



BY-LAWS OF
Collegiate Women's Lacrosse Officiating Association

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CHAPTER 1-- NAME.

Section 1.1: The name of this association shall be Collegiate Women’s Lacrosse Officiating Association (CWLOA). The Association shall be identified as “CWLOA”. The association is also referred to as Collegiate Officiating Association identified as COA.

CHAPTER 2-- DEFINITIONS.

Section 2.1: As used in these By-Laws, these terms are defined as:

NCAA	National Collegiate Athletic Association is the governing body of collegiate lacrosse.
USL	US Lacrosse is the national governing body of lacrosse.
IWLCA	Intercollegiate Women’s Lacrosse Coaches Association is a membership-led nonprofit association representing the nation’s intercollegiate women’s lacrosse coaches within Division I, II & III of the National Collegiate Athletic Association (NCAA).
WGOSC	Women’s Game Official’s Sub-Committee is a USL committee regulating the women’s game officials.
Assigner	Independent contractor responsible for assigning officials to games.
Ex Officio	Member of the Board of Directors with no voting rights.
Board of Directors	Governing board of the CWLOA with decision making responsibilities. Referred to as BOD.
Executive Director	Paid position of the CWLOA responsible for the daily operations of the association.
Collegiate Official	Anyone who officiates women’s lacrosse at the collegiate level --- College Club (WCLA); Junior College; NAIA; NCAA --- is considered a Collegiate Official.

CHAPTER 3-- PURPOSE.

Section 3.1: The growth of women’s lacrosse in general and collegiate women’s lacrosse in particular requires the formation of an organization dedicated to the oversight of all aspects of collegiate women’s lacrosse officiating. The intent is a collaborative effort established among the various groups having an interest in collegiate women’s lacrosse officiating. The groups include the Intercollegiate Women’s Lacrosse Coaches Association (IWLCA), National Collegiate Athletic Association (NCAA) institutions and conferences and US Lacrosse (USL).

- A. Ensure communication among the IWLCA, NCAA and USL in regard to collegiate women’s lacrosse officiating.
- B. Improve and standardize the uniformity of collegiate officiating.
- C. Support the recruitment, training, retention and promotion of collegiate officials.
- D. Establish standardized assigning policies, assigning fees and procedures, as well as monitoring adherence to those set policies.
- E. Negotiate and set game fees, travel fees and per diem (where applicable) for member officials.
- F. Implement an expanded national game observation program and evaluation tools in conjunction with USL and the NCAA.

- G. Facilitate all collegiate official/institutional/assigning grievances.
- H. Communicate/coordinate with USL and IWLCA regarding future game and training needs.

CHAPTER 4-- THE ROLE OF EACH PARTICIPATING ORGNIZATION.

- Section 4.1: ROLE OF IWLCA: provide financial support, active board representation (BOD), promote member school compliance and cooperation.
- Section 4.2: ROLE OF US LACROSSE: provide financial support, active board representation (BOD), promote member official compliance, cooperation and certify all officials of the women's game.
- Section 4.3: ROLE OF NCAA: provide NCAA representation to BOD, and provide financial support for officials observations.

CHAPTER 5-- THE MEMBERSHIP.

Section 5.1: Eligibility. Membership in CWLOA shall be open to:

- (a) All USL certified Collegiate Women's Lacrosse Officials in good standing. (Local 3, District, National, and International certified officials).
- (b) NCAA, NAIA and NJCAA member institutions and conferences
- (c) Assigners

Section 5.2: Membership Required. Unless such requirement is waived by the Board or the Executive Director, for a person to be eligible to participate in collegiate women's lacrosse officiating, such person must be a member of CWLOA.

Section 5.3 Classes of Members

- (a) Officials: Certified through US Lacrosse
- (b) Conference/Institutions: NCAA, NAIA, NJCAA
- (c) Assigners
- (d) Supporters of Women's Lacrosse (not fitting the above categories)

Section 5.4: Rights of Members.

