

NEW RIVER OFFICIALS ASSOCIATION

P.O. Box 915
Jacksonville, North Carolina 28540

BY - LAWS FOR NEW RIVER OFFICIALS ASSOCIATION, INC. , A NON -
PROFIT CORPORATION OF THE STATE OF NORTH CAROLINA.

BY - LAWS

ARTICLE I NAME

Section 1. Name. The name of this corporation shall be the New River Officials Association, Inc. , a not - for - profit corporation of the State of North Carolina.

Section 2. Office. The corporation may have offices at such places as the Board of Directors may determine.

ARTICLE II PURPOSES

Section 1. Purposes. The purposes for which this corporation is organized include, but are not limited to the following:

- a. Further the interest of amateur sports officials.
- b. Study and improvement of sports officiating.
- c. Promote the welfare of amateur sports, its player's administrators, the press and amateur sports officials.
- d. Encourage the spirit of fair play and sportsmanship.

ARTICLE III MEMBERSHIP

Section 1. Membership. The corporation shall be comprised of the following classes of membership:

- a. Regular. Comprised of individuals who are duly qualified sports officials who have complied with all membership requirements and are in good standing in the association and are eligible to vote for the Board of Directors (less commissioner) and only the commissioner of a sport that they have worked within the last sport season.

- b. Associate. Comprised of individuals who have not completed one season in a sport and has not been recommended for regular membership by a sports commissioner and approved by the Board of Directors.

Section 2. Regular Membership. This corporation may accept individuals for regular membership pursuant to criteria established by this corporation. Such membership shall be accepted or rejected by a majority vote of the Board of Directors.

Section 3. Resignation. Any member may resign by submitting a written request to the president. The resignation shall be presented to the Board of Directors at the meeting following its receipt, but, such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments of other charges previously accrued and unpaid.

Section 4. Reinstatements. On receiving a written request for reinstatement, the Board of Directors may reinstate such members to full membership.

Section 5. Member in good standing. A member in good standing is a member who has paid the dues, insurance and assessments and has observed and complied with all rules and regulations of this corporation.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Meeting of members. This corporation shall hold no less than four regular meetings during each year in the months of January, April, July and October. The regular meetings will be held quarterly (January, April, July and October) at a date/time to be determined by the general membership. Special meetings may be called by the President, after a majority vote of the Board of Directors have decided this meeting is required.

Section 2. Notification of Special Meetings. Written notification of special meetings will be given to the membership stating time, place and purpose at least fourteen days prior to the meeting date.

Section 3. Voting. A majority vote of those members attending is necessary to make a decision, except where some other number is required by law or these by - laws.

ARTICLE V BOARD OF DIRECTORS

Section 1. General powers and duties. The property, business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall exercise all such powers of the corporation as directed by the corporation constitution, by - laws of the state.

Section 2. Composition. The Board of Directors shall be composed of the President, Vice - President, Secretary, Treasurer, Football, Baseball, Basketball, Softball, Soccer and Small Sports Commissioners and six elected directors. Each director shall hold office during his/her elected term of until his/her death, resignation or removal. Regular members only may serve as directors.

Section 3. Elections of Directors. Six will be elected by the General membership in the following manner:

- a. In January of the odd numbered years, three directors will be elected for a term of two years. Their term may be terminated by the death, resignation or removal of the director.
- b. In January of the even numbered years, three directors will be elected for a term of two years. Their term may be terminated by the death, resignation or removal of the director.
- c. Whenever any of these six directors is elected to the positions of President, Vice - President, Secretary, Treasurer or a sport commissioner, they will be required to resign the elected directors' position. This position will be brought before the general membership for nominations and election in accordance with these by - laws.

Section 4. Nominations. Nominations will be conducted as follows:

- a. President, Vice – President, Secretary, Treasurer and six directors:
 1. October - Nominations from the general membership.
 2. November - Nominations closed.
 3. January - Elections.

- b. Commissioners of Basketball and Small Sports.
 1. April - Nominations from general membership.
 2. May - Nominations closed.
 3. July - Elections.

- c. Commissioners of Baseball, Softball, Soccer and Football.
 1. October - Nominations from general membership
 2. November - Nominations closed.
 3. January - Elections.

Section 5. Vacancies. Those seats that become vacant due to the death, resignation or removal shall be filled using the above format as close as possible.

Section 6. Balloting. Balloting shall be by secret ballot by the regular membership. For the office of commissioners, each commissioner will be given a list of eligible voters in his/her sport. On the day of the election, two members will be given a list of eligible voters by sport of regular membership. Ballots will be collected and each voting member will be checked off the eligibility list as his vote is cast. Absentee ballots will be provided upon request.

