Fiscal Year. The Executive Board is authorized to fix the fiscal year of the Association and to change the same from time to time as it deems appropriate, but unless otherwise so determined the fiscal year shall begin on the first day of January in each year and shall end on the last day of December in the same year.

8.3 Execution of Documents. No attestation by the Secretary or an Assistant Secretary shall be necessary to make any contract, conveyance or other document valid and legally binding which has been executed by and on behalf of the Association by an officer or officers thereunto duly authorized in the manner provided for in these Bylaws.

## ARTICLE 9

### AMENDMENTS

The Membership shall have power to alter, amend or repeal these Bylaws or adopt new Bylaws; provided, that 66% of the Membership approve.

The Membership shall have power to alter, amend or repeal the Operating Policies or adopt new Policies; provided, that a majority of the Membership approve.