The members of CWLOA shall have such rights and benefits as may be determined by the BOD when applicable. The members of CWLOA shall not, however, have any voting rights with the respect to the election of the BOD.

CHAPTER 6-- DUES.

Section 6.1: The Board of Directors shall establish the amount of dues for each class of members and for any combination of classes. Such dues shall be determined on an equitable basis and shall be due and payable on such date or dates as may be set by the Board of Directors. The dues established shall reasonably reflect the rights and services which the member receives within the member classification.

CHAPTER 7-- RECOGNITION AND SUSPENSION OR REMOVAL OF MEMBERS.

Section 7.1: Individual Applicants for Membership. Any individual eligible for membership may become a member of CWLOA by applying to CWLOA indicating which class of membership the applicant wishes to join and making payment of the applicable dues.

Section 7.2: Conference/Institution Applications for Membership. Any institution or conference described in Section 5.1(b) above seeking to become a member of CWLOA shall apply in writing for recognition by CWLOA. Such application shall set forth the qualifications of the applicant for membership. The Executive Committee shall review the application and forward the recommended action to the Board for final approval.

Section 7.3: Membership Policies. The Board of Directors shall have the authority to establish operating policies detailing responsibilities of members.

Section 7.4: Suspension or Removal. Any member who violates any of the provisions of these By-Laws, or any operating policy of CWLOA approved by the Board of Directors may, after due notice and an opportunity to be heard before the Executive Committee, be suspended or removed by a vote of two-thirds of the entire Executive Committee.

CHAPTER 8-- BOARD OF DIRECTORS.

Section 8.1: In General. CWLOA shall be governed by a Board of Directors whose members are selected in accordance with the provisions of these By-Laws.

Section 8.2: Authority. The Board of Directors shall have general responsibility to define the policies to be followed in carrying out the objectives and purposes of CWLOA, as set forth in CWLOA's Articles of Incorporation and By-Laws. The affairs of CWLOA shall be managed by the Directors who shall have and may exercise all of the powers of the group.

Section 8.3: Composition. The Board of Directors of CWLOA shall consist of a total of fifteen (15) individuals, comprised as follows:

- (a) Executive Director. (ex-officio)
- (c) NCAA Coordinator of Officials. (ex-officio)
- (d) US Lacrosse Women's Game Director.(ex-officio)

- (e) US Lacrosse Women's Game Officials Subcommittee Chair.
- (f) US Lacrosse at-large Officials (3).
- (g) IWLCA Division I Representative.
- (h) IWCLA Division II Representative.
- (i) IWLCA Division III Representative.
- (j) Division I Athletics Administrator.
- (k) Division II Athletics Administrator.
- (l) Division III Athletics Administrator.
- (m) Division I Conference Representative.
- (o) Division II Conference Representative.
- (p) Division III Conference Representative.
- (p) Assigning Coordinator Representative (ex-officio)

Section 8.4: Classes. The Board of Directors shall be divided into three (3) classes. Each class shall be comprised of four (4) Directors. Each NCAA Division shall be comprised of an athletic administrator, conference administrator, collegiate coach and an official.

Section 8.5: Term Limits. . In connection with the initial establishment of three (3) classes of the members of the Board of Directors, one class shall be elected to serve an initial term of two (2) years, a second class shall be elected to serve an initial term of three (3) years and the remaining class shall be elected to serve an initial term of four (4) years. Following initial terms each member of the Board of Directors shall be elected for a two year term renewable one time following the initial terms of the members of the Board of Directors in connection with the creation of three (3) classes of members of the Board of Directors. Each Director shall hold office until the next annual meeting of Directors that coincides with the end of his or her term and until his or her successor is elected and qualified, or until such Director dies, resigns, is removed or becomes disqualified.

Section 8.6: Nominations. Prior to the vacancy of a Board member's seat, the Board of Directors shall notify each participating organization of that vacancy and request nominations from its members to submit to the CWLOA Board of Directors for consideration via application.

