



## **GRAND RAPIDS AREA OFFICIALS ASSOCIATION LLC (GRALOA) BY-LAWS**

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### **MISSION STATEMENT:**

Promote the establishment, maintenance and implementation of the highest standards of integrity in the administration of lacrosse officiating by the members of the Grand Rapids Area Lacrosse Officials Association (GRALOA). We will render services to high schools and other lacrosse organizations as to assist them in the conduct of their lacrosse activities in a safe manner, contributing to the highest level of fair play and sportsmanship.

### **ARTICLE I – OFFICES:**

- 1.1) The principal office of the Grand Rapids Area Lacrosse Officials Association LLC (GRALOA), (the "Association") shall be in Kent County, MI.
- 1.2) The Association may also have offices at such other places within this state, as the Board of Directors may from time to time determine, or the business of the Association may require.

### **ARTICLE II – PURPOSES:**

- 2.1) The purposes for which this Association has been organized are as follows:
  - 2.1.1) To act as a clearing house of information for the benefit of its members who officiate the sport of lacrosse; and
  - 2.1.2) Use dues to promote the Association and its activities. Dues are to remain part of the association financial accounts.

### **ARTICLE III – GRALOA MEMBERSHIP REQUIREMENTS:**

- 3.1) Requirements
  - 3.1.1) Payment of annual dues
  - 3.1.2) Completion of any NFHS, MHSAA, USA Lacrosse and/or GRALOA rules test as specified by the Board of Directors shall be accomplished by a date set by the Board of Directors.
  - 3.1.3) Demonstrate competence appropriate to the level of play.
  - 3.1.4) GRALOA members must act towards fellow GRALOA members with respect and good conduct. Failure to do so may be grounds for action by the Disciplinary Action Committee, (DAC).
  - 3.1.5) New members of the Association shall participate in requisite lacrosse official's training as coordinated by the Association and conducted by the GRALOA Trainer(s) and/or the GRALOA Recruiting and Mentoring Coordinator.
  - 3.1.6) All GRALOA members must have officiating liability insurance (i.e. through the MHSAA and/or NASO) to work High School and Middle School games. Youth tournaments may require specific membership (i.e. USA Lacrosse). GRALOA members must provide verification of such membership upon request.
  - 3.1.7) Individuals under disciplinary probation are not considered members in good standing (See Article VII, Sec. 7.4.7). They cannot hold a GRALOA office or leadership position, and they cannot vote in any GRALOA elections.



## **GRAND RAPIDS AREA OFFICIALS ASSOCIATION LLC (GRALOA) BY-LAWS**

---

3.1.8) Failure to pay dues on time will result in assessment of a late fee as determined by the Board of Directors and all privileges of membership shall be suspended until all dues and late fees are paid.

3.1.9) The Board of Directors will determine the membership categories and the dues for each category.

### **3.2) Membership Meetings**

3.2.1) The Secretary shall publish notice to the membership of the annual Association membership meeting that shall take place between June 1 and November 15 of every year.

3.2.2) Meetings of GRALOA, at which GRALOA business can be conducted, shall be held at a location determined by the members of the Board of Directors. Sufficient advance notice of meetings will be given.

3.2.3) Each business meeting will be conducted according to Robert's Rules of Order, or by any method chosen by the President, except where such rules are inconsistent with these bylaws.

3.2.4) The presence at any membership meeting or electronic voting with a minimum of 14 days notice, as established by the Board of Directors, shall constitute a quorum necessary to conduct the business of the Association.

3.2.5) A membership roll showing the list of members, as of the record date, certified by the Secretary, shall be available at any meeting of members upon the request of any member who has given written notice to the Association that such request will be made at least 14 days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

### **3.34) Fixing Record Date**

3.3.1) For the purpose of determining the members entitled to notice, or to vote at any meeting of members, or adjournment thereof, or to dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution, or any allotment of any rights, or for the purpose of any other action, the close of the regular GRALOA registration period shall be the record date for any such determination of membership.

