

LANDMARK CONFERENCE, Inc.

BYLAWS – as of 8/26/24

I – MISSION & GUIDING PRINCIPLES

A. Mission

The mission of the Landmark Conference, Inc. (the “Conference”) is to organize and operate intercollegiate athletic competition among, and foster opportunities for collaboration between, Conference members.

B. Guiding Principles

The following principles are key foundations for the Conference:

- Embrace and support the philosophy of NCAA Division III
- Intercollegiate athletics is integral to the educational mission at each institution in the Conference
- Chief Executive Officers at member institutions are responsible for, and have authority over, all Conference activities
- Student-athletes shall be generally representative of their class and admitted on the basis of academic promise, personal qualities, and athletic ability
- Student-athletes shall be held to the same standards as other students, and treated in a similar manner
- Foster broad-based intercollegiate athletics programs to encourage opportunities for participation
- Measure competitive excellence with a primary focus on Conference competition and performance
- Provide equal opportunities in athletics for all student-athletes, and conduct programs in an equitable manner
- Promote an environment that supports equity and diversity at all levels
- Promote good sportsmanship, respect, and collegiality among all individuals
- Facilitate collaboration across campus boundaries and between member institutions

II – MEMBERSHIP

A. Members of the Conference

The Catholic University of America, Drew University, Elizabethtown College, Goucher College, Juniata College, Lycoming College, Moravian University, the University of Scranton, Susquehanna University, and Wilkes University are members of the Conference.

B. Membership Requirements

1. Eligibility

Full membership is limited to private and Federal Colleges and Universities of high academic quality that are empowered to grant the baccalaureate degree, are fully accredited by the Middle States Conference of Colleges and Secondary Schools (MSCHE), are classified Division III by the NCAA, and agree to accept and observe the Bylaws of the Conference. (Updated August 2024)

2. Primary Membership

No Conference member shall be a core member of another athletic conference. Conference members are free to pursue affiliate membership in another athletic conference for sports not sponsored by the Conference.

A member that is an affiliate of another athletic conference in a specified sport will be required to terminate their affiliation and participate as a member of the Conference once the Executive Board has designated the specified sport as a Conference sport (V.D).

3. Dues

Member institutions must pay annual dues at the start of each year (July 1). Dues for the upcoming year shall be established by the Executive Board during their annual in-person meeting.

4. Participation

If a member institution sponsors a sport that is considered a Conference sport (V.D), the member must participate in all Conference scheduling, competition, and championships in the sport.

If a member institution adds a team in a Conference sport (V.D), then the member shall engage in Conference scheduling, competition, and championship play at the earliest reasonable opportunity.

C. New Member Process

An institution wishing to become a member of the Conference shall:

1. Be invited, by the Executive Board, through the Commissioner, to submit a written request to become a member of the Conference
2. Submit all information concerning the institution and its athletics program that is requested by the Executive Board
3. Receive approval from a majority of the voting members of the Athletics Administrators' committee
4. Receive approval from three-fourths of the entire Executive Board
5. Pay an entrance fee, as set by the Executive Board, prior to the institution's first year of Conference membership
(Revised March 2013)

The Executive Board shall determine when a new member shall begin to participate in Conference meetings and receive voting privileges.

D. Notification of Withdrawal

Any member may resign its membership at any time by written notice (on institutional letterhead) delivered to the Chair of the Executive Board and the Commissioner of the Conference. Notice must be received 18 months prior to the date of departure.

Failure to give proper required notice of withdrawal (18 months) will result in a monetary fine equal to two years of Conference dues. Withdrawal of membership with proper (18 month) notice will result in a monetary fine equal to one year of Conference dues. The amount of the fine shall be based upon the membership dues rate at the time of notification.

A member that withdraws from the Conference forfeits any interest against accumulated Conference funds. The withdrawing member shall continue to fulfill its requirements for membership, and shall retain voting rights, until the date the institution is no longer listed as a member of the Conference.