Section 8.7: Diversity. CWLOA is committed to taking meaningful and intentional actions to promote diversity among the members of the Board of Directors. CWLOA recognizes the need to promote and enhance diversity throughout the sport of Lacrosse, and diversity among the members of the Board of Directors is consistent with and in furtherance of that overall goal.

Section 8.8: Suspension or Removal. A member of the Board of Directors may be suspended or removed with or without cause by vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

Section 8.9: Resignation. A member of the Board of Directors may resign by delivering his or her written resignation to the Executive Director or Board of Directors prior to a meeting at the organization's principal address or via email. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 8.10: Vacancies. Any vacancy in the Board of Directors may be filled by the Directors. Each successor shall hold office for the unexpired term or until he or she dies, resigns, is removed or becomes disqualified. The Board of Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 8.11: Annual Meeting. Except as otherwise determined by the Board of Directors, the Board of Directors will meet annually.

Section 8.12: Meetings. Regular meetings of the Board of Directors may be held at such time or times as the Executive Director may determine. At a minimum, the Board of Directors shall meet at least one (1) time each year in person. This in person meeting shall constitute the annual meeting of the Board of Directors and shall be annually unless otherwise determined by the Executive Director.

Section 8.13: Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the Executive Director.

Section 8.14: Attendance at Meetings. Members of the Board of Directors are required to attend all meetings of the Board of Directors, and attendance in person is required whenever possible. The Board of Directors shall monitor the attendance of members at meetings of the Board of Directors and individuals who fail to attend meetings of the Board of Directors shall be required to explain the reason or reasons for their absence to the Board. Any member of the Board of Directors who fails to attend at least two-thirds of the meetings of the Board of Directors during his or her term shall be suspended or removed unless the Board determines that unique and extraordinary circumstances prevented a particular individual from attending. Members shall submit reimbursement to CWLOA in accordance with the rules and regulations for travel reimbursement.

Section 8.15: Call or Notice:

- (a) Regular Meetings. No call or notice shall be required for regular meetings of the Board of Directors, provided that reasonable notice: (i) of the first regular meeting following the determination by the Board of Directors of the times and places for regular meetings shall be given to absent members; (ii) specifying the purposes of a regular meeting shall be given to each Board member if either contracts or transactions of the group with interested persons or amendments to these by-laws are to be considered at the meeting; and (iii) shall be given as otherwise required by law, the articles or organization or these by-laws.

- (b) Special Meetings. Reasonable prior notice of the time and place of special meetings of the Board of Directors shall be given to each Board member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting: (i) contracts or transactions of the group with interested persons; (ii) amendments to these by-laws; (iii) an increase or decrease in the number of Board members; or (iv) removal or suspension of a Board member.
- (c) Reasonable and Sufficient Notice. Except as otherwise expressly provided in these By-Laws or applicable law, it shall be reasonable and sufficient notice to a Board member to send notice by mail at least ten (10) days or by electronic mail or fax machine at least five (5) days before the meeting addressed to him or her at his or her usual or last known business or residence address or to give notice to him or her in person or by telephone at least five (5) days before the meeting.
- (d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Board member if a written waiver of notice, executed by him or her (or their attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Board member who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section 8.16: Quorum. At any meeting of the Board of Directors, a simple majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 8.17: Effectiveness of Actions. Actions taken at a meeting of the Board of Directors or officers shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these By-laws or when an effective date has been recited in the record of the action taken.

Section 8.18: Minutes. The minutes of meetings of the members of the Board of Directors or the officers shall be distributed prior to the next meeting of such group. Full copies of all approved minutes shall be available upon request of any member through the Executive Director.

Section 8.19: Action by Vote. When a quorum is present at any meeting, a simple majority of the Board of Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or these by-laws.

