



BYLAWS OF
WOMEN'S COLLEGIATE LACROSSE
ORGANIZATION, INC.

a 501C3 Nonprofit Corporation

Effective as of September 1, 2022

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STERLING HEIGHTS, MI 48314

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ARTICLE I
Purpose of Organization

- a) The purpose of the Corporation is to advance the sport of amateur lacrosse by 1) assisting the development of participating teams; 2) providing criteria and sanctioning for competition between participating teams; 3) providing unifying standards for eligibility; 4) providing administrative support; and 5) planning and conducting the WCLO National Championship Tournament. It is the objective of the WCLO to promote the highest standards of intercollegiate competition and sportsmanship among its participating programs and to provide a consistent administrative and competitive framework for non-varsity collegiate lacrosse teams.

ARTICLE II
Membership

- a) To gain team membership (hereinafter sometimes referred to as "team" or membership or member) in the Women's Collegiate Lacrosse Organization, a candidate team must:
- i) Be a lacrosse club, team or organization, other than NCAA/NCJAA/NAIA varsity or junior varsity teams, affiliated with a college, university or similar institution in the United States.
 - ii) Desire to apply for membership and indicate their desire to participate and promote the purposes of the WCLO.
 - iii) Be affiliated with a WCLO league.
 - iv) Be prepared to play a schedule consisting of a minimum number of lacrosse games with member teams within the WCLO as determined by Committee, with no more than two games against the same opponent counting towards this required game total. (See Operating Policies for the required number of games.)
 - v) Designate a representative who agrees to serve as a liaison between the WCLO and the full member team.
 - vi) Agree to pay any dues or assessments as may be from time to time established by the WCLO Executive Committee and Board of Directors.
 - vii) Agree to abide by the Operating Procedures of the WCLO as they are promulgated from time to time.
 - viii) Have an understanding that the approval of membership application is subject to review by the WCLO.
- b) A Provisional membership may be available for up to 1 year to those lacrosse clubs, teams, or organizations affiliated with a college, university or similar institution that are new clubs or new to the WCLO.

**ARTICLE III
Dues & Fees**

- a) All member teams and provisional teams shall pay such annual dues or other fees as agreed upon by the WCLO. Annual dues or other fees shall be paid to the WCLO no later than the date established by the WCLO.

**ARTICLE IV
Executive Committee**

- a) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the executive committee of the Corporation (the "Executive Committee"). Except for the powers and authority expressly reserved for action by the Board of Directors in these Bylaws and in the Operating Policies, the Executive Committee may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by law, the Articles of Incorporation, these Bylaws or the Operating Policies (including, without limitation, amending the same).
- b) Number and Term of Executive Committee Members. The Executive Committee shall consist of five individual members, which shall be divided into three classes, as nearly equal in number as possible, with staggered terms of office, each term lasting four (4) years. The first class of Executive Committee members (hereinafter referred to as "Class 1 Members") to initially expire at the 2026 Summer Meeting (as defined below), the term of office of the second class of Executive Committee members (hereinafter referred to as "Class 2 Members") to initially expire at the 2026+1 Summer Meeting and the term of the third class of Executive Committee members (hereinafter referred to as "Class 3 Members") to initially expire at the 2026+2 Summer Meeting, with each class to hold office until its successors are elected and qualified. There is no limit on the number of terms an Executive Committee member may serve. As further set forth below the President, Secretary, Vice President of Competition, Vice President of Marketing and Vice President of Eligibility shall be members of the Executive Committee and shall be elected with the classes set forth below.
- c) Executive Committee members elected to succeed members whose terms expire shall be elected for a term of office to expire at the third succeeding Summer Meeting after their election. Except with respect to the President, Executive Committee members shall be elected at the Summer Meeting to replace the members whose terms are then expiring. The election for the Executive Committee member to serve as President shall be held at the Winter Meeting immediately preceding the expiration of the term of the Executive Committee member then serving as President. Any person so elected as President (the "President-Elect") shall take office the day after conclusion of the first WCLO National Championship Tournament following such Winter Meeting. Between the Winter Meeting and WCLO National Championship Tournament, the President and President-Elect shall work together to train the President-Elect on the duties of the office.