E. Termination of Membership and Other Penalties

Membership privileges may be suspended, terminated, or other penalties imposed, if a member engages in any of the following:

1. Failure to pay dues or fines
2. Failure to comply with Conference scheduling requirements
3. Any action or inaction which constitutes a violation of the Conference's Bylaws, including a failure to abide by regulations set forth by the National Collegiate Athletic Association (NCAA)
4. Any action or inaction which reflects poorly upon the reputation and integrity of the Conference

Notice of the Executive Board's intent to invoke any disciplinary action must be made in writing and delivered to the affected member and all other voting members at least thirty (30) days prior to the date that the action is proposed to be taken.

During the meeting of the Executive Board to discuss the disciplinary matter, and prior to any deliberations or vote, the affected member shall be afforded the opportunity to present its case to the Executive Board.

Any decision to suspend or terminate membership, or impose other penalties, must be made by at least a three-fourths affirmative vote of the entire Executive Board. The member institution in question shall not be allowed to vote, and the required three-fourths majority shall be determined based upon the remaining voting members. The quorum rules set forth in Article IV.B shall not apply to this Executive Board vote. The decision that is reached shall be considered final.

Any member whose privileges have been terminated shall forfeit any interest against accumulated Conference funds.

F. Affiliate Membership

An institution wishing to become an affiliate member of the Conference in a specified sport shall follow the same process as outlined in II.C (New Member Process); an entrance fee shall not be required. Affiliates shall be subject to the following guidelines:

1. An affiliate shall be allowed to participate in no more than two Conference-sponsored sports
2. An affiliate member shall have the same rights, as outlined in the Bylaws and any other official Conference policy documents, for all sports in which it participates as a Conference member, and shall be subject to all Conference rules and agreements, as appropriate, including the provisions for termination of membership
3. Terms of an agreement for affiliation with the conference shall be outlined in writing

III – ORGANIZATION

A. Executive Board

The Executive Board shall be comprised of the Chief Executive Officers of each of the member institutions or any acting or temporary Chief Executive Officer of a member institution.

1. Duties

Duties of the Executive Board shall include, but not be limited to, the following:

- a. Review and approval of all changes to the Bylaws
- b. Review and approval of applications for membership
- c. Full responsibility for, and authority over, the finances, programs, policies, personnel, operations, administration and management of Conference affairs
- d. Review and act upon all actions or recommendations submitted by the Athletics Administrators' Committee
- e. The creation of standing and ad hoc committees
- f. The hiring, supervision, and evaluation of the Commissioner, which shall be coordinated by the Chair, and the empowerment for him/her to hire an Assistant Commissioner

2. Meetings

The Executive Board shall meet in person at least once a year, usually in conjunction with the National Association of Independent Colleges and Universities' (NAICU) annual meeting in February. The Executive Board may also meet at other times, either in-person or via conference call, as deemed necessary.

Notice of a meeting and a tentative agenda shall be received by the members of the Executive Board from the Commissioner at least 15 days prior to the meeting.

3. Officers of the Executive Board

A Chair and a Vice Chair shall be appointed by the Executive Board on a bi-annual basis during the annual meeting. Officers shall serve a two year term, beginning on July 1 of the upcoming year following appointment and concluding two years later on June 30. Unless otherwise decided by the Executive Board, the Vice Chair shall be elevated to Chair following the expiration of the Chair's term.

Duties of the Chair include oversight of the Commissioner on a day-to-day basis, organization and management of all Executive Board meetings, and the conduct of business on behalf of the entire Executive Board between meetings. In the absence of the Chair, the Vice Chair shall serve in this capacity.

B. Athletics Administrators

The Athletics Administrators' committee shall be comprised of the athletics director from each institution.