Section 8.20: Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Board members consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 8.21: Presence Through Communication Device. Unless otherwise provided by law or the Articles of Organization, Board members may participate in any meeting by means of a conference telephone or similar communication device through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a

meeting. Attendance in person at all regular or special meetings is required whenever practical. Special meetings of the Board of Directors may take place entirely through the use of a conference telephone or similar communication device if circumstances require that a special meeting be conducted in such manner, as determined by the Executive Director of the Board of Directors.

Section 8.22: No Compensation. Board members (with the exception of the Executive Director) shall be prohibited from receiving any compensation for services rendered in the capacities as Board members, including the payment of money or any other form of in-kind compensation, provided that this restriction shall not prohibit members of the Board of Directors from being reimbursed by the group for actual expenses incurred by them in their capacities as Board members provided that the reimbursement of such expenses is approved in advance by the Board of Directors or an appropriate committee of the Board of Directors. Those members of the Board of Directors receiving compensation shall be considered ex-officio (non-voting) members unless approved by the Board of Directors.

Section 8.23: Action by Members. For purposes of any matter which under applicable state law requires the approval or other action of members of a nonprofit corporation, the members of CWLOA shall consist of those persons who are members of the Board of Directors.

CHAPTER 9—EXECUTIVE COMMITTEE

SECTION 9.1: The Executive Committee of the CWLOA will be composed of members of the Board of Directors and represent the following positions:

- (a) Executive Director (ex-officio, non-voting)
- (b) Official
- (c) Conference Representative
- (d) Athletics Administrator
- (e) Coach (IWLCA member)
- (f) At Large Representative comprised of c, d or e. All three divisions must be represented.

Section 9.2: The Chair of the CWLOA, as elected by the Executive Board, shall take the position of one of the above referenced positions in Section 9.1.

Section 9.3: The Executive Committee shall perform duties prescribed in the Board Policies and Procedure document.

Section 9.4: The Executive Committee (except for the Executive Director) members shall each serve until the conclusion of their service to the Board. In the case of a mid-term vacancy the Executive Director shall appoint a replacement.

Section 9.5: Membership on the Executive Committee shall be determined on a rotational basis for the Official, Conference Representative, Athletics Administrator and Coach. There must be one representative from each NCAA Division on the Executive Committee (i.e., Division I Conference Representative, Division II Coach and Division III Athletics Administrator). All members will be recommended by the Executive Director and approved by the Board of Directors.

Section 9.6: If any Executive Committee member cannot attend a particular event or fulfill a particular duty on a limited basis, they may appoint a proxy to perform the duty in their stead, providing the proxy represents the interests of the committee member.

Section 9.7: Any Executive Committee member may be removed from office for any reason, by a two-thirds majority of the members of the Board who are present at a meeting warned for that particular purpose, provided that a majority of the Board members attends and votes. Notice of the meeting/s with their purpose must be sent by mail or other reasonable means to all members, at least fifteen (15) days prior to the meeting/s, and the Executive Committee Member must be given an opportunity to speak at the meeting/s.

CHAPTER 10-- BUDGET

Section 10.1: Fiscal Year. The fiscal year for the CWLOA shall be from September 1 through August 31.

Section 10.2: Membership Fee. The membership fee for each class of membership shall be determined by the Board of Directors and announced to the constituencies at least one year prior to the start of the fiscal year.

Section 10.3: Board Budget Duties:

- (a) Reviews and evaluates the annual budget as presented by the Executive Committee to ensure alignment with strategic priorities of CWLOA.
- (b) Annually reviews sources of funding to ensure long term viability of the group.
- (c) Leads discussion on and approval of the annual budget.
- (d) Oversee group financial planning.
- (e) Reviews budgets of special projects or committees as appropriate.
- (f) Provides reporting to NCAA,IWLCA,US Lacrosse as required.
- (g) Monitors the preparation of all tax forms and licenses as required by law, with primary responsibility for compliance with all current and future governmental requirements applicable to the group as a non-profit organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

(h) Ensures the preparation of accurate, timely financial reports and reviews such reports with the whole Board to explain budget deviations and make recommendations.