- d) Election of Executive Committee Members. The initial Executive Committee shall consist of the following individuals, whose class is indicated by his or her name:
1. - Class 1 Secretary
 2. - Class 2 President
 3. - Class 2 Vice President of Competition
 4. - Class 3 Vice President of Marketing
 5. - Class 3 Vice President of Eligibility

After such initial appointment, Executive Committee members shall be elected at or before the Summer Meeting by a majority vote of the Board of Directors in office immediately prior to the commencement of such meeting.

- e) Resignation of Executive Committee Members. Each Executive Committee member shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Corporation. 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.
- f) Removal of Executive Committee Members. Any Executive Committee member may be removed at any time, but only for Cause and the affirmative vote of either (i) the other Executive Committee members then in office or (ii) Directors constituting 66% of the Board of Directors then in office.
- g) Vacancies. A vacancy occurring on the Executive Committee may be filled for the unexpired term by a nominee of the President, which nomination must be approved by a majority of the remaining Executive Committee members. Any such appointee may be vetoed within thirty (30) days by a majority vote of the Board of Directors. The Directors shall be notified via email or other means within 24 hours of the President and Executive Committee approving a nominee to fill such vacancy. If the Board of Directors fails to veto a nominee within the thirty (30) day period, such nominee shall be deemed confirmed by the Board of Directors. If a nominee is vetoed by the Board of Directors, the President and Executive Committee 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 Committee member may not take office until the vacancy occurs. The process for filling future vacancies shall be as set forth above except that the Board of Directors shall have thirty (30) days from the date notice of the President's nominee is sent via email or other means to the Board of Directors to veto such nominee.

ARTICLE V
Board of Directors

- a) The board of directors of the Corporation (the "Board of Directors") shall have those powers and duties set forth for the Board of Directors 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 Committee.
- b) Number of Directors; Election; Term. The Board of Directors shall be made up of one representative appointed by each league (each such representative, a "Director"). Directors shall be appointed by the leagues on or before October 31 each year at their fall league meetings. The appointed representative may not currently be a member of the Executive Committee. Once appointed, each Director shall serve until his or her successor is appointed by the applicable league. Each league shall establish procedures for the appointment of its representative Director and may establish term limits, if any, for its representative Director. If a Director is unable to participate in a Board of Directors' meeting, they may, in accordance with applicable league policies, appoint a proxy to represent such league at such meeting.
- c) Resignation of Directors. Each Director shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Corporation. 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.
- d) Removal of Directors. Any Director may be removed at any time (i) in accordance with the policies and procedures of the applicable league or (ii) for Cause upon the affirmative vote of 66% of the Board of Directors.
- e) Vacancies. A vacancy occurring on the Board of Directors shall be filled for the unexpired term by a nominee appointed by the league represented by the Director causing such vacancy; provided, that a league may appoint an interim Director for the purpose of taking any action required by the Board of Directors during such vacancy. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.
- f) Powers Reserved for the Board of Directors. In addition to the matters set forth in these Bylaws and the Operating Policies expressly requiring approval of the Directors, the following actions shall require approval of at least 66% of the Directors then in office:
 - i) the creation or elimination of a league;
 - ii) realignment of teams between leagues; and
 - iii) the creation or elimination of a division of play.