1. Duties

Duties of the Athletics Administrators committee shall include, but not be limited to, the following:

- a. In consultation with the Commissioner, oversight of the overall day-to-day operations and management of Conference policies
- b. Through the Commissioner, advise the Executive Board on all policies recommendations and assume responsibility for implementing policy adopted by the Executive Board
- c. Annual review of the Bylaws, and recommend changes, if any, to the Executive Board
- d. Conduct an evaluation of the Commissioner and his/her objectives and goals for the following year, which shall be coordinated by the Chair of the Athletics Administrators. The Chair will forward the results of this process to the Executive Board, whose Chair shall ultimately evaluate the Commissioner

2. Meetings

The Athletics Administrators' committee shall meet in person at least once a year, usually in conjunction with the NCAA Convention in January. Representatives unable to attend the meeting may participate via conference call (or via a comparable means). Other meetings, either in-person or via conference call, will be scheduled by the Commissioner on an as-needed basis every 6-8 weeks.

A tentative agenda and all supporting materials shall be received by the Athletics Administrators at least five days prior to the meeting. A request to consider a voting item that is made following the distribution of the agenda shall need unanimous consent from attendees in order to be considered during the meeting.

3. Officers

A Chair and a Vice Chair of the Athletics Administrators shall be appointed on a bi-annual basis. The Chair and Vice Chair shall serve a two-year term; service will begin on July 1 and end two years later on June 30. The Vice Chair shall be the Chair-Elect and shall serve as the Chair of the Athletics Administrators in the absence of the Chair.

If the Chair vacates their role as Athletics Director at their institution with less than one year remaining before the end of his/her term, then the Vice Chair shall be elevated to Chair and serve for the remainder of the term, then continue in service as the Chair for a two-year period. If the Chair vacates his/her role with more than one year remaining before the end of his/her term, then the Vice Chair shall be elevated to Chair and serve for the remainder of the term. A new Vice Chair shall be appointed in both instances.

C. Sport Committees

Each sport officially recognized by the Conference (V.D) shall have a corresponding committee. In the sports of cross country, swimming and diving, and indoor and outdoor track and field, the committees will be singular and not separated by gender. Unless otherwise designated by the member, the head coach shall serve as the member representative on the respective committee, and each institution shall be entitled to one vote.

All established sport committees shall meet at least once annually, either in-person or via conference call.

1. Duties

Sport committee duties shall include, but not be limited to, the following:

- a. The review of issues that are intrinsic for the sport, as it relates to the Conference
- b. The review, on an annual basis, of the Code of Conduct for the sport, with proposed changes provided to the Athletics Administrators' committee and the Conference office for approval
- c. The creation, and any subsequent modification thereafter, of policies and procedures for the selection of annual All-Landmark awards

2. Sport Committee Officers

A Chair and a Vice Chair shall be elected by the members of the committee for a two-year term. An individual may serve as Chair multiple times, but cannot serve as Chair for consecutive terms. The Vice Chair shall be the Chair-Elect and shall serve as the Chair of the respective committee in the absence of the Chair.

Duties of the Chair shall include, but not be limited to, the following:

- a. Organize meetings of the committee, at least once annually and additionally as necessary; compile and distribute the agenda for all meetings; supervise the meeting; record attendance and minutes
- b. Provide the Commissioner and the Administrative Liaison with a written report outlining all discussion, action, and voting which occurred during the meeting
- c. Within one week after the meeting, distribute a copy of the minutes to the members of the committee, the Administrative Liaison, and the Conference office. The Commissioner will distribute the minutes to delegates of the Athletics Administrators committee for consideration and vote, as necessary
- d. Communicate and explain voting items to the designated Administrative Liaison

3. Administrative Liaison

A member of the Athletics Administrators' committee shall be appointed as an Administrative Liaison for each Sport committee. Administrative Liaisons shall serve for a term of five years, after which the individual serving as a liaison shall be reassigned to a different Sport committee. All assignments shall be approved by the Athletics Administrators' committee.