(i) Provide reporting to CWLOA membership.

Section 10.4: Duties of the Treasurer. The duties of the Treasurer are outlined in Section 11.7 below.

CHAPTER 11-- OFFICERS AND DUTIES.

Section 11.1: Terms. The officers of CWLOA shall be a Chair, Treasurer, and such other officers as the Board of Directors may determine, who shall each have such duties as the Board may determine. The Executive Director shall serve in accordance with Chapter 11 below. Each officer shall serve for the remainder of the term to the Board of Directors (or until his or her earlier resignation, death or removal). No one person may simultaneously hold more than one such office.

Section 11.2: Chair. The Board Chair position will be voted on at the annual meeting of the CWLOA Board membership and serve the remainder of their term. The outcome of these votes will be decided by a majority of votes of the members present. The Executive Director will be responsible for tallying all individual members' votes and announcing the outcome to the board membership. In the event of a mid-term vacancy in the Board Chair position, the Executive Director will immediately appoint an interim Chair until a new election can be held.

Section 11.3: The Executive Director and Chair shall represent the Board at the IWLCA annual Board meeting and the US Lacrosse Convention and be responsible for disseminating CWLOA annual reports.

Section 11.4: The Chair shall serve as the arbiter for the appeal process.

Section 11.5: The Chair shall act as (or appoint another person to act as) the Board's liaison as requested by other organizations.

Section 11.6: The Board Chair may be removed from office, for any reason, by a two-thirds majority of the CWLOA Board. Notice of the meeting/s with their purpose must be sent by mail or other reasonable means to all Board members, at least fifteen (15) days prior to the meeting, and the Chair must be given an opportunity to speak at the meetings.

Section 11.7: Treasurer. The Treasurer shall have charge of the funds of CWLOA and shall keep correct and complete books and records of account of such funds. In cooperation with the group, the Treasurer shall receive and deposit the funds of CWLOA in such bank as shall be designated by or under the authority of the Board of Directors. The Treasurer shall disburse such funds in the manner designated by or under the authority of the Board of Directors. The Treasurer shall cause independently audited financial reports of CWLOA to be prepared annually and such special reports as may from time to time be called for by or under the authority of the Board of Directors. The Treasurer shall discharge such other duties as may be assigned by majority vote of the Board of Directors.

Section 11.8: Budget. The Officers shall submit for approval at least 30 days before the end of the fiscal year the operating budget for the ensuing fiscal year. Such budget, as revised or amended, shall require the approval of the Board of Directors.

Section 11.9: No Compensation. All Officers act and serve without compensation and as a public service in furtherance of the charitable and educational purposes of CWLOA set forth in the Articles of Incorporation, except that this provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of their official duties. Such reimbursement must be approved by the Board of Directors as applicable.

Section 11.10: Removal. Any officer elected by the Board of Directors may after due notice and an opportunity to be heard before the Board, be removed by the Board by the affirmative vote of two-thirds of the entire Board of Directors with or without cause.

CHAPTER 12-- EXECUTIVE DIRECTOR.

Section 12.1: Executive Director. There shall be a paid Executive Director who shall be the chief executive of the CWLOA and who shall be selected by the Board of Directors and shall serve at the direction and will of the Board. The Executive Director shall have all of the powers and duties usually vested in the office of the Chief Executive of a group, and shall carry out the policies of CWLOA in accordance with these By-laws. The Executive Director reports to the Board of Directors in the interim between Board meetings. The Executive Director shall have, among others, the duties outlined in the Executive Director's position description.

CHAPTER 13-- COUNSELOR(S) .