Section 7. Removal of Directors. Any director may be removed by a majority vote of the Executive Board when that member has absented him/herself from two consecutive meetings without prior notifying the president in writing of his/her forthcoming absence. The dismissed directors' name will be brought before the next meeting of the membership. The director being dismissed will be notified of the upcoming action so he/she may prepare rebuttal statements if desired. A new director will be elected in accordance with election procedures within these by laws.

Section 8. Resignations. A director may resign at any time by giving written notice to the executive board. Such resignation shall take effect at the time specified.

Section 9. Meetings. The secretary will notify all directors of any meeting or special meeting in writing. Notification by telephone may be authorized by the president.

Section 10. Quorum. A majority of the total number of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, the meeting will be rescheduled and the secretary will notify all absent directors of the rescheduled meeting. At the rescheduled meeting, those present will constitute a quorum to conduct corporation business. Providing that in no event shall a quorum consist of less than one - third of the entire Board of Directors.

Section 11. Informal Action. An action required of the Board of Directors may be taken without a meeting if a majority of the Board of Directors concurs and all concurring directors must sign a written copy of actions taken.

Section 12. Compensation. Directors shall not receive any direct compensation from this corporation for their services as directors. This does not preclude a director from serving the corporation in other capacities and receiving compensation in that capacity.

Section 13. Multiple Positions. No director (s) shall hold two, or more, Board of Directors positions as shown in Article V Section 2, simultaneously. That Board of Director holding multiple positions will be required to resign from those positions in excess of one. Thus the Board Member retains one position only.

ARTICLE VI OFFICERS

Section 1. Elected Officers. The elected officers of this corporation shall be the President, Vice - President, Secretary and Treasurer to be elected in each even numbered year. Commissioners of Baseball, Basketball, Football, Softball, Soccer and Small Sports will be elected for two years in each odd numbered year.

Section 2. Qualification for elected officers. Only regular members of the corporation in good standing are eligible to be elected as officers.

Section 3. President. The president shall be the chief executive officer of the corporation and shall be responsible for all management functions. He/she shall preside over all corporation and Board of Directors meetings. He/she shall have executive authority to see that all orders and resolutions are carried out. Additionally he/she should possess the following: organization skills, leadership skills, knowledge of basic accounting, basic computer skills to include email and database manipulation, be readily available for needs of the organization, and maintain a list of general and/or specific duties not covered in constitution or by-laws and provide to secretary semi-annually or upon resignation of position.

Section 4. Vice President. The Vice – President will:

- a. Serve as parliamentarian of this corporation.
- b. Serve as chairperson of the Grievance Committee.
- c. Be responsible for such duties as assigned to him/her by the president
- d. Assume all duties as President due to the death, resignation or removal of the President until an election is held in accordance with these by – laws.
- e. Possess KSA’s equivalent to the President’s position
- f. Possess personnel management skills
- g. Maintain a list of general and/or specific duties not covered in the constitution or by-laws and provide to secretary semi-annually or upon resignation of position

Section 5. Secretary. The secretary shall:

- a. Keep the minutes of all general membership and board of directors meetings.
- b. Notify all members as to upcoming elections and meetings and distribute to all members minutes of past meetings.
- c. Be custodian of all membership records, all contracts and the corporation seal.
- d. Perform all duties as assigned by the Board of Directors and or President.
- e. Possess intermediate to advanced computer skills to include email, database manipulation, spreadsheet manipulation, and/or word processing
- f. Maintain files and folders of organizational information
- g. Possess basic typing skills
- h. Have ability to take and keep organized notes
- i. Maintain a list of general and/or specific duties not covered in constitution or by-laws and provide to secretary semi-annually or upon resignation of position

Section 6. Treasurer. The treasurer will:

- a. Receive, deposit and be responsible for all funds owned by the Association.
- b. Keep full and accurate records and accounts.
- c. Disburse funds as may be authorized.

- d. Render at each Board of Directors and general membership meetings a financial report of all money accounts.
- e. Furnish the election committee with a list of all eligible members voting for a particular sports commissioner.
- f. Perform all duties as assigned by the Board of Directors and or President.
- g. Have basic bookkeeping skills to include account balancing, reconciliation, and maintenance
- h. Have basic computer skills to include spreadsheet manipulation and email
- i. Submit monthly payroll vouchers to contracted organizations to include resolution of unpaid vouchers
- j. Maintain a list of general and/or specific duties not covered in constitution or by-laws and provide to secretary semi-annually or upon resignation of position

Section 7. Commissioners. The Commissioners will:

- a. Seek out contracts for officiating services in their respective sports.
- b. Negotiate the execution of contracts.
- c. Recruit new members.
- d. Provide a program for training.
- e. Make assignments.
- f. Serve as rules interpreter in their sport.
- g. Evaluate all officials in their sport at least twice during the sport year.
- h. Submit to the treasurer all payrolls and bills for payment by the 7th of the month.
- i. Perform all duties as assigned by the Board of Directors and or President.
- j. Have basic computer skills to include email and/or spreadsheet and word processing.
- k. Appoint assistant commissioners to act or stand in on behalf of the commissioner
- l. Maintain a list of general and/or specific duties not covered in constitution or by-laws and provide to secretary semi-annually or upon resignation of position.