ARTICLE VI
Meetings of the Executive Committee and Board of Directors

- a) Regular Meetings. There shall be two regular meetings of the Executive Committee and Board of Directors each year. One meeting (the "Winter Meeting") shall be held each year at such time between December 1 and January 31 and location as may be determined by the Executive Committee. The other meeting (the "Summer Meeting") shall be held between the end of the WCLO National Championship Tournament and August 31 on such dates and at a location to be determined by the Executive Committee. In addition, the Executive Committee may schedule other meetings to occur at regular intervals throughout the year. Board of Directors' meetings are open to all WCLO teams and players. Executive Committee meetings are closed except by invitation.
- b) Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the President, or in his or her absence by the Secretary of the Corporation, or by any three (3) Executive Committee members in office at that time. Special meetings of the Board of Directors may be called by or at the request of the President, or in his or her absence by the Secretary of the Corporation, or by any three (3) Executive Committee members or by any five (5) Directors in office at that time.
- c) Quorum. Unless otherwise provided in the Code or the Articles of Incorporation, the presence of (i) at least a majority of the Executive Committee members shall constitute a quorum necessary for the transaction of business at any meeting of the Executive Committee and (ii) at least a majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum necessary for the transaction of business at any meeting of the Board of Directors.
- d) Vote Required for Action. Except as otherwise provided by the Code, these Bylaws or the Operating Policies, the affirmative vote of (i) a majority of the Executive Committee members present at a meeting at which a quorum is present at the time shall be the act of the Executive Committee and (ii) a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.
- e) Action by Executive Committee or Board of Directors Without a Meeting. Any action required or permitted to be taken at any meeting of the Executive Committee or Board of Directors, as applicable, may be taken without a meeting if a written consent thereto shall be signed by all the Executive Committee members or Directors, as applicable, and such written consent shall be delivered to the Secretary of the Corporation 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 Committee or Board of Directors, as applicable, and may be evidenced by one or more written consents describing the action taken.
- f) Adjournments. A meeting of the Executive Committee or the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Executive Committee members or Directors 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.

- g) Telephone league Calls. Executive Committee members, the Board of Directors, or any committee designated by such bodies, may participate in a regular or special meeting of the Executive Committee, the Board of Directors or such committee by means of league telephone or similar communications equipment by means of which all Executive Committee members or Directors participating in the meeting can simultaneously hear each other during such meeting.

ARTICLE VII

Officers

- a) Number. The Officers of the Corporation shall consist of a Treasurer and the Operational Officers set forth below, and such other officers as may be determined and selected by the Executive Committee from time to time. The Executive Committee 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 Corporation, but the Corporation shall not be required to have at any time any officers other than a Treasurer. Any two (2) or more offices may be held by the same person, and offices may be held by members of the Executive Committee and/or Board of Directors.
- b) Election and Term. All Officers shall be elected by the Executive Committee and shall serve a two (2) year term. The Officer position will be re-evaluated at the Summer Meeting in which the term limit is expiring. There is no limit to the amount of terms an Officer can hold.
- c) Compensation. Officers of the Corporation may receive compensation in such amounts as may be determined by the Board of Directors; provided, however, such compensation shall not exceed the amount of compensation determined by the Board of Directors to be reasonable payment for the services actually rendered by such officer.
- d) Powers and Duties. The Officers of the Corporation 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 Committee and/or the Board of Directors, as applicable. In the absence or disability of any officer, the President shall ensure the performance of the duties of such offices; provided, that if the vacant office is the President, the Secretary shall perform the duties of the President in accordance with the terms of these bylaws. Without limitation upon any of the foregoing:
- i) Treasurer. The Treasurer shall have custody and control of all funds and of all financial records of the Corporation, shall provide updates on the finances of the Corporation at the Summer Meeting and Winter Meeting, and shall be responsible for paying the bills of the Corporation.
 - ii) Operational Officers. Any operational officer position needed to help or necessary to run the Corporation efficiently and effectively may be put in place by the Executive Committee.