Section 13.1: Counselors. The Board shall select one or more members of the legal profession to serve as Counselor(s). Counselors shall be elected to two (2) year terms and shall not be subject to term limits. The Counselor(s) shall advise and consult with the directors, officers of CWLOA. The Counselor(s) shall have the right to speak at any meeting of the Board or meeting of officers. The Board and the Counselor(s) shall receive no salary or other compensation with the exception of necessary expenses unless approved by the Board

CHAPTER 14-- AMENDMENTS TO BY-LAWS

Section 14.1: Necessary Vote. These By-Laws may be amended by unanimous written consent or the affirmative vote of at least a majority of the votes cast at a meeting at which at least two thirds (2/3) of the board members are present.

Section 14.2: Proposed Amendment. The text (or a summary thereof) of any proposed amendment to be adopted at a meeting shall be sent to the CWLOA members at least fifteen (15) days prior to the meeting at which such action is to be taken.

Section 14.3: Strict Procedure. Except for proposed amendments distributed in accordance with Section 13.2, no amendment may be adopted at a meeting of the Board of Directors, except that this section shall not prevent the Board from modifying the text of any proposed amendments at the time of adoption if the modifications do not materially alter the substance of the proposed amendments.

Section 14.4: Effectiveness of Amendments. Such amendments shall be effective as of the date of adoption unless otherwise specified in either the amendment or the resolutions adopting the amendment.

CHAPTER 15-- INTERNAL GRIEVANCE PROCEDURES.

Section 15.1: Filing. Any party having an internal grievance with CWLOA for any reason may file written notice of such grievance with the Executive Director or Chair when appropriate.

Section 15.2: Form. Any grievance shall be signed by the complainant and shall allege with particularity the nature of the grievance and the facts related thereto.

Section 15.3: Grievance Disposition. Upon receipt of a grievance, the Executive Director or Chair will make every effort to resolve the grievance through informal means. If informal means cannot resolve the grievance, the Executive Director or Chair will inform the Board of Directors and the formal grievance procedures will be followed as outlined.

Section 15.4: Hearing Panel. In the event that the member filing a grievance is not satisfied with the proposed resolution of the matter reached by informal methods, or if no action is taken to resolve the matter informally within 5 days, the member may request a hearing. Upon such request, the Executive Director shall promptly appoint a hearing panel of at least three members of the Board of Directors, none of whom shall have any interest in the subject matter of the grievance.

Section 15.5: Hearing. The hearing panel may adopt such procedures as it deems appropriate for the conduct of the hearing, including procedures for interested parties to present their respective positions. Promptly following the conclusion of the hearing, the hearing panel shall report its recommendations to the Board of Directors and all interested parties. The Board of Directors shall then decide to accept, modify or reject the recommendations or send the matter back for a further hearing. Decisions made by the Board of Directors are final.

Section 15.6: Fair Notice. Fair notice and an opportunity for a hearing shall be accorded to any party before such person is declared by CWLOA to be ineligible to participate in any competition. This includes the right to an expedited hearing in the event that a competition is so scheduled that an expedited proceeding is necessary.

CHAPTER 16-- CONFLICT OF INTEREST AND ETHICAL PRACTICES.

Section 15.1: Conflict of Interest. If any officer, or member of the Board of Directors, has a financial interest in any contract or transaction involving CWLOA, such individual shall not participate in the evaluation or approval of such contract or transaction. The member must disclose such conflict to CWLOA. Upon such disclosure, the contract or transaction shall not be voidable if the Board of

Directors in good faith authorized the contract or transaction by the affirmative vote of the majority of the disinterested Board members present at the meeting, provided a quorum is present. If the votes of the disinterested Board members are insufficient to constitute an act of the Board by the unanimous vote of the disinterested Board members, the contract or transaction is fair to CWLOA at the time it is authorized.

Section 16.2: Ethical Practices. The Board of Directors shall adopt a written code of conduct and ethical practices for CWLOA which may contain the requirement that each member of the Board of Directors annually agree in writing to abide by such code.