## **ARTICLE IV-OFFICERS**

### **4.1) Duties of the Board of Directors**

The Board of Directors shall:

4.1.1) Manage and direct the affairs of the Association in accordance with the By-Laws.

4.1.2) Have the power, from time to time, to adopt and implement any actions and regulations as it deems necessary and proper to carry out the purposes of the Association.

4.1.3) Accurately report to the Association all of its decisions and do so in an expeditious manner.

**GRAND RAPIDS AREA OFFICIALS ASSOCIATION LLC (GRALOA)  
BY-LAWS**

---

**4.2) Election of Officers**

- 4.2.1) The membership shall directly elect the officers for terms of two years each.
- 4.2.2) The membership shall directly elect one at large member to a two year term.
- 4.2.3) The President may not serve more than two consecutive terms of office.
- 4.2.4) All elected officers shall automatically become members of the Board of Directors.
- 4.2.5) First year members of the Association are ineligible for election to any office. Only members in good standing (per Article III of these by-laws) are eligible for elected office.
- 4.2.6) The Secretary or Nominating Committee will make public a slate of nominees for the elected officer positions on the Board of Directors. The Board will determine the method of voting; options include electronic voting or in-person voting with absentee ballots authorized. Such absentee ballots must be received by the Secretary or Nominating Committee not less than 24 hours prior to the date of the Annual Membership Meeting. Such ballot(s) must be in a verifiable form. Only members in good standing (per Article III of these by-laws) may vote.

**4.3) Duties of the President**

- 4.3.1) The President shall be the chief executive officer and shall preside at all meetings of the members and of the Board of Directors.
- 4.3.2) The President shall oversee the general management of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 4.3.3) The President shall appoint and be an ex-officio member of all committees. He may revoke all such appointments.
- 4.3.4) The President shall be authorized to sign bank drafts in the Treasurer's absence, subject to said bank draft being at the approval of the Board of Directors.
- 4.3.5) The President shall conduct all business on behalf of the Association not specifically delegated elsewhere.
- 4.3.6) The President shall make every effort to further the policies of the Association.
- 4.3.7) The President or an appointed board member shall coordinate all local training/evaluations of all member officials. The evaluation shall involve observation, written critique and when necessary a plan of improvement.

**4.4) Duties of the Vice-President**

- 4.4.1) During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such other duties as the Board of Directors shall decide.
- 4.4.2) The Vice-President shall be Chairman of the Disciplinary Action Committee.

**4.5) Duties of the Treasurer**

- 4.5.1) The Treasurer shall have the care and custody of all the funds and securities of the Association, and shall deposit said funds in the name of the Association in such financial institutions as the Board of Directors may elect.



## **GRAND RAPIDS AREA OFFICIALS ASSOCIATION LLC (GRALOA) BY-LAWS**

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4.5.2) The Treasurer shall sign and execute all contracts in the name of the Association when countersigned by the President. The Treasurer shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized or ratified by the Board of Directors.

4.5.3) The Treasurer shall at all reasonable times exhibit his books and accounts to any Officer or member of the Association.

4.5.4) At the end of each corporate year, the Treasurer shall have an audit of the accounts, made by a committee appointed by the President and shall present such audit in writing at the next board meeting, but no later than the end of the calendar year. The Treasurer shall also present an annual report at the annual meeting of the members setting forth in full the financial condition of the Association.

### **4.6) Duties of the Secretary**

4.6.1) The Secretary shall keep the meeting minutes of the Board of Directors and those of the Association.

4.6.2) The Secretary shall have charge of such books and papers as the Board of Directors may direct. The Secretary shall keep the membership roll containing the names, alphabetically arranged, of all persons who are members of the Association, showing their places of residence and appropriate contact information.

### **4.7) Duties of At-Large Members of the Board of Directors**

4.7.1) The At-large member of the Board of Directors is an elected position and has full voting rights, shall participate on committees, and participate in Association business as agreed by the Board of Directors.