Duties of the Administrative Liaison shall include, but not be limited to, the following:

- a. Attend all meetings of the Sport Committee as the representative of the Athletics Administrators' committee
- b. Assist the Sport Committee Chair with the development of the meeting agenda
- c. Provide perspective of the Athletics Administrators during discussion
- d. Provide guidance relative to the process of changing the Sport Code of Conduct, and any other agreed-upon policies relative to the operation of the Conference
- e. Report to the Sport Committee Chair on any actions or decisions taken by the Athletics Administrators' committee, or the Executive Board

D. Ad-Hoc Committees

The Executive Board may create ad-hoc committees for any specified amount of time. These committees shall have such powers and duties as outlined and designated in the committee responsibilities adopted by the Executive Board, provided however, that such powers and duties shall not conflict with the Conference Bylaws.

Each Chair of an ad-hoc committee shall have full authority over all activities performed by the committee. However, such activities must, at all times, meet with the approval of the Executive Board, and all actions of all ad-hoc committees shall be subject to ratification by the Executive Board.

IV – REPRESENTATION & VOTING

A. Institutional Representation

Each member institution shall have one vote on each committee and may be represented at all meetings of the Executive Board by one person, unless others have been invited as guests. All other committees of the Conference may have up to two individuals participate in the proceedings.

B. Quorum

Three-fourths of the members of the Executive Board and of the Athletics Administrators' committee shall constitute a quorum for a meeting.

C. Voting & Procedure

A three-fourths majority of the entire Executive Board is necessary to pass a motion, with the exception of the voting policies for Termination of Membership and Other Penalties, as outlined in II.E. For all other committees, a majority vote of the membership is needed to pass a motion. Proxy voting shall not be permitted.

In lieu of an official meeting, resolutions may be adopted by the membership as long as unanimous written consent on the matter under consideration is achieved. The resolution shall be considered adopted and effective on the date the final member conveys their consent.

Robert's Rules of Order (Revised) shall be the parliamentary authority for the conduct of the of all Conference committee meetings.

D. Attendance

1. Executive Board

Attendance at Executive Board meetings is limited to Chief Executive Officers or individuals serving in that capacity, invited guests and the Commissioner. Invited guests and the Commissioner are ex officio.

2. Athletics Administrators

Attendance at Athletic Administrators' committee meetings is limited to Athletics Directors or individuals serving in that capacity, invited guests, the Commissioner, and the Assistant Commissioner. Invited guests, the Commissioner, and the Assistant Commissioner are ex officio.

An Athletics Director is empowered to bring one additional individual from his/her staff to any meeting of the Athletics Administrators without having to provide prior notice. Any additional attendees require notice from the Athletics Director to the Chair and the Commissioner in writing at least five (5) days prior to the meeting.

3. Other Committees

For all other duly recognized committees of the Conference, each member is entitled to have at least one individual represent it, chosen at the discretion of the Chief Executive Officer or the Athletics Director, where appropriate.

V – SPORT SPONSORSHIP

A. Determination of Conference Sport

The Executive Board shall have the authority to determine sport sponsorship for the Conference. Any change to the roster of Conference sports shall be made based upon a recommendation by the Athletics Administrators' committee to the Executive Board.

B. Conference Scheduling

For sponsored sports where it has been determined that Conference scheduling will take place, all members that sponsor the specified sport must engage in Conference scheduling. The Conference office shall be responsible for the development of Conference schedules, and shall share appropriate information with the membership.

C. Conference Championship

Unless otherwise dictated by the Executive Board, all sports sponsored by the Conference shall conduct one season-ending event that features all eligible members, whereby at the end of the event the winning team is recognized as the champion of the Conference.