- iii) **Resignation/Removal of Officers.** Any officer may resign at any time by giving written notice to the President or Secretary of the Corporation. Unless otherwise specified in the notice, and agreed by the Executive Committee, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. An officer of the Corporation may be removed by a majority vote of the Executive Committee and/or the Board of Directors 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 VIII
Budget and Finances

- a) **Expenses.** Any WCLO expenditure over \$5,000 must be approved by two members of the Executive Committee, Directors or officers, one of whom must be President. Other than fees and expenses paid to the local organizing committee (or similar entity) for hosting and operating the WCLO National Championship Tournament, any single WCLO expenditure over \$10,000 must be approved by a majority of Directors then in office. Such approvals shall be submitted to the Treasurer to be included in the records of the Corporation.
- b) **Budget and Dues.** The Treasurer shall submit a draft budget to the Executive Committee for review and approval at the Summer Meeting by the Board of Directors. Based on the budget and the Treasurer's recommendations, the Board of Directors shall determine the team dues for the subsequent season at the Summer Meeting or as soon as practicable thereafter.

ARTICLE IX
Indemnification and interested parties

9.1 Indemnification

- a) The Corporation shall indemnify present and former Executive Committee members, Directors, officers and, at the discretion of the Executive Committee, other persons whom it is entitled to indemnify under the Michigan Limited Liability Company Act to the full extent permitted by the Michigan Limited Liability Company Act.
- b) The Corporation may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain insurance against any liability asserted against such persons and incurred by such persons in any capacity, or arising out of such persons' status as described in the Michigan Limited Liability Company Act Section 450.4216 (or any successor statute), whether or not the Corporation would have the power to indemnify such persons against such liability under the laws of the State of Michigan.
- c) The Corporation may pay for or reimburse the reasonable expenses incurred by an Executive Committee member or Director who is a party to a proceeding in advance of a final disposition of the proceeding if the Executive Committee member or Director

submits to the Secretary of the Corporation a written request which complies with the requirements of such provisions set forth in the Michigan Limited Liability Company Act Section 450.4216 (or any successor statute). The Secretary of the Corporation shall promptly upon receipt of such a request for indemnification, advise the Executive Committee in writing that such Executive Committee member or Director has requested indemnification, and the determination of such Executive Committee member or Director's entitlement to indemnification shall be made within a reasonable time after the receipt of such written request by the Executive Committee.

- d) The indemnification and advancement of expenses provided by or granted pursuant to this Section 9.1 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an Executive Committee member, Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

9.2 Interested Executive Committee members, Directors and Officers. No contract or transaction between the Corporation and one or more of its Executive Committee members, Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Executive Committee members, Directors or officers are directors or officers or have a financial interest, shall be enjoined, set aside or give rise to an award of damages or other sanctions, in an action under the laws of the State of Michigan by or in the right of the Corporation or any other person who otherwise has standing,

- a) on the grounds of an interest in the transaction of the Executive Committee member, Director or any person with whom or which he or their has a personal, economic, or other association, if:
 - i) such transaction is approved by the Executive Committee or Board of Directors pursuant to the Michigan Limited Liability Company Act Section 450.4216 (or any successor statute); or
 - ii) action by the superior court respecting the transaction is at any time taken in compliance with the Michigan Limited Liability Company Act Section 450.4216 (or any successor statute); or
 - iii) the transaction, judged in the circumstances at the time of the commitment, is established to have been fair to the Corporation.
- b) on the grounds of an interest in the transaction of the officer or any other person with whom or which he has a personal, economic, or other association, if:
 - i) such transaction is approved by the Executive Committee after "required disclosure"; or
 - ii) the action is approved by the superior court in an action to which the Attorney General is a party; or
 - iii) such transaction, judged in the circumstances at the time of commitment, is established to have been fair to the corporation.

ARTICLE X

Amendments

- a) The WCLO shall have the power to alter, amend, repeal or adopt bylaws. Such altering, amending, repealing or adopting of bylaws shall be made only at a meeting of the WCLO Executive Committee after the Committee members have received at least a one week notice of such meeting giving notice of the alterations, amendments, repeals or adoption of new bylaws to be considered at the meeting. Such action shall require a vote of two-thirds majority of those members attending such a meeting at which a quorum is present.