### **4.8) The Position and Requirements of the Assigner(s)**

4.8.1) The GRALOA Assigner(s) for regular season games (the "Regular Season Assigners") shall be recommended for a term of two (2) years by the Board of Directors of GRALOA after the election of any new officers. The recommendations are to be made from applications received from active members of GRALOA. The GRALOA Assigner(s) are non-voting members of the Board of Directors. Assigner(s) shall be subject to the requirements and stipulations per the MHSAA Officials Guidebook. The selected assigner(s) will be ratified by the membership. If a recommended assigner is not ratified by membership vote, the Board of Directors will: a) submit another recommendation to the membership for ratification, or b) ratify the assigner with a unanimous vote of the Board of Directors.

4.8.2) If the Board of Directors appoints a single Assigner, that Assigner will select at least one sub-assigner to assist with administrative duties and act as a back-up in case of emergency. The sub-assigner must be approved by the Board of Directors.

4.8.3) All assigning of games must be transparent to the board. If requested, the Assigner(s) shall provide reports (in a mutually agreed format) to the President of GRALOA.

**GRAND RAPIDS AREA OFFICIALS ASSOCIATION LLC (GRALOA)  
BY-LAWS**

---

- 4.8.4) Assigner(s) shall not set the rates or fees for which GRALOA members will receive pay to officiate games. All officiating fees are to be negotiated by the GRALOA President, or an appointed member(s) of the board.
- 4.8.5) The Assigner(s) must endeavor to make assignments that further the education, training, exposure, and familiarity with the game of lacrosse and officiating of the sport of lacrosse.
- 4.8.6) The Assigner(s) must endeavor to make the best possible assignments in regard to the level of the contest and the level of the officials in order to provide the most appropriate coverage. Assigning should be based on tier of school and level of official within the GRALOA association.
- 4.8.7) The Assigner(s) must endeavor to have as many games fully covered as possible with the appropriate and requisite number of officials.
- 4.8.8) The Assigner(s) shall provide, upon request, to the Board of Directors a listing of those schools, programs, associations and conferences for which services have been contracted or agreed upon.
- 4.8.9) The use of non-qualified GRALOA members, or any official who does not have insurance or does not have a qualified background check, is not sanctioned by GRALOA.
- 4.8.10) The assigner is not responsible for on field training, rules interpretation, or GRALOA official discipline. Any correspondence from schools, coaches or athletic directors should be directed to the Board of Directors for further action and response.
- 4.8.11) It is the assignor's responsibility to assign during the season the designated (R) as the referee. This is a calculated decision to be made by the assignor based on experience, and overall leadership of the position based on the level of games and corresponding officials.

**4.9) Rules Interpreter**

- 4.9.1) The Rules Interpreter is appointed by the Board of Directors and shall keep the Association apprised of all rule changes, interpretations, and points of emphasis as established by the NFHS, USA Lacrosse, and MHSAA.

- 4.9.2) The Rules Interpreter shall provide the official interpretation on all lacrosse rules.

**4.10) Trainer(s)**

- 4.10.1) All Trainers are appointed by the Board of Directors and will meet the requirements and complete duties as specified in the MHSAA Officials Guidebook.

**4.11) Recruiting and Mentoring Coordinator (RMC)**

- 4.11.1) The RMC is appointed by the Board of Directors and will meet the requirements and complete duties as specified in the MHSAA Officials Guidebook.

**4.12) Observer**

- 4.12.2) The Board of Directors designated Observer(s) will meet the requirements and complete duties as specified in the MHSAA Officials Guidebook. There is no requirement to appoint an Observer if the Board of Directors chooses not to do so.

**4.134) Removal and Resignation**

**GRAND RAPIDS AREA OFFICIALS ASSOCIATION LLC (GRALOA)  
BY-LAWS**

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4.11.1) Any elected or appointed officer, or other appointed position may be removed by the Board of Directors with just cause. In the event of death, resignation, or removal of an officer, the Board of Directors at its discretion may elect or appoint a successor to fill the unexpired term.