D. Conference Sport Sponsorship

The following sports are sponsored by the Conference:

- Baseball *
- Basketball, Men's & Women's *
- Cross Country, Men's & Women's
- Field Hockey *
- Football *
- Golf, Men's & Women's
- Lacrosse, Men's & Women's *
- Soccer, Men's & Women's *
- Softball *
- Swimming & Diving, Men's & Women's
- Tennis, Men's & Women's *
- Indoor Track & Field, Men's & Women's
- Outdoor Track & Field, Men's & Women's
- Volleyball, Women's *

* - Conference Scheduling

VI – CONFERENCE ADMINISTRATION

The Conference office shall be staffed by a Commissioner and an Assistant Commissioner. These two positions will be full-time staff positions responsible for carrying out Conference operations and managing the day-to-day business of the office as directed by the Executive Board through its Chair.

A. Commissioner

The Commissioner shall be the chief operating officer of the Conference, and an ex-officio member of all committees of the Board. S/he shall report to the Chair of the Executive Board as directed.

B. Assistant Commissioner

The Assistant Commissioner serves as the Conference's primary coordinator of statistics, media, and public relations, and shall assist in the administration of conference meetings, championships, awards, and special projects. The Assistant Commissioner reports directly to the Commissioner.

C. Office

The administrative offices of the Conference shall be located on the campus of a member institution. The Conference shall enter into an agency agreement with the member institution for human resource administration, operational services, and work space.

As of July 1, 2012, the offices of the Landmark Conference, Inc. are located at Goucher College.

VII – POLICIES

The following policies shall be used as guidelines in the administration of Conference business. If there is a conflict between the Bylaws of the Conference and other, separate Conference policy documents, then the Bylaws of the Conference shall take precedence in all instances, unless agreed otherwise by the Executive Board.

A. National Governing Body

The Conference, and its members, shall adhere to the regulations as set forth by the National Collegiate Athletic Association (NCAA) for Division III, as they relate to ethical conduct, personnel, amateurism, recruiting, eligibility, financial aid, awards and benefits, and playing seasons, along with all other relevant regulations of the association.

B. Conference Manual

The Conference manual shall outline the policies and procedures, as agreed to by the members of the Conference, for scheduling, championships, annual awards, and other items not outlined within the Bylaws. Amendments to the Conference manual can be made by the Athletics Administrators' committee, unless such amendments impact academic priorities at member institutions, or have a significant budgetary impact for the Conference office.

C. Sport-Specific

Sport-specific rules and regulations shall be codified in Codes of Conduct. Sport Committees shall be responsible for annual review of all Codes of Conduct. Amendments to Codes of Conduct must be approved by the Athletics Administrators' committee, and, if necessary, the Executive Board. The Codes of Conduct shall be maintained and administered by the Conference office.

D. Financial

Financial management of the Conference is the responsibility of the Commissioner, as overseen by the Chair of the Executive Board. The financial year for the Conference shall begin on July 1 and conclude on June 30.

1. Annual Budget

A proposed annual operating budget shall be created from membership dues, the NCAA Strategic Initiatives Grant (if approved by the NCAA), projected income from Conference championships, and any additional activities that will produce revenue (e.g., fundraising, sponsorships).

After consultation with the Athletics Administrators' committee, the Commissioner shall submit a proposed annual operating budget for the upcoming fiscal year for review by the Executive Board during their annual meeting. A revised proposed budget shall be submitted by the Commissioner to the Chair and Vice Chair of the Executive Board for approval no later than April 30.

2. Management

Financial transactions shall be initiated by the Conference office and managed by the member institution that has agreed to serve in this capacity. The Conference office shall be responsible for complying with all government regulations regarding annual filings.

3. Review

Review of financial transactions shall be conducted on an as-needed basis by the Conference office. Activities are subject to periodic, independent audits, as determined by the Executive Board.

VIII – AMENDMENTS

The Bylaws of the Conference may be amended upon the recommendation of two-thirds of the Athletics Administrators' committee, or its designate, during any meeting where due notice is given, and by subsequent approval by a three-fourth majority of the entire Executive Board, provided that the amendment shall have been submitted in writing and received by the members of the Executive Board at least thirty (30) days preceding the meeting.