ARTICLE VII SPECIAL AND STANDING COMMITTEES

Section 1. Grievance Committee. The President shall appoint five members to serve as members of the Grievance Committee, which is chaired by the Vice -

President. The committee shall hear and decide all charges brought against any member.

Section 2. Balloting Committee. A balloting committee will be formed by the President on each election day to consist of a minimum of two members. Their duties will consist of:

- a. Checking voters against a provided list of eligible voters.
- b. Count ballots and make the results known to the President.

Section 3. Special Committees. The President shall appoint such committees as become necessary and that are not in conflict with other committees or these By - Laws. The duties shall be as outlined by the President with approval of the Board of Directors.

ARTICLE VIII - BOOKS AND RECORDS

Section 1. Location. The books, accounts and records of the corporation will be kept at such places as the Board of Directors may determine. The books, accounts and records will be maintained for a current year and three years of files.

Section 2. Inspection. The books, accounts and records of the corporation will be open to inspection by any member of the general membership at any time.

Section 3. Audits. The accounts of the corporation shall be audited annually by a committee assigned by the president or by a certified accountant hired by the corporation. The findings will be made public to the general membership at the next regular scheduled meeting.

Section 4. Corporation Seal. The corporation seal will be the responsibility of the secretary.

ARTICLE IX MONIES

Section 1. Monies. The Board of Directors will determine the following:

- a. Annual dues.
- b. Joining fees.
- c. Reinstatement fees.

- d. Dates payments due.
- e. Penalties for non-payment.

ARTICLE X DISCIPLINE OF MEMBERS

Section 1. Grounds of discipline. For failure to comply with these by – laws, established authority or regulations of this corporation or the delinquency of payment of monies or any other conduct contradictory to the best interest of the corporation, that member may be taken before the grievance committee.

Section 2. Notification of charges. A charged member shall receive written notification by certified mail of the charges against him/her, indicating the following:

- a. Charges against.
- b. Rule / regulation violated.
- c. Where / when / date of violation.
- d. Person / persons filing charges.

All documents relating to the violation (s) will be made available to the accused.

Section 3. Right of a hearing. A member charged with any violation shall have the right to be heard in person or by written statement in his/her defense before the grievance committee. At the hearing the accused, the accuser, and any witnesses must be present. The accused has the right to question all witnesses and to call witnesses in their defense. The hearing may be taped. A written record will be kept of all proceeding at the hearing.

Section 4. Decision. A written decision shall be made and sent to both the accused and the accuser by certified mail within sixty days of the hearing date. A majority vote of the grievance committee shall determine the findings of the committee which may include but not limited to the following:

- a. Fined.
- b. Placed on probation.
- c. Suspension of membership.
- d. Termination of membership.

Section 5. Appeal. Any member sanctioned by the grievance committee has the right of appeal to the Board of Directors by presenting to the board written notice within fourteen days of the receipt of the grievance committee's findings. The Board of Directors shall review the grievance committee's findings and any other written arguments submitted by the accuser or the accused. A decision by

the majority of the Board of Directors will be sent by certified mail within sixty days of the appeal hearing to the persons requesting the appeal.

ARTICLE XI MISCELLANEOUS PROVISION

Section 1. Checks. All checks will be signed by two of the authorized signers. Checks and check stubs will be maintained for the current year and three years of files.

Section 2. Contracts. Any officer authorized by the Board of Directors may enter into any contract on behalf of this corporation. Original contracts will be maintained by the secretary.

Section 3. Independent Contractors. All members of the corporation are independent contractors in their capacity as officials or commissioners and not employees of the corporation. No member may collect workers compensation from this corporation for any injuries sustained while officiating.

Section 4. Amending the By - Laws. These By - Laws may be amended or repealed by a vote of regular members in good standing. All amendments will be submitted in writing to the general membership at least two weeks prior to the next regular scheduled meeting. At the next regular scheduled meeting a vote will be taken on the proposed amendment. A two - thirds vote of the general membership in attendance is required to pass the amendment.