**ARTICLE V – MANAGEMENT of the ASSOCIATION**

**5.1) Conflicts**

5.1.1) If there is any conflict between the provisions of the certificate of incorporation and these By-Laws, the provisions of the By-laws shall govern. The Association shall be managed by the elected and appointed members of the Board of Directors.

**ARTICLE VI - AMENDMENTS**

**6.1) Amendment Process**

6.1.1) These By-Laws can be amended by any regular or special meeting or by electronic transmittal by three/fourths (3/4) vote of the member's present or electronic response, provided notice of the proposed amendment has been sent to each member at least 7 days in advance of the date of the meeting.

6.1.2) By-laws may also be adopted, amended or repealed by the Board of Directors, subject to ratification by GRALOA Membership.

**ARTICLE VII - COMMITTEES**

**7.1) Committee Composition**

7.1.1) Each committee shall be comprised of between one and seven members, as appointed by the President, who is an ex-officio member of each committee.

**7.2) Special Committees**

7.2.1) The President shall appoint special committees as necessary. A special committee shall terminate at the next annual meeting unless extended by the general membership.

**7.3) Nominating Committee**

7.3.1) The duties of the Nominating Committee, in conjunction with the Secretary, shall compile a slate of nominations, which shall be presented within a reasonable amount of time prior to and at the annual membership meeting for the purpose of the election of the Board of Directors of the Association.

**7.4) Disciplinary Action Committee, (DAC)**

7.4.1) The purpose of the DAC is to ensure that the membership maintains the standards set forth by the Association.

7.4.2) Rarely, it may be necessary to investigate the behavior of a member of the Association, only insofar as it relates to a specific incident before, during or after a game, scrimmage, meeting or event regulated or in conjunction with the activities of the Association and its members.



## **GRAND RAPIDS AREA OFFICIALS ASSOCIATION LLC (GRALOA) BY-LAWS**

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7.4.3) Questionable behavior by an official must be brought to the attention of the Board of Directors, in written format, within a reasonable period of time of the incident. Anyone may file a report, but they must identify themselves, provide witnesses or other supporting evidence. A GRALOA member must file a report regarding another member within a timely fashion (as determined by the Board of Directors). The Board of Directors has the responsibility of determining whether the alleged infraction is (1) a possible violation of current Association standards and requires further review or (2) is verifiable beyond a reasonable doubt. If the complaint does not meet the criteria, it will be dismissed and a brief report shall be filed by the Chairman of the DAC.

7.4.4) Upon receipt of a report found to have met the above criteria, the Chairman of the DAC will direct members of the DAC to gather all necessary data. A meeting will be scheduled and when convened the data shall be reviewed, testimony as appropriate shall be heard and a vote shall be taken. A simple majority vote shall determine the decision by the DAC.

7.4.5) Disciplinary action of an Association member shall be the sole domain of the DAC. All voting members of the Board of Directors except the President shall comprise the DAC. Witnesses and other individuals who may be of assistance may be invited by the Chairman of the DAC, but will have neither voting privileges nor be present during voting and deliberation. The proceedings shall be private or public at the discretion of the suspect official. The voting will be confidential and the results may be reported to the Assigner(s) of the Association and/or the membership at the discretion of the DAC.

7.4.6) An official found to be guilty of an infraction is allowed to have an appeal. Said appeal must be made to the President within 72 hours of the original judgment of the DAC, and will be heard by the President and the non-voting members of the GRALOA Board of Directors (the "Board of Appeals") The Board of Appeals can direct the DAC to reverse, review, reduce or suspend the penalties and/or original judgment.

7.4.7) Penalties or actions of the DAC may include but not be limited to:

- 1) Notification to membership, MHSAA, and lacrosse assigners of infraction and judgment
- 2) Probation.
- 3) Recommendation to assigners that the official receives a reduction in schedule
- 4) Removal from roster