Section 16.3: Conflict of Interest. A conflict of interest is present in any instance in which the actions or activities of an individual, including members, volunteers, staff and affiliates representing or acting on behalf of the CWLOA, could result in actual or perceived personal gain or advantage, and/or have an adverse effect on the interests, mission or integrity of the CWLOA. Individuals who represent and serve the CWLOA have a duty to disclose any financial interest or personal obligation that may actually or perceptually affect the independence of their judgment.

CHAPTER 17-- INDEMNIFICATION.

Section 17.1 CWLOA may indemnify each of its present or former directors, officers or any person who is or was serving another corporation or other entity in any capacity at the request of **CWLOA**, against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity, or in connection with an appeal therein. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if CWLOA approves such settlement as provided in these by-laws. An individual referred to above shall be indemnified if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of CWLOA, and in the case of criminal actions, had no reasonable cause to believe that the conduct was unlawful. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of CWLOA.

Section 17.2: Any amount payable as indemnification pursuant to this Board shall be determined and paid by CWLOA upon a determination by majority vote of the Board of Directors, not including those members who have incurred expenses in connection with the litigation of which indemnification is sought, that the individual in question has met the standard of conduct set forth. If no such disinterested Board members are available, the required determination may be made either by the legal counsel of CWLOA in a written opinion, or by such other means as may be permitted by applicable law.

Section 17.3: Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by CWLOA in advance of a final disposition of such litigation upon the request of such person and receipt of a written commitment by such person to repay the amount advanced if it is determined under hereof that such person is not entitled to indemnification pursuant to this group.

Section 17.4: The Board of Directors may, at its discretion, authorize the purchase of insurance on behalf of any persons indemnifiable under this group. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification pursuant to this group.

CHAPTER 18- ADMINISTRATIVE, FISCAL AND LEGAL MATTERS.

Section 18.1: Depositories. The Board shall, from time to time as necessary, designate depositories for funds, property, and assets belonging to or under the control of CWLOA.

Section 18.2: Imprested Accounts: The Board may establish separate accounts employing the imprested system for the liquidation of obligations requiring prompt payment and for payroll obligations requiring prompt payment, and it may authorize checks to be drawn thereon upon the facsimile of any one officer.

Section 18.3: Bonding. Corporate fidelity bonds shall be obtained at the expense of CWLOA in a form and amount as may be required by the Board, indemnifying CWLOA against losses resulting from infidelity, defalcation, or misappropriation by officers, or agents of funds, property, or assets owned by or under the control of CWLOA.

Section 18.4: Audit Schedule. The Board shall select an independent certified public accountant to audit the books and financial records of CWLOA. After completing the audit with respect to a particular year, the auditor shall submit an audit report to the Board, and as soon thereafter as reasonably possible, a copy of such audit report shall be available to the members of CWLOA upon request.

Section 18.5: Contracts. All contracts not in the ordinary course of affairs of CWLOA, shall be examined and approved for form by legal counsel of CWLOA, prior to execution. The contents of any contract affecting a standing committee shall, during the negotiation phase, be communicated to the appropriate committee and to the legal counsel. Unless otherwise directed by the Board, all written contracts shall be executed on behalf of CWLOA by the Executive Director.

CHAPTER 19-- PRINCIPAL OFFICE.

Section 19.1: The principal office of the corporation shall be located in the state of Maryland, provided, however, that offices may also be established and maintained in any of the states of the United States, its territories or possessions, as may from time to time be authorized by the Board of Directors.

CHAPTER 20-- GENERAL.

Section 20.1: Fiscal Year. The association shall keep its books of account and records on the basis of a fiscal year ending August 31.

Section 20.2: Rules of Order. Questions of order shall be decided by the presiding officer in accordance with the most recent edition of Robert's Rules of Order, except that in the event of a conflict

between these By-laws and Robert's Rules of Order, these By-laws shall prevail. A motion to table will not be debatable. The legal counsel shall serve as parliamentarian.

Section 20.3: Gender. Use of the feminine herein shall also refer to the masculine and the use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided. The use of the singular herein shall also refer to the plural, unless the context requires otherwise.